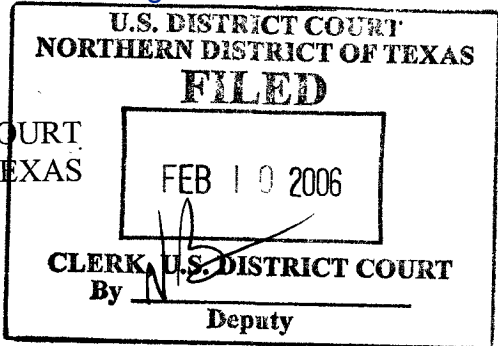


ORIGINAL

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 UNOPPOSED AMENDED FIRST INTERIM APPLICATION TO ALLOW
AND PAY (1) RECEIVER'S FEES AND EXPENSES AND
(2) ATTORNEYS' FEES AND EXPENSES AND BRIEF IN SUPPORT
(SARDAUKAR HOLDINGS RECEIVERSHIP ESTATE)**

TO THE HONORABLE SAM A. LINDSAY, UNITED STATES DISTRICT JUDGE:

Michael J. Quilling, Receiver, files this his Unopposed Amended First Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorneys' Fees and Expenses (Sardaukar Holdings Receivership Estate) and in support of such would respectfully show unto the Court as follows:

BACKGROUND

1. **On November 30, 2005 the Receiver filed his First Unopposed Fee Application [Docket No. 76]. On January 9, 2006 the Court issued a Memorandum Opinion and Order [Docket No. 80] denying the application without prejudice because no supporting affidavit regarding the reasonableness and necessity of the fees was presented. By virtue of this pleading, the original application is being re-filed. There are no changes to the application other than this paragraph. The Affidavits of Steven A. Harr and Stephen J. Korotash in support of this Application are being filed contemporaneously.**

2. 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 issued its Order Appointing Receiver pursuant to which Michael J. Quilling was appointed to serve 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 Receiver. One of the entities to which the Receivership Order applies is Sardaukar Holdings, IBC and its related entities, all of which are owned and controlled by Bradley C. Stark (collectively "Sardaukar Holdings").

3. Pursuant to the terms of the Orders Appointing Receiver, the Receiver was authorized to employ such attorneys as is necessary and proper in connection with the claims process. Subsequent to 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 which are the subject of this Application as well as performing his duties as the Receiver.

4. 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] pursuant to which two receivership estates were established with regard to these proceedings, Megafund Corporation/CIG, Ltd. Receivership Estate and Sardaukar Holdings Receivership Estate.

5. This Application seeks approval and payment of the fees and reimbursement of expenses for the Receiver and QSCL for the time period from July 1, 2005 through October 31, 2005 as to the Sardaukar Holdings 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 (\$133,415.10) and 100% of the expenses (\$34,518.15). The purpose of this Application is to request Court approval of all of the fees and expenses and to allow payment of the 10% fee holdback (\$14,823.90).

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

Month	Fees	Expenses
July 2005	\$67,110.00	\$12,842.65
August 2005	\$28,643.50	\$8,433.38
September 2005	\$12,630.00	\$4,537.67
October 2005	\$39,855.50	\$8,704.45
TOTAL:	\$148,239.00	\$34,518.15

8. Exhibit "A," 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 October 31, 2005: (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

8. In support of this request for allowance of compensation and reimbursement of expenses, the Receiver and QSCL respectfully direct 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 four month period covered by this Application during which a total of more than 719 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 which 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; 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 Hudson Jobe (\$185.00 per hour) licensed in Texas in 2003.

(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 Sardaukar Holdings Receivership Estate, the primary physical assets were located in Riverside, California, south of Los Angeles. The Receiver has seized all known physical assets located there including numerous vehicles, storage unit contents and miscellaneous furniture and artwork. The Receiver has also seized all known computer and hard copy books and records.

Sardaukar Holdings received at least \$16 million of investor funds, most of which was improperly diverted by Bradley Stark. The Receiver has received approximately \$2 million of funds and is in the process of suing numerous entities and individuals to recover additional funds.

(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.

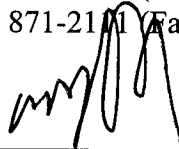
WHEREFORE, the Receiver respectfully requests that the Court allow the requested compensation for professional services and expenses rendered by the Receiver and QSCL and authorize the Receiver to pay the 10% fee holdback of \$14,823.90, as per itemization in Exhibit "A"

attached hereto and for such other and further relief, general or special, at law or in equity, to which the Receiver and QSCL may show themselves justly entitled.

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:

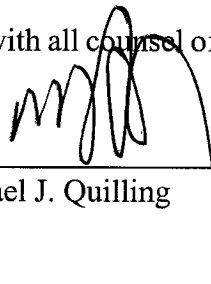


Michael J. Quilling
State Bar No. 16432300

ATTORNEYS FOR RECEIVER

CERTIFICATE OF CONFERENCE

Prior to filing this Application, I conferred with all counsel of record. None of them oppose the Application.



