

District Court, Denver County, Colorado 1437 Bannock Street Denver, CO 80202	EFILED Document CO Denver County District Court 2nd JD Filing Date: Jun 8 2011 3:40PM MDT Filing ID: 38034242 Review Clerk: Leanne Youn Galanti <p style="text-align: center;">▲ COURT USE ONLY ▲</p>
FRED J. JOSEPH, Securities Commissioner for the State of Colorado, Plaintiff, v. SEAN MICHAEL MUELLER, MUELLER CAPITAL MANAGEMENT, LLC, and MUELLER OVER UNDER FUND, LP, Defendant.	Case Number: 2010CV3280 Division: Courtroom:
Attorneys for: C. Randel Lewis, Receiver Name: John C. Smiley, #16210 Theodore J. Hartl, #32409 LINDQUIST & VENNUM P.L.L.P. Address: 600 17 th Street, Suite 1800 South Denver, CO 80202 Phone No.: 303-573-5900 Fax No.: 303-573-1956 Email: jsmiley@lindquist.com thartl@lindquist.com	<p style="text-align: center;">SECOND SUBMISSION OF APPLICATION FOR FEES AND EXPENSES</p>

C. Randel Lewis, in his capacity as the receiver for the assets of Sean Michael Mueller (the "Receiver"), by and through undersigned counsel, submits to the Court this Second Application For Fees and Expenses (the "Application") in the above-captioned matter. The Receiver states the following:

1. On April 23, 2010, the Commissioner filed his Complaint for Injunctive and Other Relief against Sean Michael Mueller.
2. Also on April 23, 2010, this Court entered an Order Appointing Receiver (the "Receivership Order").
3. Pursuant to Paragraph 5.n.iv. of the Receivership Order, the Receiver may file an application with the court for fees and costs incurred by the Receiver and his counsel or

accountant. Such Application shall be provided to the Commissioner and the parties in this matter. Parties shall have ten (10) calendar days following the filing of the Receiver's Application to file any objections with the Court. If no objections are filed within the ten-day objection period, the Receiver may draw funds to pay for the referenced fees and expenses without further order of the Court.

4. This Application covers the period from the inception of the case through and including April 30, 2011. The attached exhibits include fees and expenses incurred by the following professionals employed in this matter:

<i>Exhibit</i>	<i>Party</i>	<i>Amount Requested</i>
Exhibit A	Lindquist & Vennum PLLP, Attorneys for C. Randel Lewis, Receiver	\$214,439.00
Exhibit A-1	Lindquist & Vennum PLLP - Enumeration of Costs	\$ 11,135.32
Exhibit B	Finance & Accounting Solutions, LLC	\$ 1,134.00
Exhibit C	RubinBrown LLP	\$ 43,732.75
Exhibit D	Hein & Associates	\$ 69,757.93
TOTAL		\$340,199.00

5. Absent any objections to the fees and expenses submitted on Exhibits A - D attached to this Application, the Receiver will disburse funds in payment of such fees and expenses no sooner than ten (10) calendar days following the filing of this Application.

Respectfully submitted this 8th day of June, 2011.

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EXHIBIT 1

A copy of the exhibits to the foregoing document is available upon request from the Receiver's attorneys.

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