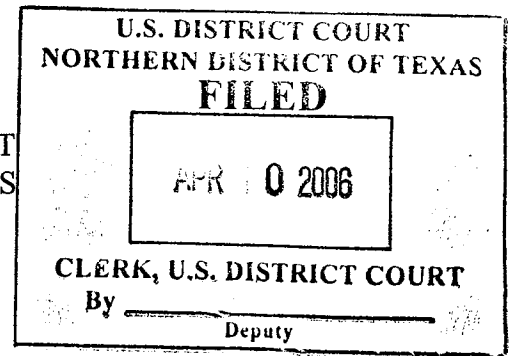


IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION, §

Plaintiff, §

v. §

MEGAFUND CORPORATION, STANLEY A. §
LEITNER, SARDAUKAR HOLDINGS, IBC., §
and BRADLEY C. STARK, CIG, LTD., and §
JAMES A. RUMPF, Individually and d/b/a §
CILAK INTERNATIONAL, §

Defendants, §

and §

PAMELA C. STARK, §

Relief Defendant. §

Civil Action No. 3:05-CV-1328-L

**RECEIVER'S SECOND INTERIM APPLICATION TO ALLOW AND PAY (1)
RECEIVER'S FEES AND EXPENSES; (2) ATTORNEYS FEES AND EXPENSES; AND
(3) ACCOUNTANTS FEES AND EXPENSES WITH BRIEF IN SUPPORT
(MEGAFUND CORPORATION/CIG, LTD. RECEIVERSHIP ESTATE)**

TO THE HONORABLE JEFF KAPLAN, UNITED STATES MAGISTRATE JUDGE:

Michael J. Quilling, Receiver, files this his Second Interim Application to Allow and Pay (1) Receiver's Fees and Expenses; (2) Attorneys Fees and Expenses; and (3) Accountants Fees and Expenses (Megafund Corporation/CIG, Ltd. Receivership Estate) and in support of such would respectfully show unto the Court as follows:

BACKGROUND

1. On July 1, 2005 the Securities and Exchange Commission ("SEC") filed its Complaint and request for appointment of a receiver. On July 5, 2005 the Court appointed Michael

J. Quilling as Receiver in this case. On July 18, 2005 the SEC filed an Amended Complaint and sought to add other individuals and entities to the receivership. On July 19, 2005 the Court issued an Amended Order Appointing Temporary Receiver ("Order Appointing Receiver").

2. The Order Appointing Receiver authorizes the Receiver to employ such attorneys and accountants as is necessary and proper in connection with the claims process. Since his appointment, the Receiver employed the law firm of Quilling Selander Cummiskey & Lownds, P.C. ("QSCL") as his general counsel. The Receiver is an attorney and a shareholder of the law firm and has rendered many of the legal services addressed in this Application as well as performing his duties as the Receiver. The Receiver also employed the accounting firm of Litzler Segner Shaw & McKenney, LLP ("LSSM").

3. On August 12, 2005 the Receiver filed an Unopposed Motion to Designate Receivership Estates [Docket No. 48]. On August 15, 2005 the Court entered an Order [Docket No. 50] that established two receivership estates within these proceedings, the Megafund Corporation/CIG, Ltd. Receivership Estate and the Sardaukar Holdings Receivership Estate.

4. On January 17, 2006 the Receiver filed an Agreed Motion to Expand Receivership [Docket No. 83] to add Lancorp Financial Group, LLC to the receivership. On January 20, 2006 the Court entered an Agreed Order Expanding Receivership and Appointing Receiver [Docket No. 84], which effectively created a third receivership estate, the Lancorp Financial Group Receivership Estate.

**APPLICATION FOR FEES AND EXPENSES
OF THE RECEIVER AND HIS ATTORNEYS**

5. This Application seeks the approval and payment of fees and reimbursable expenses for the Receiver and QSCL for the time period from November 1, 2005 through March 31, 2006 as to the Megafund Corporation/CIG, Ltd. Receivership Estate and only that estate.