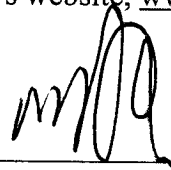
Michael J. Quilling

CERTIFICATE OF SERVICE

This is to certify that on the 10th day of February, 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
Jeffrey Henderson Henderson & Lyman 175 West Jackson Boulevard, Suite 240 Chicago, Illinois 60604	CIG, Ltd. c/o James Rumpf 1802 Pleasant Valley Drive, Suite 100-149 Garland, Texas 75040
James Rumpf, Individually and d/b/a CILAK International 1802 Pleasant Valley Drive, Suite 100-149 Garland, Texas 75040	Steve Smoot Smoot Law Firm, P.C. 4545 Mt. Vernon Houston, Texas 77006

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



Michael J. Quilling

Exhibit “A”



QUILLING • SELANDER • CUMMISKEY • LOWNDS

Federal ID #75-2459334

Michael J. Quilling, Receiver

Page: 1
 07/31/2005
 Client No: 911-0120M
 Invoice No: 31718

RE: Sardaukar Holdings, IBC
ITEMIZED SERVICES BILL

	Hours	
06/30/05 MJQ Prepare for trip to Riverside and gather necessary materials (1.0); Travel to Riverside including review of bank statements and related records (6.5).	7.50	2,625.00
07/01/05 MJQ Day-long efforts to locate and identify receivership assets including cars, houses and storage units; Continue review of bank records and locate related businesses for subpoenas; Coordinate with process server and numerous telephone conferences with the SEC and Dee Raibourn regarding status.	10.00	3,500.00
07/02/05 MJQ Return travel to Dallas including preparation of action item list and subpoenas.	6.00	2,100.00
07/05/05 LS Research, including several telephone conferences with recipients, addresses and contacts for multiple subpoenas; Draft subpoenas.	4.00	400.00
MJQ Review of Order Appointing Receiver and telephone conferences with SEC and Dee Raibourn regarding action plan; preparation of numerous subpoenas and review of bank records relating to same; Telephone conference with counsel for Man Financial and preparation of letter regarding funds; Numerous telephone conferences with SEC representatives regarding bank account records; Travel to Riverside, CA including continued review of documents and outline of action plan with Milo Segner.	14.00	4,900.00
07/06/05 LS Telephone conference with business owner regarding subpoena.	0.30	30.00
MJQ Open and inspect storage units; Attend all day meeting with Bradley Stark/Pamela Stark to discuss receivership assets and related matters; Obtain and store vehicles; Meeting with apartment manager; Numerous telephone conferences with SEC regarding status; Travel to Burbank to attempt to obtain Maserati; Review of documents from vehicles.	14.00	4,900.00

Bryan Tower 2001 Bryan St, Suite 1800 Dallas, TX 75201

ph 214.871 2100 fx 214 871 2111 www qsclpc.com

A P P R O F E S S I O N A L C O R P O R A T I O N

A T T O R N E Y S A N D C O U N S E L O R S

Michael J. Quilling, Receiver

Page: 2
07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

		Hours	
07/07/05 LS	Research, gather materials and prepare multiple 754 filings in several districts (3.5);	3.50	350.00
	MJQ Return travel to Dallas including review of records from vehicles (8.0); Telephone conference with counsel from IIG (.2); Telephone conference with Bradley Stark regarding Maserati (.2); Several discussions with SEC regarding status (.7); Telephone conference with Lamps Plus regarding stored items (.2); Several telephone conferences with Tonioli regarding service of subpoenas (.8);	10.10	3,535.00
07/08/05 LS	Gather materials and file additional 754's (.8); Review bank records to identify account numbers (.5).	1.30	130.00
	MJQ Review and respond to numerous emails from Mike Tonioli regarding assets and subpoena (.8); Review and respond to numerous emails from SEC regarding case issues (1.5); Review of additional bank documents and emails and letters to SEC regarding same (2.0); Several telephone conferences with Mike Tonioli regarding assets (.6); Telephone conference with AUSA Paul Yanowitch regarding case issues (.5).	5.40	1,890.00
07/09/05 MJQ	Create chart of bank accounts (.2); Review of various records to determine materials to forward to SEC (.7);	0.90	315.00
07/11/05 MJQ	Meeting with SEC in Fort Worth regarding status and action items (4.5); Review of various records produced pursuant to subpoenas (.5); Numerous telephone conferences with Mike Tonioli regarding assets and subpoenas (.5); Review of numerous memos from SEC (.5); Preparation of letters to various bank to close accounts (.5); Preparation of letter to Man Financial (.2); Review of bank spreadsheets from accountants (1.0); Telephone conference with Angelia Stewart regarding same (1.0); Several telephone conferences with Steve Korotash of SEC regarding case issues (.6); Conference call with SEC regarding Moondoggie investment and related matters (.5).	9.90	3,465.00
07/12/05 MJQ	Numerous telephone conferences with SEC regarding asset issues (.8); Meeting with accountants to review and revise spreadsheets (.8); Meeting with AUSA and case agents to review facts, accounts and action items (3.0); Review of bank account spreadsheets and preparation of additional subpoenas (2.0); Numerous telephone conferences with Mike Tonioli		

Michael J. Quilling, Receiver

07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

	Hours	
regarding assets (.8); Telephone conference with investor regarding status (.2).	7.60	2,660.00
07/13/05 MJQ Continue work on subpoena attachments (1.0); Review of several faxes and email from Mike Tonioli regarding assets and telephone conferences regarding same (.8); Review and respond to numerous emails from SEC (.6); Several telephone conferences with Steve Korotash of SEC (.7); Continue review of bank records to determine assets (.5).	3.60	1,260.00
LS Preparation and sorting of line item documentation requested for subpoenas.	1.50	150.00
07/14/05 MJQ Several telephone conferences with Mike Tonioli regarding subpoenas (.4); Preparation of additional subpoenas (.6); Emails with Paul Yanowitch regarding customs issues (.3).	1.30	455.00
LS Research, gather and issue subpoenas (.8);	0.80	80.00
07/15/05 MJQ Review of various pleadings and emails relating to case (.7); Meeting with litigation team regarding action items and inventory database (.8).	1.50	525.00
07/18/05 LS Begin organizing receipts from Stark vehicle.	0.30	30.00
07/19/05 LS Telephone conference with Sunset Pools regarding subpoena request (.2); Finish organizing receipts from Stark vehicle (1.0).	1.20	120.00
07/21/05 LS Prepare and file several Lis Pendens (1.5); Draft and send letter to realtor for Rumpf home (.5).	2.00	200.00
MDC Review lis pendens information and phone call to California counsel re assistance with same (.9).	0.90	180.00
MJQ Numerous telephone conferences with Mike Tonioli regarding receivership assets (1.0); Review of email relating to additional BMW (.2); Numerous telephone conferences with SEC regarding case issues and preparation for injunction hearing (2.0);	3.20	1,120.00
07/22/05 MDC Multiple phone calls to/from California attorney Mike McCabe re preparing/filing lis pendens in Orange County (.3); fax message to Mr. McCabe attaching copies of complaint and order appointing receiver (.3); e-mail to receiver re status of lis pendens matter (.2);	0.80	160.00

