

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

SECURITIES AND EXCHANGE COMMISSION, §

Plaintiff, §

v. §

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

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. §

**RECEIVER’S FINAL REPORT AND PROPOSED
DISTRIBUTION PLAN (SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE)**

TO THE HONORABLE JEFF KAPLAN, UNITED STATES MAGISTRATE JUDGE:

COMES NOW, Michael J. Quilling (“Receiver”) and files this his Final Report and Proposed Distribution Plan (Sardaukar Holdings Receivership Estate) and in support of such would show unto the Court as follows:

Background Facts

1. On July 1, 2005, the Securities and Exchange Commission (“SEC”) filed a Complaint in these proceedings and requested the appointment of a receiver. On July 5, 2005, the Court issued its Order Appointing Receiver pursuant to which Michael J. Quilling was appointed to serve as

Receiver in this case.

2. Since his appointment, the Receiver has reconstructed all relevant bank accounts, has identified all rightful claimants and has liquidated all assets of the receivership estate to cash. The estate is now ready to be closed.

Approved Investor Claims

3. On August 16, 2005, the Receiver filed his Unopposed Motion to Establish Claim Procedures and to Approve Claim Form [Docket No. 51]. On August 19, 2005, the Court issued an Order [Docket No. 53] approving an official claim form to be used in these proceedings and established procedures by which claims would be processed by the Receiver. A total of six (6) claims were submitted to the Receiver with respect to this estate totaling \$6,288,266.38 and were approved by previous Order of the Court [Docket No. 289] and 27 potential claims were disallowed [Docket No. 289].

Cash Receipts and Disbursements

4. Attached hereto as Exhibit "A" and incorporated herein by reference is a Summary of Cash Receipts and Disbursements into and out of the receivership estate through March 31, 2008. Attached hereto as Exhibit "B" and incorporated herein by reference is a Detail of Cash Receipts and Disbursements which is a detailed statement of the categories identified on Exhibit "A". As indicated on Exhibit "A" and as discussed below, there are fees outstanding to the Receiver's law firm and his accountants.

Pending and Unpaid Legal Fees

5. By virtue of six prior fee applications, all fees and expenses owed to the Receiver and his firm through July, 2007 have been approved and paid (with minor modifications). Since August 1, 2007 through March 31, 2008, the Receiver and his firm have incurred additional legal fees and expenses in the aggregate amount of \$22,860.19. A detail of those fees and expenses are set forth in the Receiver's Final Fee Application filed contemporaneously with this Report. As part of this Report, the Receiver requests that the Court consider and authorize payment of such legal fees and expenses.

Pending and Unpaid Accounting Fees

6. In connection with performing his duties, the Receiver hired the accounting firm of Litzler, Segner, Shaw & McKenney to perform forensic accounting services such as reconstruction of bank records. Those services are complete and no fees have been previously paid to the accountants. A detail of these fees and expenses totaling \$7,282.75 are set forth in the Receiver's Final Fee Application filed contemporaneously herewith. As part of this Report, the Receiver requests that the Court consider and authorize payment of the accounting fees.

Allocation of Attorney's Fees, Accounting Fees and Expenses to Close Receivership Estate

7. Even if the Receiver's Final Fee Application is approved (as is or with modifications), there will still be several matters which will require attention by the Receiver and his lawyers. In addition to those matters, the Receiver will have to prepare and mail distribution checks, reconcile bank accounts and respond to investor inquiries. The Receiver proposes that the Court allocate \$10,000.00 of fees to cover the cost of addressing those matters. In performing his duties, the

Receiver has taken possession of voluminous books and records which will need to be maintained for a prudent period of time. The cost to store the books and records is \$40.00 per month. The Receiver proposes that he store the records for a four-year period and that the Court allocate \$1,920.00 to pay the storage costs. Finally, the accountants for the Receiver have to file final tax returns for the receivership estate and have agreed to do so for a flat fee of \$7,500.00 which the Receiver requests authority to pay.

Possible Additional Recoveries of Funds

8. The Receiver has had ongoing discussions about the sale of the moondoggie stock which has not yet closed. If a purchase actually closes between now and the time this Report is approved then those funds will be added to the amount to be distributed. In addition, although there are outstanding bench warrants for Jimmy Heard and Dean Steeves, neither of them have been arrested. If they are, those events could lead to the recovery of additional funds. If so, those funds will be added to the amount to be distributed.

Liquidation of Art Objects

9. The Receiver continues to attempt to dispose of art objects via means other than ebay. If a bulk sale cannot be arranged the Receiver requests authority to abandon any remaining items and/or donate them to a school or charity not affiliated with the Receiver. Any funds recovered will be added to the amount to be distributed.

