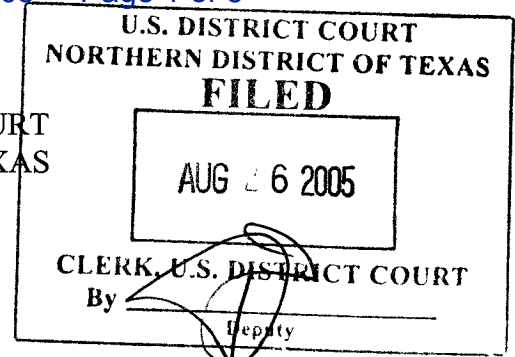


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w/o

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



SECURITIES AND EXCHANGE COMMISSION, §
Plaintiff, §

v. ORIGINAL §

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, §

and Defendants, §

PAMELA C. STARK, §

Relief Defendant. §

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

RECEIVER'S UNOPPOSED MOTION TO APPROVE COMPROMISE AND SETTLEMENT WITH PARKER PROPERTIES 600, LTD.

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

COMES NOW, Michael J. Quilling ("Receiver"), and files this his Unopposed Motion to Approve Compromise and Settlement with Parker Properties 600, Ltd. ("Parker"), and in support of such would respectfully show unto the Court as follows:

1. On July 1, 2005, the Securities and Exchange Commission ("SEC") initiated these proceedings and in connection therewith sought the appointment of a receiver as to the defendants and relief defendant. By order dated July 5, 2005, Michael J. Quilling was appointed as the receiver and has continued to serve in that capacity.

2. On June 20, 2005, prior to the appointment of the Receiver, Megafund Corporation ("Megafund") entered into a lease agreement with Parker to lease certain office space at 650 Parker Square, Flower Mound, Texas. Subsequent to his appointment, the Receiver took possession and

control of the office space and all of its contents. However, several days prior to the appointment of the Receiver, Megafund had vacated and abandoned the office space.

3. The terms of the lease required Megafund to pay \$16,160.79 per month, plus an additional amount for common area maintenance costs. Accordingly, Parker is owed \$24,241.19 in rent for the time period of July 5, 2005 (the day the Receiver was appointed) through the date of the filing of this Motion. The amount owed continues to accrue at \$538.69 per day.

4. The Receiver has removed all computers and related equipment for use in the administration of this case and for later sale. In addition, the few remaining documents have been removed and are being stored in the Receiver's offices. The remaining personal property left in the office space with more than a de minimis value is listed on Exhibit "A" attached hereto.

5. The Receiver and Parker have entered into an agreement, subject to approval of this Court, whereby the personal property listed on Exhibit "A" will be transferred to Parker in exchange for complete satisfaction of any claim for rent for the office space incurred during the Receivership. Any claims by Parker for unpaid rent prior to the Receivership or of any other nature, would be addressed during the claims procedure and subject to further approval by this Court.

6. Accordingly, the Receiver requests that the Court enter an Order authorizing him to convey all of the property listed on Exhibit "A", free and clear of all liens, claims, and encumbrances, to Parker in exchange for any and all rent owed for the time period of July 5, 2005 through the entry of this Court's Order.

7. The property listed on Exhibit "A" has an approximate value equal to the amount of the rent owed from July 5, 2005 to present. However, if the Receiver were to sell the property and abandon the office space, the net value of the property could be considerably less. The Receivership Estate would likely have to pay for moving and storing the property and it is uncertain whether a higher value would be received in a sale or auction. Because the agreement would allow a quick

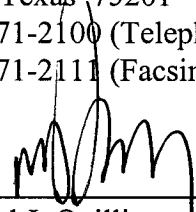
disposition of the property and resolve a pending claim against the Receivership Estate, the Receiver believes that the agreement is in the best interests of the Receivership Estate.

WHEREFORE, PREMISES CONSIDERED, the Receiver requests that the Court enter an order authorizing him to convey all of the property listed on Exhibit "A" to Parker, free and clear of all liens, claims and encumbrances and consummate a settlement agreement 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 (Facsimile)

By:



Michael J. Quilling
State Bar No. 16432300
D. Dee Raibourn, III
State Bar No. 24009495

ATTORNEYS FOR RECEIVER

CERTIFICATE OF CONFERENCE

I certify that I have consulted with all counsel of record regarding this motion and none of them oppose the motion.



Michael J. Quilling

CERTIFICATE OF SERVICE

This is certify that on the 25th day of August, 2005, a true and correct copy of the above and foregoing motion was sent 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



Michael J. Quilling

Exhibit “A”

EXHIBIT "A"

Phone System
(7) phones
(5) headsets
(2) wood horse statues
Pool table & accessories
(6) slot machines
Armoire
Horse pedestal table with glass top; 5 matching chairs
Civil war chess set
Bookcase with sliding doors
(2) credenza
(1) 2-drawer lateral file cabinet
(4) small 2-drawer file cabinet
(16) leather chairs with wood arms
(5) leather chairs
(9) desks
(1) leather lounge chair
(3) Leather Loveseat
Round wood table
Baseball Chess Set
Square glass conference table with wood base
Leather sofa
Black, red, gold table
Black swivel table
Blue globe
Round wood table
Buffet
Shredder
(91) pieces of artwork
4-drawer fire file cabinet
4-drawer file cabinet
3-drawer lateral file cabinet
(2) vacuums
Microwave
Coffee pot
Iced tea maker
Blender
Misc. coffee mugs & glasses
Cooler
Refrigerator
4-wheel cart
Dolly
Rectangular table
(8) brown leather office chairs
(19) black vinyl office chairs
Small round end table with horses glass top