Michael J. Quilling, Receiver

Page: 4
07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

		Hours	
	SMT Meeting with Receiver regarding preparations for property inventory held at storage facility in Riverside, CA.(.8); Assist Nate Robinson with design, build and test of the Access inventory database model.(5.5)	6.30	693.00
07/23/05	MDC Review requirements for filing lis pendens in California (.7).	0.70	140.00
	MJQ Preparation of complaint against Tschebaum (1.5); Review of voluminous pleadings and case correspondence (1.0); Review and respond to email from SEC (.2).	2.70	945.00
07/24/05	CA Prepare Civil Cover Sheet for filing Complaint and prepare two Summons for Hans Tschebaum and Michael Tschebaum (1.0).	1.00	85.00
07/25/05	LS Meeting with Mike, Dee and Steve regarding trip (.3); Coordinate filing of Tschebaum complaint (.2); Gather materials for trip to California (1.0); Travel to Ontario, California (6.0).	7.50	750.00
	DDR Meeting with Paul Ritter regarding computer forensic work (.5); Review of documents and gather materials for meetings in California (4.5); Travel to Riverside, California for meetings and review of case notes (6.0).	11.00	2,475.00
	MJQ Telephone conference with counsel for Brad Stark regarding case issues (.3); Meeting with litigation team regarding California assignments (.8); Review and respond to numerous emails from SEC (.6); Review of materials from Beazer Homes and telephone conference with counsel regarding same (1.0); Execute termination agreements (.2); Review of numerous documents relating to case (.7).	3.60	1,260.00
	SMT Test and debug inventory database.(2.5) Telephone conference with Milo Segner regarding cash flow report. Update of presentation and email to Milo.(.7); Preparation for trip to California. Laptop setup, support documents, maps and supplies.(2.5); Travel to Riverside, California.(6.0)	11.70	1,287.00
07/26/05	DDR Review of documents and inventory of property in warehouses (3.0); Attention given to identifying and collecting receivership assets, including numerous interviews of case witnesses (6.0).	9.00	2,025.00
	MJQ Extended telephone conferences with counsel for Brad Stark regarding assets and seizures (.8); Several telephone		

Michael J. Quilling, Receiver

07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

	Hours	
conference with Milo Segner and Dee Raibourn regarding efforts in California (.7).	1.50	525.00
MJQ Travel to Ontario including review of moonoggie offering recommendation and preparation of list of discussion topics for meeting with Brad Stark (6.0); Meeting with litigation team to determine action items (.5); Assist with storage unit inventory (4.0).	10.50	3,675.00
SMT Review and photo inventory of items seized in storage facility.	8.50	935.00
LS Review, photograph, document and prepare for shipment items seized in storage unit.	8.50	850.00
07/27/05 MDC Phone calls from/to Mike McCabe re preparing and filing lis pendens in California (.3).	0.30	60.00
DDR Attention given to identifying and collecting receivership assets, including numerous interviews with case witnesses (6.0); Review of documents and inventory of property at warehouse (3.0).	9.00	2,025.00
SMT Photo inventory of seized items in storage shed.	9.00	990.00
LS Review, photo, document and prepare for shipment items seized in storage facility; Meeting with team regarding to-do list.	9.00	900.00
07/28/05 MDC Fax message to California local counsel re revised lis pendens request and transmitting property information (.5); phone calls to/from California counsel re same; phone call to receiver re update on same (.3).	0.80	160.00
DDR Meeting with Jeff Henderson, Receiver and Bradley Stark regarding various case issues and receivership assets (4.0); Roundtrip Travel to Irvine, CA and meeting with Moonoggie, Inc. representatives and offices (6.0)	10.00	2,250.00
MJQ Meeting with litigation team to plan day activities (.7); Meeting with counsel for Brad Stark (1.0); Go to Stark apartment for meeting with counsel and Stark to discuss case issues and obtain various assets (3.5); Deliver same to storage unit (2.0); Telephone conferences with counsel for model ship and arrange for delivery to Dallas (.5).	7.70	2,695.00
SMT Photo inventory of seized items in storage shed.(4.0); Seizure of items located at		

Michael J. Quilling, Receiver

07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

	Hours	
Brad Starks apartment.(3.0)	7.00	770.00
LS Review, photo, document and prepare for shipment items seized in storage facility.	7.00	700.00
07/29/05 DDR Return to Dallas, TX and prepare notes from activities in California (6.0); Telephone conference with Steve Korotash regarding various case issues (.3); Review and respond to general case correspondence and e-mails (.5).	6.80	1,530.00
MJQ Return travel to Dallas including work on Receiver's Preliminary Report.	6.00	2,100.00
SMT Return travel to Dallas.	6.00	660.00
LS Return travel to Dallas.	6.00	600.00
MDC Phone calls to/from Mike McCabe re lis pendens issues (.2); review form of lis pendens prepared by McCabe and California statutes re same (.3); e-mails to Mike Quilling and Dee Raibourn re status (.2).	0.70	140.00
07/30/05 MJQ Continue review and organization of numerous documents (1.5); Continue work on preliminary report (.8).	2.30	805.00
For Current Services Rendered	281.70	67,110.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Michael J. Quilling	129.30	\$350.00	\$45,255.00
Stephen M. Tomasky	48.50	110.00	5,335.00
D. Dee Raibourn	45.80	225.00	10,305.00
Michael D. Clark	4.20	200.00	840.00
Lisa Smith	52.90	100.00	5,290.00
Christy Armstrong	1.00	85.00	85.00