Proposed Final Distribution Amount

10. As reflected on Exhibits "A" and "B", through March 31, 2008 the Receiver has \$458,301.78 of cash on hand (\$3,094,738.31 total receipts less \$2,636,436.53 total disbursements) plus any additional interest which will continue to accrue through approval of this Report. If the request to pay legal fees, storage costs and accounting fees set forth in this Report and detailed in the Final Fee Applications are granted then the amount is reduced to \$422,223.03. The Receiver proposes that \$422,223.03 be distributed as a final distribution to all persons/entities which hold an allowed claim against the receivership estate. Accordingly, the percentage amount to be paid to each holder of an allowed claim as a result of this final distribution is calculated as follows:

$$\frac{\text{Cash Available to Distribute}}{\text{Total Allowed Claims}} = \text{Distribution Percentage}$$

$$\frac{\$422,223.03}{\$6,288,266.38} = 6.714\%$$

Attached hereto as Exhibit "C" and incorporated herein by reference is a schedule which sets forth the amount to be paid to each holder of an allowed claim against the receivership estate if the Court approves the foregoing final distribution analysis¹. As soon as the distribution percentage and amount is approved, the Receiver is ready to begin the issuance of final distribution checks immediately.

11. In connection with making the distributions, the Receiver proposes that each distribution check issued by the Receiver will state on its face that it is void unless cashed within

¹ These amounts will change very slightly by virtue of additional interest accruals, modifications to this Report and/or any additional funds which are received by the Receiver from sales of the moondoggie stock and/or art objects.

forty-five (45) days from the date issued. In light of the claims handling process, the Receiver believes that the proper address for each claimant is known and that no checks will be returned. Therefore, forty-five (45) days should be more than adequate to allow claimants to receive and cash their checks. The Receiver also requests authority to send a letter along with each check to the holders of allowed claims in the form attached hereto as Exhibit "D".

**Record Abandonment, Closure of Estate,
Discharge of Receiver and Release of Bond**

12. After all distribution checks are cashed, the Receiver will file a motion which:
- Authorizes the Receiver to abandon and destroy all records relating to the receivership estate at such time as the Receiver, in his discretion, deems proper;
 - Closes the receivership estate to any further proceedings, absent good cause shown;
 - Discharges the Receiver from any further service or responsibility as to the receivership estate; and
 - Releases the Bond posted by the Receiver in these proceedings.

Summary

13. Since his appointment, the Receiver has taken possession of and administered cash and other assets totaling \$3,094,738.31. The cost of administration totals \$772,515.28 or 24.9% in the aggregate.² Each claimant with an allowed claim will receive 36.929% of their claim by virtue of the Receiver's proposed final distribution and the previous interim distribution.

² Assuming all attorney's fees and accountant's fees requested herein are approved.

Exhibit “A”

CIVIL ACTION NO. 3:05-CV-1328-L
SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE

Summary of Cash Receipts and Disbursements
 (through March 31, 2008)

RECEIPTS:

Account Closures	\$2,112,530.99	
Asset Sales	\$443,601.49	
Settlements	\$385,085.81	
Miscellaneous	\$55.46	
Refunds	\$35,802.32	
Interest	<u>\$117,662.24</u>	
		\$3,094,738.31

DISBURSEMENTS:

Professional Fees		
Legal	\$553,151.32	
Accounting	\$81,213.78	
Investigative	\$19,503.56	
Computer Forensics	\$46,835.32	
Distribution to Investors	\$1,900,000.00	
Miscellaneous	\$35,650.17	
Bank Charges	<u>\$82.38</u>	
		(\$2,636,436.53)

CASH ON HAND

\$458,301.78

Less administrative expenses:

QSCL (requested)	\$9,376.00
QSCL (cost to close case)	\$10,000.00
Litzler, Segner (requested)	\$7,282.75
Storage Costs	\$1,920.00
Tax return cost	<u>\$7,500.00</u>

\$36,078.75

NET CASH AVAILABLE FOR DISTRIBUTION**\$422,223.03**

Exhibit “B”

CIVIL ACTION NO. 3:05-CV-1328-L
SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE

Detail of Cash Receipts and Disbursements
(through March 31, 2008)

Refunds		
	U.S. Treasury	758.58
	Beazer Homes	10,000.00
	Beazer Homes	15,000.00
	Beazer Homes	10,000.00
	Comerica Bank	4.00
	Comerica Bank	4.00
	Comerica Bank	16.00
	Comerica Bank	6.00
	Comerica Bank	9.00
	Comerica Bank	4.74
		<hr/>
		\$35,802.32
Interest		\$117,662.24
	Total Receipts	\$3,094,738.31

