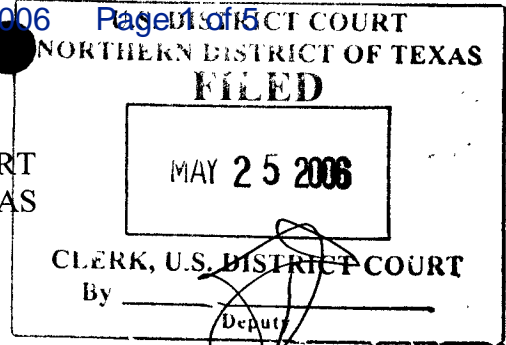


BD
W/O



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

MICHAEL J. QUILLING, RECEIVER FOR
SARDAUKAR HOLDINGS, IBC AND
BRADLEY C. STARK,

Plaintiff,

vs.

HANS TSCHEBAUM and MICHAEL
TSCHEBAUM,

Defendants.

§
§
§
§
§
§
§
§
§
§

Civil Action No. 3:05-CV-1465-H/L

**MOTION FOR PERMISSION TO WITHDRAW FROM
REPRESENTATION OF DEFENDANTS**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW Bruce W. Claycombe and the firm of Geary, Porter & Donovan, P.C. and files this their Motion to Withdraw from Representation of Defendants Hans Tschebaum and Michael Tschebaum and would show the Court the following:

1. Movants hereby ask for permission to withdraw from representing such Defendants in the above referenced and numbered cause for the reason that the communication between the Movants and the Defendants has been inadequate to permit the Movants to represent effectively the interests of the Defendants in the above referenced and numbered cause. In addition, a conflict of interest exists between the Defendants and Movants have been unable to secure a means of resolving the conflict of interest in a manner that would permit Movants to continue representing the Defendants in this matter.

**MOTION FOR PERMISSION TO WITHDRAW FROM
REPRESENTATION OF DEFENDANTS** - Page 1

2. The Receiver was advised on or about April 28, 2006, of the existence of the conflict of interest. The Receiver was advised that Movants would attempt to find a means to resolve the conflict of interest, and that Movants would also make efforts to cause a resolution of this action by compromise and settlement. To that end, the Movants arranged for the delivery to the Receiver of the Maserati automobile in question. The Movants also made a monetary settlement offer. The Receiver did not respond to the settlement offer. Instead, the Receiver filed, on the same date the monetary settlement offer was made, a Motion for Order to Show Cause in the SEC Action from which this Receiver action originates.

3. Defendants have been requested to grant their permission to this Motion but, to date, such permission has been denied. Therefore, this Motion is filed with this Court and served upon Defendants.

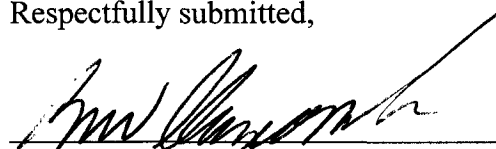
4. Movants have sought to confer with Michael J. Quilling, Plaintiff in the above referenced and numbered cause, Clark Will and Brent Rodine, attorneys for the Receiver. Movants have been unable to contact them to secure their agreement to this Motion.

5. Requiring Defendants to proceed further without assistance of counsel would work an undue prejudice and hardship upon the Defendants in that Defendants are in need of counsel to represent them in these proceedings. Therefore, Movants hereby request that the Court extend all deadlines for filing of answers, responses and other papers and the holding of all hearings in the above referenced and numbered cause for a period of thirty (30) days in order to permit the Defendants to obtain new counsel to represent them in these proceedings.

6. Although it is not necessary for Movants to so inform the Court, Movants would advise the Court that they have not undertaken to represent Palace Investment, Inc. in the above referenced proceeding, and will not do so. Movants also hereby inform the Court that they have not undertaken to provide a defense to the Defendants in the action styled Securities and Exchange Commission vs. Megafund Corporation, et al. which is Cause No. 3:05-CV-1328-L pending in the United States District Court for the Northern District, Dallas Division (the "SEC Action"). The SEC Action is also referred to Magistrate Judge Jeff Kaplan. Movants nonetheless, and in addition, request that all settings, hearings and other scheduled matters which are scheduled in the SEC Action, which involve any of the Defendants in this action be rescheduled so that the Defendants may obtain counsel to represent them in that action.

WHEREFORE, Movants pray that they be granted permission to withdraw from representing the Defendants in the above referenced and numbered cause and that this Court grant a continuance to all Defendants in the above referenced cause permitting them an additional thirty (30) days to answer, respond to or otherwise appear at hearings set by the Court in this action and in the SEC Action in order to permit Defendants a reasonable period of time to secure new counsel to represent them in these matters.

Respectfully submitted,



BRUCE W. CLAY COMBE

State Bar No. 04335500

MICAH R. HURT

State Bar No. 24032451

GEARY, PORTER & DONOVAN, P.C.

One Bent Tree Tower

16475 Dallas Parkway, Suite 500
Addison, Texas 75001-6837
972-931-9901
972-931-9208 (FAX)

ATTORNEYS FOR DEFENDANTS

CERTIFICATE OF CONFERENCE

I hereby certify that I have conferred with Michael Quilling in order to discuss whether Mr. Quilling will consent to the relief requested herein by Movants. Mr. Quilling has consented to the Motion to Withdraw but opposes the Motion for Continuance. This Motion is therefore submitted to the Court for its determination.

Certified this 25th day of May 2006.



BRUCE W. CLAYCOMBE

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of March 2006 the foregoing document was served upon the following counsel of record in accordance with Rule 5(b) of the FEDERAL RULES OF CIVIL PROCEDURE via e-mail and certified mail, return receipt requested:

Michael J. Quilling, Esq.
Quilling Selander Cummiskey & Lownds, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201-4240

I hereby certify that on this 25th day of March 2006 the foregoing document was served upon Hans Tschebaum and Michael Tschebaum via e-mail and certified mail, return receipt requested addressed as follows:

Mr. Hans Tschebaum
1424 N. Lincoln Street
Burbank, California 91506

Mr. Michael Tschebaum
1424 N. Lincoln Street
Burbank, California 91506



BRUCE W. CLAYCOMBE