Telecopies	264.00
Long-Distance Telephone	6.32
Parking	6.25
Parking	7.00
Mileage and parking for trip to Ft. Worth.	37.10
Parking	7.00
Travel Expenses - Michael Quilling and Milo Segner to Ontario, Canada to inspect assests.	3,550.62
Travel Expenses - Michael Quilling and Milo Segner to Ontario, Canada to seize assets.	2,830.22
Travel Expenses for Steve Tomasky and Lisa Smith for trip to Riverside, CA.	2,421.07
Courier Deliveries	78.51
Express Mail Service	420.88
Certified Copies of Order Appointing Receiver	97.00
Paid to ImageNet for CD Creation/Duplication/Invoice #517492	151.55
Paid to Maxson Mahoney and Turner for Bond	

Michael J. Quilling, Receiver

Page: 7
07/31/2005

Client No: 911-0120M

Invoice No: 31718

RE: Sardaukar Holdings, IBC

Renewal/Invoice #44437	100.00
Paid to ImageNet for outside photocopy services/Invoice #517512	81.19
Paid to ImageNet for outside photocopy services/Invoice #517533	540.55
Paid to ImageNet for outside photocopy services/Invoice #517594	64.95
Paid to ImageNet for outside photocopy services/Invoice #517643	893.84
Paid to Wachovia Bank for research or summons expenses/Invoice #73953-77986	18.25
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
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Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for 754 Filing	39.00
Paid to U.S. District Court Clerk for Filing Fee for Complaint re; . MJQ v. Tschebaum	250.00
Photocopies	541.60
Postage	45.75
Total Expenses Thru 07/31/05	<u>12,842.65</u>
Total Current Work	79,952.65
Balance Due	<u><u>\$79,952.65</u></u>

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT



QUILLING • SELANDER • CUMMISKEY • LOWNDS

Federal ID #75-2459334

Michael J. Quilling, Receiver

Page: 1
08/31/2005Client No: 911-0120M
Invoice No: 32382

RE: Sardaukar Holdings, IBC

ITEMIZED SERVICES BILL

			Hours	
08/01/2005	MJQ	Preparation of Motion to Designate Receivership Estates (.6); Preparation of Motion to Approve Claim Form (.5); Initial review of various bank records provided under subpoena (.8); Meeting with Dee Raibourn regarding action items (.2); Meeting with Paul Ritter regarding information on computers (.2); Review and respond to letter from investor (.2).	2.50	875.00
08/04/2005	MJQ	Meeting with Paul Yanowich and FBI agents regarding case facts and evidence.	1.50	525.00
08/05/2005	MJQ	Meeting with landlord to arrange for storage unit.	0.40	140.00
	LS	Bates label additional JP Morgan documents provided under subpoena.	0.50	50.00
	DDR	Meeting with David Delo regarding moondoggie technologies and board position (1.5); Meeting with Receiver regarding same (.3);	1.80	405.00
08/07/2005	MJQ	Review of Motion to Approve Claim Form and exhibits and revise same.	0.40	140.00
08/08/2005	LS	Telephone conference with vendor regarding claim procedure (.2); Telephone conferences with investors regarding same (.4).	0.60	60.00
	MDC	Prepare and finalize proof of service of notice of pendency of action (1.0); confer with Dee Raibourn re same (.2); arrange for electronic filing of notice and proof of service with ND of Texas (.8); letter to CA recorder's office and fax message to CA counsel re same (.8).	2.80	560.00
08/10/2005	MJQ	Open and inspect model ships (.5); Telephone conference with Ralph Schaffer regarding case issues (.3); Telephone conference with Milo Segner regarding status of accounting (.2); Work on website (1.0); Telephone conference with Mike Tonioli regarding service issues (.2).	2.20	770.00
08/11/2005	LS	Telephone conference with potential claimant regarding status and procedures.	0.20	20.00
08/13/2005	MJQ	Voicemails with counsel for Beazer Homes (.2); Review and execute storage unit lease and attention to payment of invoice (.3).	0.50	175.00
08/15/2005	MJQ	Telephone conference with counsel for Brad Stark (.3); Continue work on preliminary report (2.5); Preparation of letter to counsel for Stark (.5);		

Bryan Tower 2001 Bryan St., Suite 1800 Dallas, TX 75201

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A P R O F E S S I O N A L C O R P O R A T I O N

