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 RK, U.S. DISTRICT COURT
 Deputy

CLERK, U.S. DISTRICT COURT

Deputes

CIVIL ACTION NO.
3:98-CV-2689-M

Defendants,

Defendants Solely for Purposes of Equitable Relief.

TO THE HONORABLE JEFF KAPLAN, UNITED STATES MAGISTRATE JUDGE:

COMES NOW, Michael J. Quilling (“Receiver”) and files this his Motion to Close Case and for Discharge (Funding Resources Group Receivership Estate) and in support of such would show unto the Court as follows:

1. On November 13, 1998, the United States Securities and Exchange Commission (“SEC”) initiated these proceedings and, in connection therewith, sought the appointment of a receiver. By Order dated November 13, 1998, the Court appointed Michael J. Quilling as Receiver and he has functioned in that capacity since that time. As set forth in the Receivership Order

("Receivership Order"), the receivership applies to Funding Resources Group ("Funding Resources").

2. On March 9, 2001, the Receiver filed his Unopposed Motion to Designate Receivership Estates. By Order entered March 13, 2001, the Court established four different receivership estates with respect to these proceedings. One of those established is the Funding Resources Receivership Estate. It is comprised of the assets and claims with respect to Funding Resources Group.

3. On January 12, 2001, the Receiver filed his Unopposed Motion to Establish Claim Procedures and to Approve Claim Form. By Order entered January 17, 2001, the Court approved an official claim form to be used in these proceedings and established procedures by which claims would be processed by the Receiver. The deadline for submitting the claim form to the Receiver was established as March 31, 2001.

4. On December 21, 2001, the Receiver filed his Statement of Claims filed against the Funding Resources Receivership Estate and his Objections to Claims (Funding Resources Receivership Estate). After the hearing held on January 25, 2002 to consider the Receiver's Objections to Claims, on January 31, 2002, Judge Kaplan issued Findings of Fact and Recommendations which were adopted, with modifications, by the Court by Judge Lynn's Order dated February 15, 2002.

5. On March 21, 2002, the Receiver filed his Interim Report and Interim Distribution Plan. On April 19, 2002, Judge Kaplan issued his Findings and Recommendations pursuant to which he recommended the Report be approved. On June 6, 2002, Judge Lynn issued an Order Accepting the Recommendations. On June 11, 2002, consistent with the Interim Report, as approved, the

Receiver mailed interim distribution checks to each holder of an allowed claim against the Funding Resources Receivership Estate. Each person received a check equal to 12.29% of their allowed claim.

6. On November 26, 2002, the Receiver filed his Final Report and Proposed Distribution Plan as to the Funding Resources Receivership Estate. After the hearing held on December 20, 2002, Judge Kaplan issued his Findings and Recommendations regarding approval of the Report. On January 15, 2003, Judge Lynn issued an Order Accepting the Findings and Recommendations.

7. On January 17, 2003, consistent with the Final Report as approved, the Receiver mailed final distribution checks to each holder of an allowed claim against the Funding Resources Receivership Estate. Each person received a check equal to 1.86% of their allowed claim. Most of the checks have now been cashed¹.

7. After all checks have cleared the bank, the Receiver has \$4,999.95 of funds remaining in the Funding Resources Receivership Estate to cover fees and expenses through closure of the case². This reserve fund was established pursuant to paragraph 11 of the Final Report and paragraph B on page 5 of Judge Kaplan's Findings and Recommendations³.

8. As referenced in paragraph 15 of the Final Report, the Receiver now requests that the Court schedule a hearing to consider entry of an Order which:

¹ Contemporaneous with the filing of this Motion, the Receiver has filed an Application to Pay Unclaimed Funds Into the Registry of the Court as to 4 checks totaling \$780.86 which have not been cashed.

² This amount also assumes the Receiver's Motion to Pay Unclaimed Funds Into the Registry of the Court will be granted.

³ The reserve requested and approved was \$5,000.00. The .05¢ deficiency held by the Receiver is attributable to rounding when the final distribution checks were mailed.

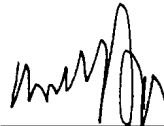
- Authorizes the Receiver to abandon and destroy all records relating to the Funding Resources Receivership Estate at such time as the Receiver, in his discretion, deems proper;
- Closes the Funding Resources Receivership Estate to any further proceedings, absent good cause shown;
- Discharges the Receiver from any further service or responsibility as to the Funding Resources Receivership Estate;
- Releases the Bond posted by the Receiver in these proceedings insofar as it relates to the Funding Resources Receivership Estate; and
- Approves and authorizes payment of the \$4,999.95 to Quilling, Selander, Cummiskey & Lownds, P.C. to cover receiver and attorney fees.

WHEREFORE, PREMISES CONSIDERED, the Receiver prays that upon final hearing and consideration of this Motion that the Court enter an Order consistent with the foregoing and for such other and further relief, general or special, at law or in equity, to which the Receiver may show himself justly entitled.

Respectfully submitted,

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

BY:



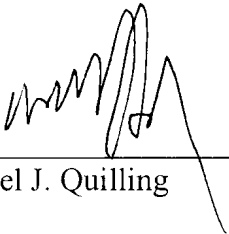
Michael J. Quilling
State Bar No. 16432300

ATTORNEYS FOR RECEIVER

CERTIFICATE OF SERVICE

I hereby certify that on the 16th day of July, 2003, a true and correct copy of the foregoing document was served via first class mail, postage pre-paid, on the persons set forth below.

Robert B. Brunig
Securities & Exchange Commission
801 Cherry Street, 19th Floor
Fort Worth, Texas 76102



Michael J. Quilling