

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT  
OKLAHOMA COUNTY, OKLA.

DEC 23 2008

PATRICIA PRESLEY, COURT CLERK  
by \_\_\_\_\_  
DEPUTY

Oklahoma Department of Securities )  
*ex rel.* Irving L. Faight, )  
Administrator, )  
 )  
Plaintiff, )

v. )

CJ-2003-7899

Sunset Financial Group, Inc., an Oklahoma )  
corporation; Vision Services, Inc., and Oklahoma )  
corporation; Amsterdam Fidelity Business Trust, )  
a Nevada Limited liability partnership; EASE )  
Corporation, an Oklahoma corporation; Gold Star )  
Properties, Inc., an unincorporated association; )  
Rebates International, Inc., a Nevada corporation; )  
Betty Solomon Brokerage, Inc., an Oklahoma )  
corporation; Emzie Huletty, an individual; )  
Grover H. Phillips, an individual; Nicholas Krug, )  
an individual; Charles E. Elliott, an individual; )  
Terry Mahon, an individual; Denver Large, an )  
Individual; Betty G. Solomon, an individual; and )  
Donald J. Wood, an individual, )  
 )  
Defendants. )

**APPLICATION FOR FINAL ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

L. Win Holbrook, the duly appointed receiver in the above styled and numbered proceeding (the "Receiver"), and Holbrook & Toffoli ("H&T"), counsel for Receiver (collectively, the "Applicants"), apply to the Court for final allowance of compensation and reimbursement of expenses and, in support of such application, would show the Court the following:

1. This application is for allowance of reasonable compensation for professional services rendered and for reimbursement of actual and necessary costs and expenses incurred by Applicants in the performance of Receiver duties and the representation of the Receiver and the

receivership estate and is submitted pursuant to the order establishing method of approval of final compensation and expense reimbursement entered herein by the Court on October 30, 2008..

2. By its previous Orders, the Court appointed Receiver and authorized the employment of H&T to represent said Receiver in this proceeding.

3. Applicants performed all professional services for which allowance of compensation is requested for and on behalf of the Receiver and the receivership estate.

4. There is no agreement of understanding between Applicants and any other person for the sharing of compensation to be received for services rendered by Applicants in this case.

5. This Application covers allowance of compensation for professional services performed from October 1, 2008, through the conclusion of the instant receivership.

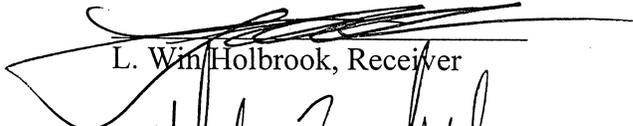
6. During the period covered by this Application, Applicants seek Court approval of \$5,675.75, in fees and \$11.76, in costs, all as are more fully set out in the complete accounting annexed as Exhibit "A" attached hereto and incorporated herein by reference, to be paid out of funds in the possession of the Receiver. Remaining legal services and costs to be performed on behalf of the Receiver to conclude all matters in the case are estimated to be \$600.00.

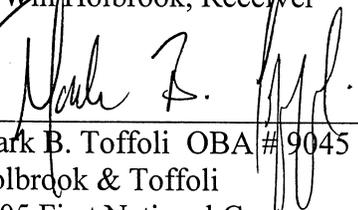
7. Receiver was required to employ an accountant to prepare federal and state income tax returns for the tax years 2007 and 2008. Attached hereto as Exhibit "B" are statements in the total amount of \$457.50, received in connection with such preparation.

**WHEREFORE**, Applicants request the Court approve total compensation of \$5,675.75, and expenses of \$11.76; approve payment of \$600.00 for estimated remaining legal services and costs; approve payment of \$457.50 for payment of accountant fees; authorize payment of the

same out of funds in the possession of the Receiver; and award Applicants such other and further relief as is just, equitable and appropriate.

Respectfully submitted,

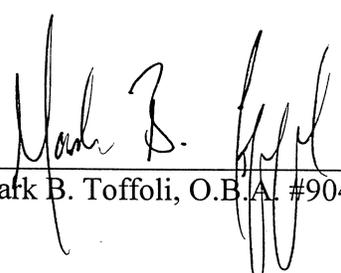
  
L. Win Holbrook, Receiver

  
Mark B. Toffoli OBA # 9045  
Holbrook & Toffoli  
2205 First National Center  
120 North Robinson  
Oklahoma City, Oklahoma 73102  
(405) 232-3664  
Attorneys for Receiver

#### CERTIFICATE OF MAILING

I hereby certify that on the 23<sup>rd</sup> day of December, 2008 a true and correct copy of the above and foregoing instrument was mailed by first class U. S. mail, postage prepaid, to the following:

Ms. Patricia A. Labarthe  
Oklahoma Department of Securities  
120 N. Robinson, Suite 860  
Oklahoma City, OK 73102

  
Mark B. Toffoli, O.B.A. #9045

**HOLBROOK & TOFFOLI**  
 2205 FIRST NATIONAL CENTER  
 120 NORTH ROBINSON  
 OKLAHOMA CITY, OKLAHOMA 73102

Ph:405/232-3664

Fax:405/236-1286

December 23, 2008

Sunset Financial Group, Inc.  
 c/o Oklahoma Department of Securities  
 120 N. Robinson, Suite 860  
 Oklahoma City, OK 73102

Attention: Patricia A. Labarthe

File #: SunsetFinanc  
 Inv #: 1740

RE: Sunset Financial Group, Inc., et al.  
 Case No. CJ-2003-7899  
 Oklahoma County

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Oct-02-08	Review time records; draft, review & revise Application for fees and expenses of Receiver and Receiver attorneys and notice of same.	3.20	640.00	MBT
Oct-03-08	Attendance at court to file fee application and obtain hearing date for same.	0.60	120.00	MBT
Oct-13-08	Receive email from Mr. Bastyr and prepare reply [:06].	0.10	19.50	LWH
Oct-14-08	Receive email from investor and reply [:06]; telephone conference with Ms. Labarthe re records [:06]; telephone conference with Mr. Baksh re his claim and review sheet to see if on it [:12].	0.40	78.00	LWH
Oct-15-08	Lengthy telephone conference with coupon holder and fact she would not be receiving a distribution, etc. [:30]; telephone conference with another coupon holder re motion to approve distribution [:12]; receive information from US Attorney office re addresses, prepare reply, and search records to see if we have any of the addresses [:36].	1.30	253.50	LWH
	Answered questions for 10 rebate holders on telephone calls concerning distribution of funds[1.00] ; researched Ease list for addresses	3.45	224.25	JB

EXHIBIT A  
 P818-5

that US Attorney Office did not have [2.30];  
prepared document with missing addresses to  
be submitted to US Attorney.[.3]

Oct-16-08	Lengthy telephone call from rebate holder in Puerto Rico [communication problem]; located rebate claims in file to determine if they were included in distribution - one of the claims not listed-further research needed. [:45]	0.80	52.00	JB
Oct-17-08	Receive telephone call from lady in Puerto Rico re coupon and discuss [:12].	0.20	39.00	LWH
Oct-21-08	Answered questions from various rebate holders; researched as to why three were not listed on distribution list [average time was 10 min per call (1.)]	1.00	65.00	JB
Oct-24-08	Telephone call from claimant re receiver distribution/report.	0.10	20.00	MBT
Oct-29-08	Conference with legal assistant re exhibit to joint motion for approval of designation and distribution [.2]; prepare order granting application for compensation and expense reimbursement [.1].	0.30	60.00	MBT
Oct-31-08	Telephone call from claimant re receiver report/distribution motion.	0.10	20.00	MBT
Nov-03-08	Researched on the internet for a rebate holder with a Puerto Rico address that mail was returned for. [:15]	0.30	19.50	JB
Nov-10-08	Telephone conference with Dennis Maley re accounting issues for wrapping up receivership estate and generally work on distribution scheme and review claims [:54];	0.90	175.50	LWH
Nov-12-08	Telephone conference with Worldwide Dream Vacation coupon holder [:06].	0.10	19.50	LWH
Dec-04-08	Telephone call with LWH re tomorrow hearing [.2].	0.20	40.00	MBT
	Reviewed rebate certificates; revised exhibit of claims to be paid [4:00]	4.00	260.00	JB
Dec-05-08	Telephone call from P. Labarthe re a.m. hearing [.1]; attendance at court for hearing on	1.10	220.00	MBT