CIVIL ACTION NO. 3:05-CV-1328-L
SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE

Detail of Cash Receipts and Disbursements
 (through March 31, 2008)

DISBURSEMENTS:

Professional Fees

Legal

Gibson & Assoc.	5,995.00	
QSCl	73,241.65	
QSCl	34,212.53	
QSCl	15,904.67	
QSCl	40,548.94	
QSCl	21,870.74	
QSCl	24,547.36	
QSCl	30,875.12	
QSCl	14,823.90	
QSCl	44,671.52	
QSCl	7,299.13	
QSCl	2,705.94	
QSCl	1,353.75	
QSCl	519.12	
QSCl	72,805.00	
QSCl	167.69	
QSCl	1,711.85	
QSCl	1,226.02	
QSCl	89.39	
QSCl	258.77	
QSCl	996.34	
QSCl	264.36	
QSCl	112,439.00	
QSCl	889.21	
QSCl	314.11	
QSCl	676.06	
QSCl	24,411.00	
QSCl	480.47	
QSCl	123.99	
QSCl	1,402.55	
QSCl	36.74	
QSCl	16,235.00	
QSCl	54.40	
	<hr/>	
		553,151.32

Accounting

Litzler, Segner	61,618.54	
Litzler, Segner	10,375.24	
Litzler, Segner	6,060.00	
Litzler, Segner	3,160.00	
	<hr/>	
		\$81,213.78

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SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE

Detail of Cash Receipts and Disbursements
 (through March 31, 2008)

Investigative			
Fugitive Seekers		16,448.56	
Fugitive Seekers		<u>3,055.00</u>	
			\$19,503.56
Computer Forensics			
2Xi		14,410.78	
Image Net		27,785.07	
Digital Works		<u>4,639.47</u>	
			\$46,835.32
Distributions to Investors		<u>1,900,000.00</u>	\$1,900,000.00
Miscellaneous			
Bryan Tower		156.13	
Bryan Tower		220.00	
Bryan Tower		220.00	
Car Auto Carrier		600.00	
Bryan Tower		220.00	
Bryan Tower		220.00	
California DMV		90.00	
Car Auto Carrier		600.00	
Bryan Tower		1,540.00	
US Treasury		237.56	
US Treasury		521.02	
Megafund Estate		27,000.00	
Megafund Estate		<u>4,025.46</u>	
			\$35,650.17
Bank Charges			
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Comerica Bank		3.00	
Clark American		24.64	
Comerica Bank		1.74	
Comerica Bank		4.00	
Comerica Bank		4.00	

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SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE

Detail of Cash Receipts and Disbursements
(through March 31, 2008)

Comerica Bank	4.00	
Comerica Bank	4.00	
Comerica Bank	<u>16.00</u>	
		\$82.38
Total Disbursements		\$2,636,436.53

Exhibit “C”

Sardaukar Distribution

Investor	Claim	6.714% Distribution
Michael J. Quilling, Receiver	\$ 6,063,266.38	\$ 407,115.49
Lynn Atkinson d/b/a Rose of Avalon, LLC	\$ 100,000.00	\$ 6,714.46
Norman D. Spahr	\$ 50,000.00	\$ 3,357.23
Stephen T. Hood	\$ 50,000.00	\$ 3,357.23
Bruce Beeley d/b/a Performance Management Group	\$ 10,000.00	\$ 671.45
Dvora Adams	\$ 15,000.00	\$ 1,007.17
	\$ 6,288,266.38	\$ 422,223.03

Exhibit “D”

Michael J. Quilling
BOARD CERTIFIED
BUSINESS BANKRUPTCY LAW
AND CIVIL TRIAL LAW
TEXAS BOARD OF LEGAL SPECIALIZATION



Telephone: 214.871.2100
Facsimile: 214.871.2111

_____, 2008

Re: *Securities and Exchange Commission v. Megafund Corporation, Stanley A. Leitner, Sardaukar Holdings, IBC., Bradley C. Stark, CIG, Ltd., James A. Rumpf and Cilak International, Defendants and Pamela C. Stark, Relief Defendant;*
Civil Action No. 3:05-CV-1328-L (N.D. Tex.)

Enclosed herewith please find a check made payable to you from me in my capacity as the Receiver appointed in the above-referenced case. The enclosed check represents a FINAL distribution to you with respect to your claim against the receivership estate. You will not receive any more funds on account of your claim. The enclosed check is ALL that you will receive. As indicated on the face of the check, it will become void if not cashed within 45 days from the date of the check. Please cash it as soon as possible.

Sincerely,

****DRAFT****

Michael J. Quilling

MJQ/ja