

IN THE DISTRICT COURT OF OKLAHOMA ~~FILED IN THE DISTRICT COURT~~
 STATE OF OKLAHOMA OKLAHOMA COUNTY, OKLA.

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

DEC - 8 2004

PATRICIA PRESLEY, COURT CLERK
 by _____
 Deputy

v.)

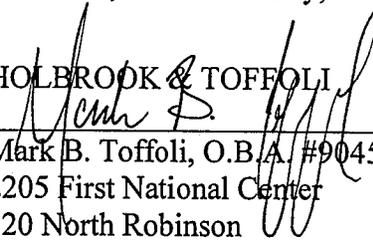
CJ-2003-7899

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.)

**NOTICE OF HEARING ON APPLICATION FOR ALLOWANCE OF
 COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Notice is hereby given that a hearing to consider the Application filed by counsel for the Receiver, L. Win Holbrook, for allowance of compensation and reimbursement of expenses, has been set for December 30, 2004 at 9:00 AM, 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 8th day of December, 2004 a true and correct copy of the above and foregoing instrument was mailed by first class mail, postage prepaid, to the following:

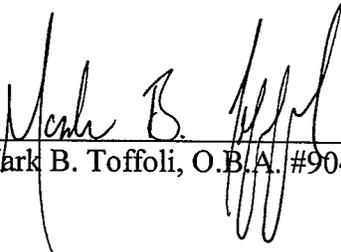
Ms. Patricia A. Labarthe
Oklahoma Department of Securities
120 N. Robinson, Suite 860
Oklahoma City, OK 73102

Emzie Huletty
3540 NW 56, #317
Oklahoma City, OK 73112

Emzie Huletty
6900 Roswell Road, #G6
Atlanta, GA 30328

Donald J. Wood
4128 NW 61st Terrace
Oklahoma City, OK 73112

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



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 Defendants.)

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

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

1. Applicant has been retained as counsel for Receiver. This application is for allowance of reasonable compensation for professional services rendered and for reimbursement of actual and necessary costs and expenses incurred by Applicant in the representation of the Receiver.

2. By its previous Order, the Court authorized the employment of Applicant to represent said Receiver in this proceeding.

3. This is an Application for Allowance of Compensation and Reimbursement of Expenses for professional services rendered and for reimbursement of out-of-pocket expenses necessarily incurred by Applicant in the representation of the Receiver.

4. Applicant performed all professional services for which allowance of compensation is requested for and on behalf of the Receiver.

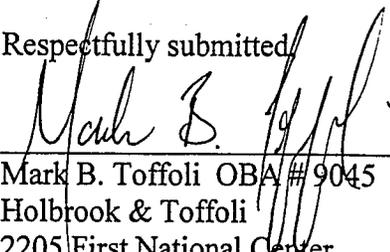
5. There is no agreement of understanding between Applicant and any other person for the sharing of compensation to be received for services rendered by Applicant in this case.

6. This Application covers allowance of compensation for professional services performed from September 19, 2003, through November 30, 2004.

7. During the period covered by this Application, Applicant seeks Court approval of \$32,707.50, in legal fees and \$1,719.91, 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.

WHEREFORE, Applicant requests the Court approve total compensation of \$32,707.50, and expenses of \$1,719.91; authorize payment of the same out of funds in the possession of the Receiver; and award Applicant such other and further relief as is just, equitable and appropriate.

Respectfully submitted


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

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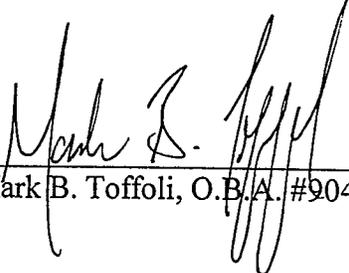
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