

IN THE DISTRICT COURT OF POTTAWATOMIE COUNTY
STATE OF OKLAHOMA

FILED
IN DISTRICT COURT

FEB 19 2004

POTTAWATOMIE COUNTY, OK.
CECIL DUNLAP, COURT CLERK

BY _____ DEPUTY

OKLAHOMA DEPARTMENT OF }
SECURITIES, *ex rel.* IRVING L. }
FAUGHT, Administrator, }
Plaintiff, }

vs. }

Case No. C-03-1239

THE HICKMAN AGENCY, INC., an }
Oklahoma corporation; MERL WILLIAM }
HICKMAN, SR., an individual; SARAH }
L. HICKMAN, an individual; and MERL }
WILLIAM HICKMAN, JR., an individual, }
Defendants. }

APPLICATION OF THE WEST LAW FIRM
ATTORNEYS FOR DEFENDANTS FOR PAYMENT OF COMPENSATION

COME NOW Terry W. West and Bradley C. West, on behalf of The West Law Firm, (hereinafter "Applicants") and offers the following application for compensation and in support thereof would allege and state as follows:

On December 17, 2003, this Court entered its Order appointing a Receiver, among other things, to administer the business affairs of The Hickman Agency, Inc. In conjunction with the entering of this Order, the Defendants herein counseled with and obtained the services of Applicants for the purpose of assisting with efforts being undertaken by the Receiver for the assembly of all available assets for the eventual distribution to investors.

Since December 17, 2003, Applicants have worked in conjunction with both the Defendants herein and the Receiver to determine the location of these potential assets and their delivery to the Receiver. Applicants have devoted substantial time and effort to the execution of

these duties and seek compensation for this work as set out in Exhibit "A", attached hereto. All charges set forth in Exhibit "A" were reasonable and necessary.

Applicants are entitled to be compensated for the work they have done assisting with the accumulation of investor assets. The Applicants' work in this manner significantly benefited the interests of these investors. See *In Re: McMillian Rapp and Co.*, 36 F.Supp 663 (E.D. P.A. 1941). ("In order to be compensated, there must be some showing that some material benefit accrued to an estate...through the services of those not entrusted with its administration...") See *Culhane v. Anderson*, 17 F.2d 559 (8th Cir. 1927). ("In order for counsel for the Defendants to prevail on a motion for compensation, counsel must show that "some material benefit accrued to an estate in receivership through the services of those not entrusted to it with its administration.")

A litigant or lawyer who assists in recovering a common fund for the benefit of others is entitled to a reasonable attorney fee from the fund as a whole. See *Boeing Co. v. Van Germent*, 444 U.S. 472 (1980).

The awarding of attorney fees to defense counsel in a receivership is a decision that rests solely on the discretion of the trial court. See *Fidelity and Casualty Company of New York v. O'Shea*, 397 S.2d 1196 (Fla. App. 1981), citing *SCC v. Capitol Counselors, Inc.*, 512 F.2d 654 (2d Cir. 1975).

In departing from the general rule that no one other than a trustee or his attorney are awarded compensation in a receivership, the 2nd Circuit in *SEC v. Alan F. Hughes, Inc.* 481 F.2d 401 (2d Cir. 1973) pointed out that certain exceptions exist, specifically "when the fee applicant has conferred a tangible benefit on all of the creditors by acting in the trustee's stead".

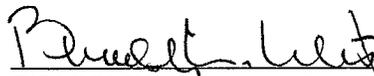
This Application covers allowance for compensation for a period from December 17, 2003 through February 18, 2004. During the period covered by this application, Applicants,

Terry W. West and Bradley C. West, have expended a total of 49.45 hours at an hourly rate of \$225.00 per hour for a total of \$11,126.25. Additionally, The West Law Firm has expended the services of a legal assistant for 2 hours at an hourly rate of \$60.00 for a total of \$120.00.

WHEREFORE, Applicants respectfully request that this Court enter an Order approving compensation to the Applicants in the amount of \$11,246.25 for the period of December 17, 2003 through February 18, 2004.

