

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

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

Plaintiff,

v.

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.

OCT - 3 2008

PATRICIA PRESLEY, COURT CLERK

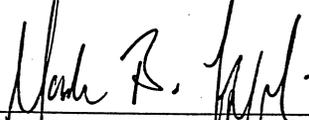
by _____
DEPUTY

CJ-2003-7899

**NOTICE OF HEARING ON APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF RECEIVER AND
COUNSEL FOR RECEIVER, AND FOR ESTABLISHMENT OF METHOD OF
APPROVAL OF FINAL COMPENSATION AND EXPENSE REIMBURSEMENT**

Notice is hereby given that a hearing to consider the Application filed by the Receiver, L. Win Holbrook, and counsel for the Receiver, for allowance of compensation and reimbursement of expenses, and for establishment of method of approval of final compensation and expenses, has been set for October 30, 2008 at 9:30 A.M., before the Honorable Carolyn R. Ricks, District Court Judge, in the 7th Floor Courtroom, 321 Park Avenue, Oklahoma City, Oklahoma.

HOLBROOK & TOFFOLI



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

CERTIFICATE OF MAILING

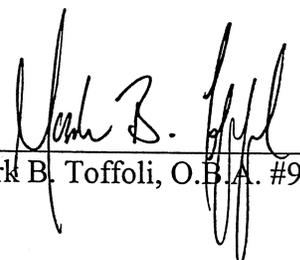
I hereby certify that on the 3rd day of October, 2008 a true and correct copy of the above and foregoing instrument was mailed by first class mail, postage prepaid, to the following:

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

Miller Dollarhide
100 Park Avenue, Second Floor
Oklahoma City, Oklahoma 73102

M. Michael Arnett, Esquire
L. Justin Lowe, Esquire
3133 N.W. 63rd Street
Oklahoma City, Oklahoma 73116

P. David Newsome, Jr., Esquire
Conner & Winters, PC
3700 First Place Tower
15 East Fifth Street
Tulsa, OK 74103



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

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an individual; Charles E. Elliott, an individual;)
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Individual; Betty G. Solomon, an individual; and)
Donald J. Wood, an individual,)
)
Defendants.)

**APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF RECEIVER AND
COUNSEL FOR RECEIVER, AND FOR ESTABLISHMENT OF METHOD OF
APPROVAL OF FINAL COMPENSATION AND EXPENSE REIMBURSEMENT**

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 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

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Applicants in the performance of Receiver duties and the representation of the Receiver and the receivership estate.

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 April 18, 2007, through September 30, 2008.

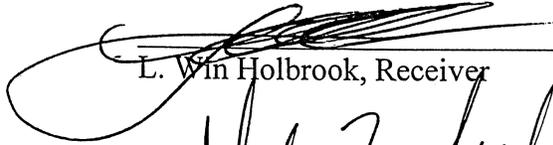
6. During the period covered by this Application, Applicants seek Court approval of \$19,647.50, in fees and \$839.17, in costs, all as are more fully set out in the complete accounting annexed as Exhibit "A" attached hereto and incorporated herein by reference, to be paid out of funds in the possession of the Receiver. At present the Receiver has in excess of \$285,000.00 on deposit.

7. Applicants would advise the Court that remaining legal services and costs to be performed on behalf of the Receiver to conclude all matters in the case are estimated to be less than \$8,000.00. Applicants hereby request that any final fee application seeking reimbursement for compensation and expenses be submitted only to counsel for the Oklahoma Department of Securities and, upon obtaining counsel's approval, an order be submitted to this Court approving final fees and expenses.

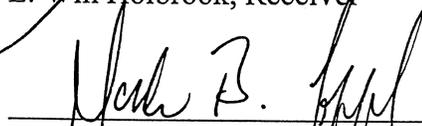
WHEREFORE, Applicants request the Court approve total compensation of \$19,647.50, and expenses of \$839.17; authorize payment of the same out of funds in the possession of the

Receiver; allow any final fee application seeking reimbursement for compensation and expenses to be submitted only to counsel for the Oklahoma Department of Securities and, upon obtaining counsel's approval, an order be submitted to this Court approving final compensation and expenses; 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 30th day of October, 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:

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