

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-(BD)
	§	
MEGAFUND CORPORATION, STANLEY A.	§	
LEITNER, SARDAUKAR HOLDINGS, IBC.,	§	ECF
and BRADLEY C. STARK, CIG, LTD., and	§	Referred to the U.S. Magistrate Judge
JAMES A. RUMPF, Individually and d/b/a	§	
CILAK INTERNATIONAL,	§	
Defendants,	§	
and	§	
	§	
PAMELA C. STARK,	§	
Relief Defendant.	§	

**RECEIVER’S UNOPPOSED MOTION TO SELL
COMMON STOCK OF GZ GOURMET FOOD & BEVERAGE, INC.**

TO THE HONORABLE JEFF A. KAPLAN, UNITED STATES MAGISTRATE JUDGE:

COMES NOW, Michael J. Quilling (“Receiver”), and files this his Unopposed Motion to Sell Common Stock of GZ Gourmet Food & Beverage, Inc. and, in support of such, would respectfully show the Court as follows:

1. On July 1, 2005 the United States Securities and Exchange Commission (“SEC”) initiated these proceedings and, in connection therewith, sought the appointment of a receiver. On July 5, 2005 the Court issued an Order appointing Michael J. Quilling as Receiver for Sardaukar Holdings IBC, Bradley C. Stark, and the other Defendants and Relief Defendant named in the Complaint at that time. On July 18, 2005 the SEC filed an Amended Complaint adding other individuals and entities to the receivership. On July 19, 2005 the Court issued an amended Order appointing the Receiver for those Defendants as well. The Receiver continues to function in that capacity at this time.

2. The Receivership Estate currently holds 200,000 shares of common stock in GZ Gourmet Food & Beverage, Inc. (“GZ Gourmet”). Records of the Receivership Estate confirm that Bradley C. Stark used investor funds to purchase those shares in his name on or about February 15, 2005. He purchased them at \$.50 a share for a total of \$100,000.00.

4. GZ Gourmet is a commercial beverage company that is attempting to develop and market a glow-in-the-dark energy drink. Because this is a new product, GZ Gourmet faces numerous risks and uncertainties that effectively restrict the number of interested buyers. Among other things, these include: (1) the fact that GZ Gourmet has not yet realized significant revenue from its product; (2) the absence of a public trading market for its common stock; and (3) the need for additional capital to develop public interest as well as a capable production and distribution line. In addition, the Receiver holds shares that are “restricted” and his ability to sell, transfer, or otherwise dispose of them is severely limited by the Securities Act of 1933 and its amendments.

5. Given these risks and uncertainties, the current value of the stock is difficult to determine. However, the Receiver has identified an investor, Gary Engen (“Engen”), who will purchase the common stock at \$.15 a share for a total of \$30,000.00. While this is significantly less than the original purchase price, the Receiver believes that this price represents the fair market value of the stock at this time. The Receiver has explored other avenues for liquidating these shares but could not generate interest in other potential buyers.

6. Engen already owns common stock in GZ Gourmet and is interested in increasing his stake in the company. He has expressly represented that he is not a director, officer, or agent of GZ Gourmet and is merely speculating on this investment for his own private benefit.

7. Subject to this Court's approval, the Receiver intends to sell these shares in their present state, with all restrictions and limitations as noted on the share certificate and those imposed by applicable securities laws.

8. Given the uncertain position of GZ Gourmet and its late attempt to enter the energy drink market, it is entirely possible that these shares could become worthless in the near future. Accordingly, the Receiver believes that selling these shares for \$30,000.00 is in the Receivership Estate's best interest and yields the most favorable net recovery.

WHEREFORE, PREMISES CONSIDERED, the Receiver requests that the Court enter an order (1) authorizing him to sell the 200,000 shares of GZ Gourmet stock for \$30,000.00 to Gary Engen or an entity under his direction and control; (2) authorizing the Receiver to consummate a contract for sale consistent with the terms stated above; (3) directing GZ Gourmet's transfer agent to transfer the shares according to the contract for sale; (4) compelling cooperation and compliance by any federal or state agencies needed to complete the transfer; and (5) 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: /s/ Michael J. Quilling
Michael J. Quilling
State Bar No. 16432300
Email: mquilling@qsclpc.com
Brent J. Rodine
State Bar No. 24048770
Email: brodine@qsclpc.com

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.

/s/ Michael J. Quilling

CERTIFICATE OF SERVICE

This is to certify that on the 11th day of August, 2006, a true a correct copy of the above and foregoing has been served on the attorneys for the parties in this matter via electronic notice. In addition, a copy was sent by first-class U.S. Mail to the following parties at their registered address for service of process:

GZ Gourmet Food & Beverage, Inc.
468 North Camden Drive, Suite 300
Beverly Hills, California 90210

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

/s/ Michael J. Quilling