Respectfully submitted,

THE WEST LAW FIRM
ATTORNEYS FOR DEFENDANTS

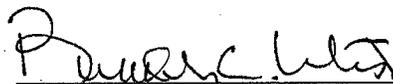

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Shawnee, Oklahoma 74802-0698
(405) 275-0040 – Phone
(405) 275-0052 – Fax

CERTIFICATE OF MAILING

This is to certify that on the 19 day of February, 2004, a true and correct copy of the above and foregoing was mailed, postage prepaid, to:

Stephen J. Moriarty
500 West Main, Suite 500
Oklahoma City, Oklahoma 73102

Patricia A. Labarthe, Esq.
Oklahoma Department of Securities
First National Center, Suite 860
120 North Robinson
Oklahoma City, Oklahoma 73102


Bradley C. West

THE WEST LAW FIRM
PO BOX 698 - SHAWNEE, OKLAHOMA 74802-0698

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STATEMENT OF BILLING

12.17.03	Meeting w/Bill Hickman & Bill Hickman, Jr.	1.
12.18.03	Phone Conference w/Bill Hickman; Research	2.35
12.19.03	Client Conference w/TWW & BCW	1.5 (X2)
12.19.03	Review Pleadings; Conference w/TWW & BCW	2.5 (X2)
12.21.03	Review Court File; Review Proposed Agreed Order	1.25
12.22.03	Meeting w/Dept. of Securities, Receiver, etc. w/TWW & BCW	1. (X2)
12.22.03	Phone Conferences w/Matt Griffith X3	.75
12.22.03	Phone Conferences w/Bill Hickman X3	.75
12.22.03	Phone Conference w/Washington Attorney (TWW)	.4
12.23.03	Conference between TWW & BCW; Re: Cash Assets	.75
12.23.03	Review w/Client Asset List Prepared by Bill Hickman; Phone Conversation w/Matt Griffith (BCW)	1.25
12.23.03	Multiple Phone Conversation w/Steve Moriarty, Matt Griffith & Bill Hickman	1.8
12.29.03	Phone Conversations w/Matt Griffith & Jimmie Nolan	.8
12.30.03	Meeting w/Bill Hickman; Phone Conversations w/Matt Griffith & Steve Moriarty; Meeting w/ODOI attorney	1.75
01.05.04	Phone Conversation w/Steve Moriarty	.25
01.06.04	Phone Conversations w/Bill Hickman (X2); w/Steve Moriarty (TWW & BCW)	.75 (X2)
01.07.04	Phone Conversations w/Steve Moriarty; Bill Hickman	.40

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01.08.04	Phone Conversation w/Steve Moriarty; Review List of Questions from Steve Moriarty	.75
01.12.04	Meeting w/Bill Hickman; Phone Conference w/Steve Moriarty (TWW & BCW)	1.25 (X2)
01.13.04	Phone Conversation w/Steve Moriarty; Meeting w/Bill Hickman Re: Other Assets	1.5
01.14.04	Letter to Steve Moriarty; Conference w/TWW to Review Letter	1.25
01.14.04	Review Motion For Sale from Steve Moriarty; Phone Conference w/Steve Moriarty	.5
01.14.04	Meeting w/Steve Moriarty; Phone Conference w/Bill Hickman (TWW & BCW)	1.4 (X2)
01.15.04	Phone Conference w/Pottawatomie County DA; Review Receiver Report; Phone Conference w/Bill Hickman	1.2
01.19.04	Research Attorney Retainer Issue; Phone Conference w/Bill Hickman	2.8
01.20.04	Research Attorney Retainer Issue	3.2
01.20.04	Phone Conference w/Steve Moriarty	.2
01.21.04	Phone Conference w/Steve Moriarty; Conference between TWW & BCW	1.1
01.22.04	Phone Conversation w/Bill Hickman	.3
01.23.04	Research Attorney Retainer Issue	1.5
01.26.04	Phone Conversation w/Steve Moriarty (TWW)	.25
01.26.04	Phone Conversation w/Matt Griffith (TWW)	.2
01.27.04	Review Material from Matt Griffith; Phone Conference w/Matt Griffith	.75

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02.18.04	Meeting w/Stephanie Mathews w/TWW & BCW; Re: Investor Assets	1.7 (X2)
02.18.04	Review, Assist Preparing Accounting (BCW)	1.25
02.18.04	Phone Conversation w/Stephanie Mathews (BCW)	.2

TOTAL TIME: 49.45 HOURS
HOURLY RATE \$225.00 PER HOUR = \$11,126.25

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12.22.03	Attend Asset Meeting at Hickman Home; (BDW)	2.
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TOTAL TIME: 2 HOURS
HOURLY RATE \$60.00 PER HOUR = \$120.00

TOTAL AMOUNT DUE: \$11,246.25

TOTAL AMOUNT DUE UPON RECEIPT
PLEASE REMIT TO ABOVE ADDRESS
THANK YOU!