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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, §

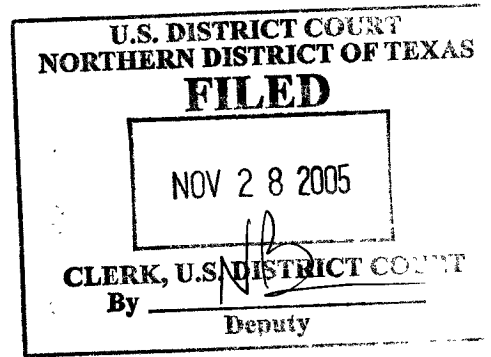
Defendants, §

and §

PAMELA C. STARK, §

Relief Defendant. §

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



**RECEIVER'S UNOPPOSED MOTION TO SELL VEHICLES
FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES**

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

COMES NOW, Michael J. Quilling ("Receiver"), and files this his Unopposed Motion to Sell Vehicles Free and Clear of All Liens, Claims and Encumbrances, 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 Defendants 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.

2. Assets of the receivership estate include a 2005 Jaguar (VIN #SAJWA03V451N15231), a 2005 BMW 745i (VIN #WBAGL63595DP76690), a 2005 BMW 745Li (VIN #WBAGN63515DS58518), a 2005 Audi S4 (VIN #WAUPL68E85A064763), a 2005 Volvo S40 (VIN #YV1MH682752070622) and a 2004 Cadillac XLR (VIN #1G6YV34A545600291) (collectively, the "Vehicles") each of which are titled in the name of Bradley Stark or one of his relatives. The Receiver has possession of the Vehicles.

3. Subsequent to his appointment, the Receiver has been actively marketing the Vehicles for sale. As a result of those marketing efforts, the Receiver has received an offer from Jeff Bayer to purchase the Vehicles for the aggregate value of \$201,000.00 (Jaguar - \$40,000.00; BMW 745i - \$54,000.00; BMW 745Li - \$54,000.00; Audi - \$34,000.00; Volvo - \$19,000.00; Cadillac XLR - \$46,000.00¹), subject to final approval by this Court. The Receiver has investigated the value of the Vehicles, several of which have minor damage and various items which need to be repaired. The market for high-end used cars is extremely soft and none of the local dealerships are willing to purchase the vehicles at the above-stated prices which are even with or above the wholesale prices. It is the belief of the Receiver that the purchase price represents the fair market value of the Vehicles, and a sale at the offer price is in the best interest of the receivership estate. The Vehicles are still relatively new and, accordingly, their fair market value will likely decline quickly. In addition, the Receiver has monthly expenses related to the vehicles. Accordingly, the Receiver requests that the Court authorize him to sell the Vehicles, free and clear of all liens, claims and encumbrances, to Jeff

¹ The Court previously issued an Order dated August 12, 2005 [Docket No. 49] authorizing the Receiver to sell the Cadillac for \$54,000.00 to Crest Cadillac. However, Crest Cadillac refused to consummate the sale because of title problems and the Receiver has been unable to find anyone to pay \$54,000.00. Instead, the best offer is \$46,000.00.

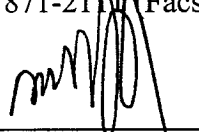
Bayer. To the Receiver's knowledge, there are no known liens or encumbrances against the Vehicles.

WHEREFORE, PREMISES CONSIDERED, the Receiver requests that the Court enter an order authorizing him to sell the Vehicles to Jeff Bayer and consummate a contract for sale 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) 871-2100 (Facsimile)

By:

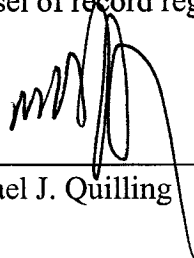


Michael J. Quilling
State Bar No. 16432300
D. Dee Raibourn, III
State Bar No. 24009495

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 to certify that on the 28th day of November, 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

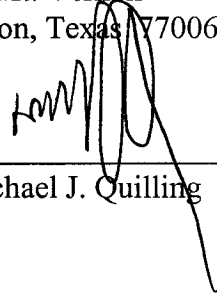
Jeffrey Henderson
Henderson & Lyman
175 West Jackson Boulevard, Suite 240
Chicago, Illinois 60604

James Rumpf, Individually and d/b/a
Cilak International
2838 Dove Meadow
Garland, TX 75043

Scott Baker
10830 North Central Expressway
Suite 475, B4
Dallas, Texas 75231

CIG, Ltd.
c/o James Rumpf
2838 Dove Meadow
Garland, TX 75043

Steve Smoot
Smoot Law Firm, P.C.
4545 Mt. Vernon
Houston, Texas 77006



Michael J. Quilling