6. Pursuant to Paragraph 16 of the Order Appointing Receiver, the Receiver has paid himself and QSCL 90% of the fees (\$86,120.55) and 100% of the expenses (\$13,228.13) through February 28, 2006. No amounts for March, 2006 have been paid. The purpose of this Application is to request Court approval of all fees and expenses and to allow payment of the 10% fee holdback (\$9,568.95) portion and the March, 2006 fees and expenses (\$22,433.44).

7. During the period covered by this Application, the Receiver has incurred fees and expenses with respect to his activities and those of QSCL as to these proceedings on a monthly basis as follows:

Month	Fees	Expenses
November 2005	\$26,951.50	\$3,248.08
December 2005	\$11,663.00	\$1,327.17
January 2006	\$35,102.00	\$606.08
February 2006	\$21,973.00	\$8,046.80
March 2006	\$21,630.50	\$802.94
TOTAL:	\$117,320.00	\$14,031.07

8. Exhibit "A," which is attached hereto and incorporated herein by reference for all purposes conveys the following information for the time period of November 1, 2005 through March 31, 2006: (a) the number of hours worked by each attorney and staff member on a particular day; (b) the manner and type of work performed by each attorney and staff member; (c) the customary billing rate for each person rendering service in this matter; and (d) the monetary value assigned to each task performed by a given attorney and/or staff member. Each of the invoices attached hereto as Exhibit "A" reflect aggregate expenses by category during a given month.

JOHNSON FACTORS

9. In support of this request for allowance of compensation and reimbursement of expenses, the Receiver respectfully directs this Court's attention to those factors generally considered by courts in awarding compensation to professionals for services performed in connection with the administration of a receivership estate. As stated by the Fifth Circuit Court of Appeals in *Migis v. Pearle Vision, Inc.*, 135 F.3d 1041, 1047 (5th Cir. 1998) "The calculation of attorneys fees involves a well-established process. First, the court calculates a 'lodestar' fee by multiplying the reasonable number of hours expended on the case by the reasonable hourly rates for the participating lawyers. (cite omitted.) The court then considers whether the lodestar figure should be adjusted upward or downward depending on the circumstances of the case. In making a lodestar adjustment the court should look at twelve factors, known as the Johnson factors, after *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974)." Those factors as applied to the services rendered in this case by the Receiver and QSCL are addressed below.

(a) The Time and Labor Required. The Receiver and QSCL respectfully refer the Court's attention to Exhibit "A" which details the involvement of the Receiver and QSCL's attorneys in this case during the period covered by this Application showing that a total of more than 550 hours of attorney, Receiver, and paraprofessional time have been expended.

(b) The Novelty and Difficulty of the Questions. Many of the tasks reflected in Exhibit "A" involved factual and legal questions that were of substantial complexity.

(c) The Skill Requisite to Perform the Service. The Receiver believes that the services performed in this case have required individuals possessing considerable experience in asset seizure, tracing and liquidation. Both the Receiver and QSCL have considerable experience in such areas.

(d) The Preclusion of Other Employment Due to Acceptance of the Case. The Receiver

and QSCL have not declined any representation solely because of their services as Receiver and counsel for the Receiver.

(e) The Customary Fee. The hourly rates sought herein are commensurate with or lower than the rates charged by other practitioners of similar experience levels in the Northern District of Texas. During the course of these proceedings, the following lawyers at QSCL have performed legal services on behalf of the Receiver with respect to these proceedings: Michael J. Quilling (\$350.00 per hour), licensed in Texas in 1982 and Texas Board Certified in Business Bankruptcy Law and Civil Trial Law; Clark B. Will (\$350.00 per hour) licensed in Texas in 1980; D. Dee Raibourn (\$225.00 per hour) licensed in Texas in 1998; Michael D. Clark (\$225.00 per hour) licensed in Texas in 1997; and Brent Rodine (\$150.00 per hour) licensed in Texas in 2005.

