

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., §

and BRADLEY C. STARK, CIG, LTD., and §

JAMES A. RUMPF, Individually and d/b/a §

CILAK INTERNATIONAL, §

Defendants, §

and §

PAMELA C. STARK, §

Relief Defendant. §

ECF
Referred to the U.S. Magistrate Judge

**RECEIVER’S UNOPPOSED MOTION TO SELL COMMON STOCK
OF MOONDOGGIE TECHNOLOGIES, 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 Moondoggie Technologies, Inc. and in support of such, would respectfully show unto 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 Receiver as to the Defendants and the Equity Relief Defendant named in the Complaint at that time. 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. The Receiver continues to function in that capacity to this day.

2. One of the assets of the Receivership Estate is 2,000,000 shares of moondoggie technologies, Inc. (“moondoggie”). The shares are held in the name of Bradley Stark (“Stark”).

3. On or about March 29, 2005, Stark used defrauded investors funds to purchase 2,000,000 shares of moondoggie at \$1.00 per share, for a total amount of \$2,000,000.00. At that time, moondoggie was a startup technology company whose mission was to develop, manufacture, and sell personal computers to the Direct Sales Industry. Specifically, the company is developing an ultra-portable mobile computer with special features designed to meet the specific needs of the Direct Sales Industry.

4. moondoggie is a startup company with many business risks and uncertainties associated with a startup. Some of those risks include: (1) have yet to commence revenue providing operations; (2) it will require substantial amounts of additional capital (of which there are no assurances they will receive); and (3) that there is not a public trading market for the common stock. In addition, the common stock held by the Receiver is “restricted” and his ability to sell, transfer, or otherwise dispose of the shares is severally limited by the Securities Act of 1933 and its amendments. The biggest risk with moondoggie, however, is its rapidly declining cash position and its unsuccessful attempts to raise additional cash. A copy of moondoggie’s latest financial statements are attached hereto as Exhibit “A”. Management’s current projection is that the company will run out of cash sometime in mid-October, 2006.

5. Because of the inherent risks and uncertainties of moondoggie and the lack of a public market for its shares, the current value of the stock is difficult, at best, to determine. In

addition, if moondoggie is successful in raising additional capital from the sale of stock, the additional shares will further dilute the value of the shares held by the Receiver.

6. moondoggie has made an offer to re-purchase the common stock from the Receiver for \$200,000.00. Its management believes that the current litigation is impacting its ability to raise additional capital and desires to re-purchase the shares. In addition, because the company will re-purchase its own shares, the proposed transaction will meet one or more of the exemptions under the Securities Act of 1933.

7. Subsequent to his appointment, the Receiver has explored many different avenues to sell the stock. However, due to their restricted status and the risks associated with the company, he has been unable to find a purchaser.

8. While a sale of the stock at \$200,000.00 is a large discount from the original purchase price, the Receiver believes that a sale at that price likely represents the fair market value of the stock at this time. In addition, because of the declining financial condition of the company and its difficulties in raising new capital, it is entirely possible that the shares would become worthless in the near future. Accordingly, the Receiver believes that the sale of the stock for \$200,000.00 is in the best interest of the Receivership Estate.

WHEREFORE, PREMISES CONSIDERED, the Receiver requests that the Court enter an order (1) authorizing him to sell the 2,000,000 shares of moondoggie stock to moondoggie technologies, inc for \$200,000.00; (2) authorizing him to consummate a contract for sale consistent with the terms stated above; (3) directing the transfer agent of moondoggie to effectuate the transfer of the shares; (4) compelling cooperation and compliance by any federal or state agencies needed to complete the transfer; and (4) 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,

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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 3rd 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 and on the following via first class mail with full and proper postage prepaid thereon.

John Kohlhaus, CEO
moondoggie technologies, Inc.
2454 Ram Crossing Way
Henderson, Nevada 89074

/s/ Michael J. Quilling _____

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