A T T O R N E Y S A N D C O U N S E L O R S

Michael J. Quilling, Receiver

08/31/2005

Client No: 911-0120M

Invoice No: 32382

RE: Sardaukar Holdings, IBC

			Hours	
		Telephone conference with Mike Tonioli regarding case issues (.2); Telephone conference with Comerica Bank regarding movement of funds (.2); Preparation of subpoena to March Credit Union (.2).	3.40	1,190.00
	HMJ	Work on achieving service on Hans Tschebaum; Research and review case law and secondary material regarding substitute options for service of process under both federal and Texas rules (1.6); Follow up with process server regarding residence of defendant and attempts at service (.3).	1.90	351.50
08/16/2005	CA	Prepare Federal Subpoena to Sovereign Bank for records Stanley Szkanley and his law office (.50); research regarding Derek Smith and Halo Film Ventures (1.5); Review wire transfer documents to acquire contacts (3.0).	5.00	425.00
	MJQ	Continue working on preliminary report (.5); Meeting with paralegal regarding wire transfer advices (.2); Work on website (.8); Glean information from wire transfer advices and organize same (1.0); Preparation of demand letter to Welby Law Offices (.5); Preparation of email to investors (.3).	3.30	1,155.00
08/17/2005	MJQ	Telephone conference with counsel for Beazer Homes (.3); Telephone conference with counsel for Brad Stark (.2).	0.50	175.00
08/18/2005	MJQ	Continue work on Preliminary Report (1.5); Emails with Steve Korotash regarding case issues (.2).	1.70	595.00
08/19/2005	LS	Telephone conferences and send facsimiles to banks regarding closing accounts and forwarding funds to us.	0.50	50.00
	HMJ	Follow up with process server regarding attempts to serve Hans Tschebaum and affidavit in support of same (.3); Prepare Motion for Substitute Service on Hans Tschebaum (1.3); Prepare supporting documentation for same (.2); Prepare Order granting substitute service (.4).	2.20	407.00
08/23/2005	MJQ	Telephone conference with Steve Korotash regarding case issues (.2); Prepare for trip to Riverside (1.0); Travel to Riverside, California including review of bank account spreadsheets (6.0).	7.20	2,520.00
	DDR	Prepare for trip to California and gather documents (1.0); Travel to Riverside, California including review of notes and spreadsheets (6.0).	7.00	1,575.00
	SMT	Preparation and travel to Riverside, California. (7.0)	7.00	770.00
08/24/2005	MJQ	Telephone conference with counsel for Stark discussing withdrawal (.3); Meeting with Brad		

Michael J. Quilling, Receiver

08/31/2005

Client No: 911-0120M

Invoice No: 32382

RE: Sardaukar Holdings, IBC

		Hours	
	Stark to obtain remaining assets from apartment and obtain vehicles; Transfer assets to storage unit (8.0); Initial review of records obtained from apartment (1.0).	9.30	3,255.00
	DDR Meeting with Brad Stark to obtain remaining assets from apartment and vehicles, transfer assets to storage unit (8.0); Review of electronic data from computers obtained from Stark (1.5).	9.50	2,137.50
	SMT Assist Receiver with seizing assets and vehicles at Brad Stark residence. Transfer of seized items to storage facility.	8.00	880.00
08/25/2005	MJQ Assist with inventory of remaining items in storage unit (6.0); Assist with transfer of vehicles to storage (1.0).	7.00	2,450.00
	DDR Assist with inventory of remaining items in storage unit (6.0); Transfer of vehicles to storage and inventory same (1.0).	7.00	1,575.00
	SMT Inventory of remaining items located in storage facility.(6.0); Transfer of Stark vehicles to storage warehouse.	7.00	770.00
08/26/2005	MJQ Return travel to Dallas including review of bank account spreadsheets.	6.00	2,100.00
	DDR Return travel to Dallas, Texas including review of notes from trip (6.0); Telephone conference with Tom Herbelin regarding Moondoggies technologies and board position (.4); Review and respond to general case correspondence e-mail (.5).	6.90	1,552.50
	SMT Travel to Dallas from Riverside.	6.00	660.00
08/28/2005	DDR Attention given to determining value of numerous Receivership Assets.	0.40	90.00
	MJQ Attention to receipt of funds from closed bank account and input into Quicken (.4); Review of letter from Welby Law Offices (.2).	0.60	210.00
08/31/2005	LS Draft and send letter to FTC Claims Administration regarding outdated settlement check.	0.30	30.00
	For Current Services Rendered	<u>121.10</u>	<u>28,643.50</u>

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Michael J. Quilling	46.50	\$350.00	\$16,275.00
Stephen M. Tomasky	28.00	110.00	3,080.00
D. Dee Raibourn	32.60	225.00	7,335.00
Michael D. Clark	2.80	200.00	560.00
Lisa Smith	2.10	100.00	210.00
Christy Armstrong	5.00	85.00	425.00
Hudson Jobe	4.10	185.00	758.50

Michael J. Quilling, Receiver

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08/31/2005

Client No: 911-0120M

Invoice No: 32382

RE: Sardaukar Holdings, IBC

Telecopies	47.00
Travel Expenses for Michael Quilling and airfare for Dee Raibourn, Lisa Smith, Steve Tomasky and Milo Segner to Ontario for meetings and to seize assets on 7/27/05- 7/29/05.	4,511.16
Travel Expenses for Dee Raibourn to Riverside, CA to inventory receivership assets, obtain assets and for meetings on 8/23/05 - 08/26/05.	918.55
Travel Expenses for Steve Tomasky to California to seize and inventory assests and packing supplies.	1,046.19
Express Mail Service	59.12
Paid to Elite Copy Solutions for outside photocopy services/Invoice #11169	157.18
Paid to ImageNet for outside photocopy services/Invoice #517786	533.89
Paid to ImageNet for outside photocopy services/Invoice #517820	730.69
Paid to Riverside County Recorder's Office for fee to record Notice of Pendency of Action	13.00
Shipping costs for hand crafted ships.	322.60
Paid to Riverside County Recorder's Office for Filing Fee to Record Notice of Pendency of Action	20.00
Photocopies	74.00
Total Expenses Thru 08/31/2005	8,433.38
Total Current Work	37,076.88
Balance Due	<u>\$37,076.88</u>