(f) Whether the Fee is Fixed or Contingent. The Receiver's and QSCL's fees are fixed insofar as monies exist by way of Receivership Assets from which to pay such fees. Payment of such fees, however, is subject to Court approval.

(g) Time Limitations Imposed by the Client or Other Circumstances. The time requirements during the period covered by this Application have been normal.

(h) The Amount Involved and the Results Obtained. As to the Megafund Corporation/CIG, Ltd. Receivership Estate, the primary assets are located in Flower Mound, Texas. The Receiver has seized a couple of vehicles, three houses and office contents and furnishings. The Receiver has also seized all known computer and hard copy books and records.

Megafund Corporation received at least \$17 million of investor funds, much of which was improperly diverted before about \$11 million was passed along to CILAK International and CIG, Ltd. which also diverted funds and sent the balance of about \$9.5 million to Sardaukar Holdings. The Receiver is in the process of liquidating the vehicles, houses and office contents.

Other actions by the Receiver are described in the Interim Report submitted simultaneously with this Fee Application.

(i) The Experience, Reputation and Ability of the Attorneys. QSCL has several attorneys who specialize exclusively in the practice of civil trial law. The practice of those attorneys regularly includes the representation of bankruptcy trustees and receivers. The reputation of QSCL's attorneys is recognized and respected in their community in Texas.

(j) The Undesirability of the Case. The representation of the Receiver incident to this case has not been undesirable.

(k) The Nature and Length of the Professional Relationship with the Client. QSCL did not represent the Receiver in these proceedings prior to being retained in these proceedings.

(l) Award in Similar Cases. QSCL believes that the fees requested in this case are less than or equal to those which have been awarded in similar cases in this District.

APPLICATION FOR FEES AND EXPENSES OF THE RECEIVER'S ACCOUNTANT

10. This Application also seeks the approval and payment of fees and reimbursable expenses for LSSM for the time period from July 1, 2005 to March 31, 2006 as to the Megafund Corporation/CIG, Ltd. Receivership Estate and only that estate.

11. **No amounts have been paid to the accountants for fees and expenses as to this Receivership Estate. The purpose of this Application is to request Court approval of all fees and expenses and to allow payment of the fees and expenses (\$69,232.91).**

12. Exhibit "B," which is attached hereto and incorporated herein by reference for all purposes conveys the following information for the time period of July 1, 2005 through March 31, 2006: (a) the number of hours worked by each accountant and staff member on a particular day; (b) the manner and type of work performed by each accountant and staff member; (c) the customary

billing rate for each person rendering service in this matter; and (d) the monetary value assigned to each task performed by a given accountant and/or staff member. Each of the invoices attached hereto as Exhibit "B" reflect aggregate expenses by category during a given month.

FIRST COLONIAL FACTORS

14. In support of this request for interim allowance of compensation and reimbursement of expenses, the Receiver respectfully directs this Court's attention to those factors generally considered by Bankruptcy Courts in awarding compensation to professionals for services performed in connection with the administration of a debtor's estate, as enumerated in section 330 of the Bankruptcy Code and developed by case law. Specifically, section 330 provides, inter alia, that the allowance of professional compensation should be based upon the time, nature, extent and value of the services rendered as well as consideration of the cost of comparable services rendered in a non-bankruptcy context. The controlling authority in the Fifth Circuit is *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir. 1977). That case identified twelve (12) factors that should govern this Court's decision:

(a) The Time and Labor Required. The Receiver and LSSM respectfully refer the Court's attention to Exhibit "B" which details the involvement of LSSM's accountants in this case during the period covered by this Application showing that more than 368 hours of Accountant and staff time have been expended.

(b) Novelty and Difficulty of Questions Presented. The Receiver believes that the accounting and tracing questions encountered in representing the Receiver were of a complex and specialized nature.