EXHIBIT A  
P# 2/15

	Receiver Report and Joint Motion to Approve Claim Designations and Distribution [.7]; conference with LWH re revisions to order granting distribution motion and revise order per comments to csame [.3].			
	Revised the final exhibit to march with information provided by P. Larbarhe. [3:00]	3.00	195.00	JB
Dec-09-08	Receive and review email from claimant and respond [:06]; to bank to arrange for transfer of funds to new account [:12]; telephone conference with Jose Francisco Flores Tores re his coupon and fact he was identified as an insider [:12]; review claims forms and telephone conference with representative of Department of Securities re Mr. Tores being identified as an insider [:30];	1.00	195.00	LWH
Dec-10-08	Receive information from Oklahoma Department of Securities re Mr. Flores Torres, review documents, review his claims submitted and telephone conference with Mr. Flores Torres re his claim and need for additional information and fact the records we have show him as an insider - he to send proof of his payment of the investment [1:12].	1.20	234.00	LWH
Dec-12-08	Entered claims to be paid at time of distribuion [2:00]	2.00	130.00	JB
Dec-15-08	Telephone conference with Rebate Coupon holder that we show as an insider and she disputes and states she had never received any mailings except the yellow postcard and review records [:18].	0.30	58.50	LWH
	Entered claims to be paid at time of distribuion [4:00]	4.00	260.00	JB
Dec-16-08	Telephone conference with Cynthia Rosado re her Rebate Coupon and fact we propose not to allow her claim [:12]; review information in our files and review to determine who are insiders as to Ms. Rosado and review docket sheet and pleadings filed in state court case re various issues [:42].	0.90	175.50	LWH
	Spoke with Mr Torres concerning his claim [:15]	0.30	19.50	JB

EXHIBIT A  
 18-305

	Entered claims to be paid at time of distribuiton [3:00]	3.00	195.00	JB
Dec-17-08	Entered remaining claims to be paid at time of distribuiton; reviewed claim entries to actual claims to verify accuracy. [3:00]	3.00	195.00	JB
Dec-18-08	Review claims lists and prepare for meeting with representative of department of securities [1:18]; meeting with representative to review claim lists [:54]; further work on claims list to make certain all agree [:48]; telephone conference with Ms. Rosado about her claim and telephone conference with Jose Flores Torres re his claim, receive fax from Mr. Torres and another conversation with him re his claim [:30].	3.50	682.50	LWH
	Preparing final list for order and claims (3:00)	3.00	195.00	BM
Dec-19-08	Conference with paralegal re postcard certificate of mailing; draft certificate of mailing; attendance at court to file same.	0.50	100.00	MBT
Dec-22-08	Review mailing matrix to make sure all claimants were notified of the Notice mailed on October 9, 2008 and reviewed claimant list for possible errors. [2.00]	2.00	130.00	BM
	Finalizing claims register and list of claimants to be submitted with Order to pay claims. [5:00]	5.00	325.00	JB
Dec-23-08	Telephone call with P. Labarthe re additional notice to claimants [.1]; conference with LWH re final fee application [.1]; conferences with legal assistant re same [.2]; prepare final fee application [.4]; attendance at court to file same [.5].	1.30	260.00	MBT
<b>Total Fees</b>		<b>52.15</b>	<b>\$5,675.75</b>	

**Expenses**

**Receipts**

Oct-15-08 Postage: Mailing pleadings filed by Oklahoma Department of Securities to rebate holder T. Butler

0.76

EXHIBIT *A*  
*08/11/08*

	Copies: Pleadings filed by Oklahoma Department of Securities for rebate holder T Butler [16 pgs x .15]	0.80	
Dec-19-08	Copies for filing Certificate of Mailing Postcard (68 x \$.15)	10.20	
	<b>Total Expenses</b>	<b>\$11.76</b>	<b>\$0.00</b>
	<b>Total Fees &amp; Expenses</b>		<b>\$5,687.51</b>
	Previous Balance		\$20,486.67
	Previous Payments		\$20,486.67
	<b>Balance Due Now</b>		<b>\$5,687.51</b>

EXHIBIT A  
08585

# Dennis Maley CPA, LLC

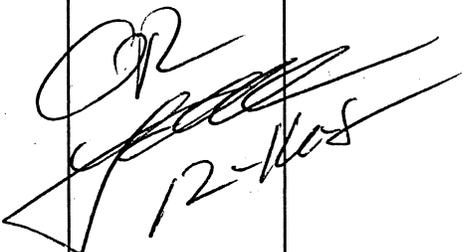
428 N. W. 18  
 P. O. Box 60676  
 Oklahoma City, OK 73146

## Invoice

Rebates International, Inc.  
 L. Win Holbrook, Receiver  
 120 N. Robinson, Suite 2205  
 Oklahoma City, OK 73102

Date	Invoice #
12/10/2008	3559

Rebates Intl

Date	Current Time and Charges	Hours	Rate	Amount
12/10/2008	(Dennis Maley) Preparation of federal and state income tax returns for 2008 (final)	2.16667	150.00	325.00
				

Statements are due and payable when presented. A service charge of 1.75% per month (21% annual percentage rate) will be added to all balances not paid within thirty (30) days.

**Total** \$325.00

Phone #	Fax #	E-mail
405-524-6491	405-602-0247	denmaley@cox.net

EXHIBIT B  
 08/10/2