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT



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Federal ID #75-2459334

Michael J. Quilling, Receiver

Page: 1
09/30/2005Client No: 911-0120M
Invoice No: 32959

RE: Sardaukar Holdings, IBC

ITEMIZED SERVICES BILL

Hours

09/07/2005	MJQ	Review and approve invoice from California counsel (.1); Review of answers filed by Tschebaums (.1); Reconcile bank account (.2); Telephone conference with Mike Tonioli regarding status of BMW (.2).	0.60	210.00
	DDR	Telephone conference with Mike Tonioli regarding various case assets (.3); Review of case documents (1.5).	1.80	405.00
09/09/2005	LS	Telephone conference with landlord of Stark's apartment regarding removal of furniture.	0.20	20.00
09/13/2005	LS	Attention to payment of August fees.	0.20	20.00
09/14/2005	MJQ	Reconcile bank account.	0.10	35.00
	MDC	Initial review of complaint and file materials on Receiver's lawsuit against Tschebaums (.5); legal research re fraudulent transfers (1.2).	1.70	382.50
09/15/2005	MJQ	Attention to various case issues.	0.30	105.00
09/16/2005	MJQ	Telephone conference with potential purchaser of vehicles (.2); Review of email from Mike Tonioli (.1); Office conference with Steve Tomasky regarding logistics of moving assets to Dallas (.2).	0.50	175.00
	DDR	Review of general case documents and attention given to locating potential case assets.	2.20	495.00
	MDC	Begin draft of proposed joint status report in Receiver's lawsuit against Tschebaum defendants (1.8); phone call to defendants' counsel re same (.1).	1.90	427.50
09/19/2005	MJQ	Telephone conference with Mike Tonioli regarding case issues.	0.20	70.00
	MDC	Phone call to defendants' counsel in Receiver's lawsuit against Tschebaum defendants to discuss scheduling order issues and continue drafting proposed scheduling order (1.2); review discovery deadlines and Rule 26(f) disclosure requirements (.4).	1.60	360.00
09/20/2005	LS	Work on compiling investors for database from wire transfer information.	0.70	70.00
	MJQ	Several telephone conferences with Mike Tonioli regarding case assets (.5); Office conference with paralegal regarding locating Sardaukar		

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A P R O F E S S I O N A L C O R P O R A T I O N

A T T O R N E Y S A N D C O U N S E L O R S

Michael J. Quilling, Receiver

Client No: 911-0120M
Invoice No: 32959

RE: Sardaukar Holdings, IBC

			Hours	
		claimants (.2).	0.70	245.00
	MDC	Phone call to defendants' counsel in Receiver's lawsuit against Tschebaum defendants to discuss scheduling order issues (.1).	0.10	22.50
09/22/2005	MJQ	Review of offer to purchase vehicles.	0.20	70.00
	MDC	Phone calls from/to defendants' counsel in Tschebaum case re Rule 26 matters and report and continue preparing proposed scheduling order (1.8).	1.80	405.00
09/23/2005	MJQ	Review of invoice from accountants and attention to payment of same and movement of funds (.4); Review and organize various case documents (.4); Telephone conference with investor regarding claim form (.2).	1.00	350.00
09/24/2005	MJQ	Review of additional documents to obtain addresses for claim forms.	1.00	350.00
	LS	Research claimant contact information, mail claim forms and input information into database.	3.00	300.00
09/26/2005	LS	Update website information.	3.50	350.00
	MJQ	Preparation of subpoena exhibits (.1); Preparation of letter to counsel for Beazer Homes (.2); Preparation of email to counsel for International Consultants (.2); Review and respond to email from Mike Tonioli (.2); Continue review of various bank account spreadsheets to determine action items (1.0).	1.70	595.00
	SMT	Preparation for travel to California. Purchase flights. (1.5).	1.50	165.00
09/27/2005	LS	Research truck rental company rates for storage items to be hauled to Dallas.	1.00	100.00
	MJQ	Preparation of drafts of lawsuits against John and Barbara Stark, Robert Franklin and Jeff Schousley (4.0); Several telephone conferences with Mike Tonioli regarding case issues (.5).	4.50	1,575.00
	DDR	Review of case documents in connection with filing lawsuits (1.0); Review of general case documents (2.0).	3.00	675.00
	MDC	Continue working on draft of proposed scheduling order/status report and review/analysis of proposed draft of same received from defendant's counsel (Tschebaum case).	1.80	405.00
	SMT	Preparation for travel to California. Telephone conferences with Mike Tonioli and Rich Blackaby regarding travel and assistance issues. Research and truck rental.(6.0).	6.00	660.00

Michael J. Quilling, receiver

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09/30/2005

Client No: 911-0120M
 Invoice No: 32959

RE: Sardaukar Holdings, IBC

			Hours	
09/28/2005	MJQ	Continue work on lawsuits against Starks, Franklin and Schousley.	3.00	1,050.00
	SMT	Preparation for trip to California. Telephone conference with Mike Tonioli regarding pickup and assistance with move. Hotel reservations for Arizona. (2.0).	2.00	220.00
09/29/2005	SMT	Travel to California. (6.0); Rent Penske truck and pack assets for drive back to Dallas. (3.0)	9.00	990.00
	TB	Travel to California. (6.0) Rent Penske truck and pack assets for drive back to Dallas. (3.0)	9.00	900.00
09/30/2005	MDC	Review revised proposed scheduling order/status report received from defendant's counsel and continue work on preparing same for submission to court (Tschebaum case).	1.90	427.50
		For Current Services Rendered	67.70	12,630.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Michael J. Quilling	13.80	\$350.00	\$4,830.00
Stephen M. Tomasky	18.50	110.00	2,035.00
D. Dee Raibourn	7.00	225.00	1,575.00
Michael D. Clark	10.80	225.00	2,430.00
Lisa Smith	8.60	100.00	860.00
Thomas Bruce	9.00	100.00	900.00