(c) Skill Requisite to Perform Services Properly. The Accountants' firm has numerous members, including members who have performed services on behalf of the Receiver and who

specialize exclusively in the practice of bankruptcy and insolvency accounting. Due to their expertise and skill in this highly specialized realm, the Receiver believes far more time would have been expended by less experienced professionals and with considerably less rewarding results. The array of financial and accounting consideration presented in this proceeding and the prompt and skillful action taken upon those problems by the Accountants required a very high degree of expertise and experience. Prompt, skillful action was utilized by the Accountants in providing professional services to the Receiver in this proceeding.

(d) Exclusion of Other Employment. The Receiver is unable to estimate the extent of other employment the Accountants were precluded from accepting by reason of the employment as accountants for the Receiver herein, but does not believe it to be significant.

(e) Customary Fees. The fees applied for herein are equivalent to customary fees allowed in other proceedings for similar services rendered and results obtained.

(f) Whether the Fee is Fixed or Contingent. The fees of the Accountants are fixed insofar as funds exist with which to pay them from the Receivership Estate. Payment of such fees, however, is subject to Court approval.

(g) The Amount Involved and the Results Obtained. This case involves in excess of \$17 million invested by hundreds of persons and entities. The accounting and tracing issues are complex and the bank records are extensive and voluminous, encompassing over 5,800 line item entries. As a result of the efforts of the Accountants, much of the work has already been accomplished.

(h) The Experience, Reputation, and Ability of Accountants. As stated above, the Accountants specialize in the practice of accounting and consultation. Much of the Accountants' practice has been devoted to asset management, accounting services, development of accounting data, preparation of tax returns for estates, formulation of plans of reorganization and consultation

with creditors and estate representatives. The Accountants are recognized as experts in the accounting field and possess a reputation of high quality, integrity, and ability. They are regularly employed in cases pending before the Court in this district.

(i) Undesirability of the Case. The Receiver does not believe the subject case or the representation of the Receiver in this proceeding was "undesirable."

(j) Nature and Length of the Professional Relationship with the Client. Prior to the institution of this proceeding, the Accountants have represented the Receiver from time to time with regard to general accounting matters and consultation in similar proceedings.

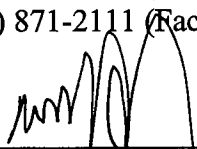
(k) Awards in Similar Cases. The Receiver believes that the services rendered herein for the Receiver have substantially benefitted this estate and that such services are of a reasonable value. The Receiver further represents that these fees are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained.

WHEREFORE, the Receiver respectfully requests that the Court allow the requested compensation for professional services and expenses rendered by the Receiver, his legal counsel, and his accountants, including the 10% fee holdback, as reflected in Exhibits "A" and "B" attached.

Respectfully submitted,

QUILLING SELANDER CUMMISKEY & LOWNDS, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201-4240
(214) 871-2100 (Telephone)
(214) 871-2111 (Facsimile)

By:



Michael J. Quilling
State Bar No. 16432300
Email: mquilling@qsclpc.com

ATTORNEYS FOR RECEIVER

CERTIFICATE OF SERVICE

This is to certify that on the 10th day of April, 2006, a true and correct copy of the above and foregoing Application was served, via first class mail, with full and proper postage prepaid thereon, to:

Stephen J. Korotash Securities and Exchange Commission 801 Cherry Street, Suite 1900 Fort Worth, Texas 76102	Scott Baker 10830 North Central Expressway Suite 475, B4 Dallas, Texas 75231
Steve Smoot Smoot Law Firm, P.C. 4545 Mt. Vernon Houston, Texas 77006	Bradley C. Stark 16960 Washington Street Riverside, California 92504
Pamela C. Stark 16960 Washington Street Riverside, California 92504	

This Application will also be posted on the Receiver's website, www.secreceiver.com after filing.



Michael J. Quilling