Travel Expenses for Michael Quilling in Riverside, CA while inventorying storage units.	195.00
Travel Expenses - Michael Quilling, Dee Raibourn & Steve Tomasky to Ontario to seize assets.	3,219.25
Courier Deliveries	5.00
Express Mail Service	93.07
Paid to Michael R. McCabe for legal services regarding recording Lis Pendens in California	594.50
Driver cost - Riverside to Dallas	400.00
Photocopies	19.20
Postage	11.65
Total Expenses Thru 09/30/2005	4,537.67
Total Current Work	17,167.67
Balance Due	\$17,167.67

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT



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Federal ID #75-2459334

Michael J. Quilling, Receiver

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10/31/2005

Client No: 911-0120M

Invoice No: 33802

RE: Sardaukar Holdings, IBC

ITEMIZED SERVICES BILL

			Hours	
10/03/2005	LS	Unload and store items from Riverside storage unit; Return rental truck.	2.00	200.00
	DDR	Attention given to moving and inventory of property from California (2.0); Meeting with Receiver regarding various case issues (.5).	2.50	562.50
	MJQ	Finalize Franklin lawsuit (.1); Review of various case correspondence (.3); Assist with unloading truck with assets from storage unit in Riverside (2.5); Telephone conference with auto carrier regarding logistics to obtain vehicles (.2); Attend meeting regarding logistics of sale of items on Ebay (.8); Obtain shelving units (1.0).	4.80	1,680.00
	SMT	Transfer of assets to storage.(2.0); Meeting with the Receiver regarding the sale of assets.(.5)	2.50	275.00
	TB	Unload truck to storage.	2.00	200.00
10/04/2005	MJQ	Telephone conference with Mike Tonioli regarding case issues (.2); Telephone conference with auto carrier regarding logistics as to vehicles (.3); Finalize Stark and Franklin complaints for filing (.2); Assist with assembly of office to house items for Ebay auctions (1.0).	1.70	595.00
	DDR	Attention given to sale of receivership assets (1.2); Office conference with Receiver regarding various case issues (.3).	1.50	337.50
	SMT	Get prices, pictures and list items for sale on eBay.	5.00	550.00
10/05/2005	MJQ	Preparation of draft of Motion to Allow eBay Sales and circulate same to counsel (.7); Finalize Franklin and Starks lawsuits for filing (.2); Assist with procedures to prepare items for eBay sales and to determine valuations and related items (3.0); Prepare for trip to California (.3); Obtain additional shelving units (1.0).	5.20	1,820.00
	DDR	Attention given to locating case assets and review of case documents in connection with same.	1.20	270.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	7.50	562.50
	SMT	Get prices, pictures and list items for sale on eBay.(8.0); Telephone conference with Mia Flannery regarding her claim.(.4)	8.40	924.00

Michael J. Quilling, receiver

10/31/2005

Client No: 911-0120M
 Invoice No: 33802

RE: Sardaukar Holdings, IBC

			Hours	
10/06/2005	MJQ	Travel to Ontario, California including review of bank account spreadsheets (6.0); Meeting with auto carrier to deliver and load cars (3.5).	9.50	3,325.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	3.00	225.00
	SMT	Get prices, pictures and list items for sale on eBay.	8.00	880.00
10/07/2005	MJQ	Return travel to Dallas including continued review of spreadsheets.	6.00	2,100.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	7.50	562.50
	MDC	Substantially revise and finalize proposed joint status report in Tschebaum case and e-mail to opposing counsel re same, and calendar follow ups.	2.90	652.50
	SMT	Get prices, pictures and list items for sale on eBay.	3.60	396.00
10/10/2005	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	7.50	562.50
	SMT	Get prices, pictures and list items for sale on eBay.	7.00	770.00
10/11/2005	LS	Research Florida process service; Gather materials for service of complaint on the Franklins.	0.40	40.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	3.00	225.00
	MDC	E-mails from/to local counsel for defendants re finalizing and filing joint status report in Tschebaum case (.3); finalize and arrange for filing of same (.7); calendar relevant dates and deadlines (.2); begin preparing Rule 26 initial disclosures in that case (1.9).	3.10	697.50
	SMT	Get prices, pictures and list items for sale on eBay.	4.40	484.00
10/12/2005	MJQ	Reconcile bank accounts (.2); Office conference with paralegals regarding status of eBay postings and sales (.3).	0.50	175.00
	MDC	Continue working on and compiling documents for Rule 26 initial disclosures in Tschebaum case (3.4); initial review of complaints filed against Franklin and Stark defendants, and confer with Dee Raibourn re same and backup documentation (1.0).	4.40	990.00
	SMT	Get prices, pictures and list items for sale on eBay.	6.00	660.00
10/13/2005	MJQ	Meeting with paralegals regarding eBay auction items (.5); Assist with assembly of shelving and		

Michael J. Quilling, Receiver

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10/31/2005

Client No: 911-0120M

Invoice No: 33802

RE: Sardaukar Holdings, IBC

			Hours	
		review of various records (1.0); Attention to payment of invoices (.2); Telephone conference with Steve Korotash regarding case issues (.3); Telephone conference with potential buyer of vehicles (.3).	2.30	805.00
	DDR	Review of documents from Stark computer.	3.00	675.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	1.00	75.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	5.50	605.00
10/14/2005	MJQ	Meeting with potential buyer of various personal property (.3); Review of status of bank account seizures (.2); Continue work on storage room for assets (.8); Review and approve Consent to Proceed Before a Magistrate in Tschebaum matter (.1); Meeting with imaging company to discuss remaining items to accomplish (.5).	1.90	665.00
	DDR	Review of documents from Stark computer.	1.20	270.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	5.00	550.00
10/17/2005	MJQ	Review of emails from Mike Tonioli (.2); Attention to payment of invoices and telephone conference with Comerica Bank regarding transfer of funds (.4); Office conference with Mike Clark regarding Tschebaum lawsuit (.2); Review of all vehicle files and determine selling prices (2.0); Meeting with potential purchaser (1.5).	4.30	1,505.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	2.00	150.00
	MDC	Complete and finalize Rule 26(a) disclosures, confer with Receiver and arrange for service of same.	1.50	337.50
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	7.40	814.00
10/18/2005	LS	Telephone conference with car carrier (.2); Telephone conference with Mike Tonioli regarding BMW and various updates (.2).	0.40	40.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	3.80	285.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	9.00	990.00
10/19/2005	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	3.00	225.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	8.00	880.00

Michael J. Quilling, Receiver

Page: 4
10/31/2005Client No: 911-0120M
Invoice No: 33802

RE: Sardaukar Holdings, IBC

			Hours	
10/20/2005	MDC	Phone call from defendants' counsel in Franklin case to discuss voluntary return of \$50,000 and settlement/dismissal of cause (.3); begin preparing Rule 26 initial disclosures in Franklin and Stark cases (1.5).	1.80	405.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	8.00	880.00
10/21/2005	MJQ	Attention to receipt of materials from Mike Tonioli (.4); Attention to payment of invoices (.2).	0.60	210.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	3.50	385.00
10/24/2005	MJQ	Review of order approving eBay sales (.1); Office conference with paralegals regarding status of sales (.5); Telephone conference with Comerica Bank regarding movement of funds (.2); Office conference with Dee Raibourn regarding various action items (.5).	1.30	455.00
	LS	Travel to Fort Worth to obtain vehicle shipped from California and return to Dallas.	3.50	350.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	6.00	450.00
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	4.00	440.00
10/25/2005	MJQ	Travel to Fort Worth to obtain possession of vehicles and deliver same to buyer.	3.50	1,225.00
	LDF	Travel to Ft. Worth to obtain possession of vehicles and deliver to buyer.	3.50	350.00
	RGQ	Research product cost and description for sale on eBay. Catalog and prepare items for shipping.	4.50	337.50
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	6.00	660.00
10/26/2005	MJQ	Telephone conference with Court regarding consent to proceed form (.1); Telephone conference with potential purchaser of vehicles (.2); Meeting with paralegals regarding eBay sales (.3).	0.60	210.00
	MDC	Receive and initial review/analysis of defendants' Rule 26 initial disclosures in Tschebaum case (.4); check PACER for status of Tschebaum scheduling order and phone call to court to inquire about timing for same (.4); e-mail to Receiver re status of this and other related matters (.4).	1.20	270.00
10/27/2005	MJQ	Finalize Schonsky complaint for filing (.2); Work on website updates (.4).	0.60	210.00

RE: Sardaukar Holdings, IBC

		Hours	
	SMT	Get prices, pictures and list items for sale on eBay. Prepare and ship sold items.	3.50 385.00
10/28/2005	LS	Locate and conference with New York process service; Preparation and filing of complaint against Jeffrey Schonsky and forward materials to New York.	0.70 70.00
	LS	Update website.	0.30 30.00
	SMT	Shipping of assets sold on eBay.	2.00 220.00
10/30/2005	MDC	Begin preparing summary judgment motion and supporting documents in Tschebaum, Franklin and Stark cases (3.5); review answer and related case deadlines in Stark and Franklin cases (.5).	4.00 900.00
	SMT	Prepare overseas packages for items sold on eBay.	1.00 110.00
10/31/2005	MJQ	Work on website updates (1.0); Continue review of spreadsheets and preparation of related subpoenas (1.0); Numerous emails and telephone conferences regarding potential sale of cars and retrieval of same (.8).	2.80 980.00
	MDC	Initial review of complaint filed by Receiver against Jeffrey Schonsky and begin preparing case file.	0.80 180.00
	SMT	Prepare and ship items sold on eBay.	5.00 550.00
		For Current Services Rendered	<u>249.10 39,855.50</u>

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Michael J. Quilling	45.60	\$350.00	\$15,960.00
Stephen M. Tomasky	112.80	110.00	12,408.00
D. Dee Raibourn	9.40	225.00	2,115.00
Michael D. Clark	19.70	225.00	4,432.50
Leslie D. Finn	3.50	100.00	350.00
Lisa Smith	7.30	100.00	730.00
Thomas Bruce	2.00	100.00	200.00
Ronald G. Quilling	48.80	75.00	3,660.00

Telecopies	34.00
Long-Distance Telephone	4.14
Travel Expenses - Steve Tomasky to CA to transfer assets back to Dallas.	4,025.46
Travel Expenses - Michael Quilling to Ontario, CA to obtain cars on 10/6/05.	793.34
Courier Deliveries	85.75
Express Mail Service	16.57
Shelving to house auction items.	276.08
Paid to Car Auto Center for transportation of seized automobiles from California	

RE: Sardaukar Holdings, IBC

to Texas	2,500.00
Paid to Front Range Legal Process Service for service of summons and complaint on Robert Franklin and Geraldine Franklin	140.00
Paid to Personal Process Service Inc. for service of summons and complaint on Jeffrey Schonsky	50.00
Paid to US District Court Clerk for Filing Fee for complaint against Jeff Schousley	250.00
Paid to US District Court Clerk for Filing Fee for complaint against John and Barbara Stark	250.00
Paid to US District Court Clerk for Filing Fee for complaint against Robert and Geraldine Franklin	250.00
Photocopies	26.80
Postage	2.31
Total Expenses Thru 10/31/2005	<u>8,704.45</u>
Total Current Work	48,559.95
Balance Due	<u>\$48,559.95</u>

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT