

District Court, Denver County, Colorado 1437 Bannock Street Denver, CO 80202	EFILED Document CO Denver County District Court 2nd JD Filing Date: Dec 9 2011 4:36PM MST Filing ID: 41328201 Review Clerk: Charmaine Bright <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:
THIRD SUBMISSION OF APPLICATION FOR FEES AND EXPENSES	

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 Third 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. Except as noted below, this Application covers the period from May 1, 2011 through and including October 31, 2011. In particular, the Court is advised that this Application includes Mr. Lewis's fees for the period October 1, 2010 to October 31, 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	C. Randel Lewis, Receiver (period from October 1, 2010 through October 31, 2011)	\$ 198,750.00
Exhibit B	C. Randel Lewis Receivership Wells Fargo Account Disbursements (excludes previously approved fee application payments)	\$ 8,586.69
Exhibit C	Lindquist & Vennum P.L.L.P., Attorneys for C. Randel Lewis, Receiver	\$ 290,781.00
Exhibit C-1	Lindquist & Vennum P.L.L.P. - Enumeration of Costs	\$ 16,793.27
Exhibit D	Finance & Accounting Solutions, LLC (period from May 1, 2011 through November 11, 2011)	\$ 1,755.00
Exhibit E	RubinBrown LLP	\$ 121,590.50
Exhibit F	Richards Kibbe & Orbe LLP	\$ 16,101.29
Exhibit G	Snell & Wilmer	\$ 16,356.17
Exhibit H	Nisen & Elliott, LLC	\$ 1,362.00
TOTAL		\$ 672,075.92

5. Absent any objections to the fees and expenses submitted on Exhibits A - H 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 9th day of December, 2011.

LINDQUIST & VENNUM PLLP

By: /s/ John C. Smiley

John C. Smiley, #16210

Theodore J. Hartl, #32409

600 17th Street, Suite 1800 South

Denver, CO 80202

Telephone: 303-573-5900

Facsimile: 303-573-1956

E-mail: jsmiley@lindquist.com

E-mail: thartl@lindquist.com

Attorneys for C. Randel Lewis, Receiver

CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of December, 2011, a true and correct copy of the foregoing **THIRD SUBMISSION OF APPLICATION FOR FEES AND EXPENSES** was served via Lexis-Nexis or via US Mail on the parties listed below and a true and correct copy of the foregoing document (without the exhibits) was sent via US Mail, postage prepaid, to all investors and creditors listed on the service list for this case, which is maintained in the Receiver's records.

Russell B. Klein
Sueanna Johnson
Colorado Attorney General
1525 Sherman Street, 7th Floor
Denver, CO 80203

David Goldberg
Greenberg Traurig LLP
Tabor Center
1200 17th Street, Suite 2400
Denver, CO 80202

Jeffrey T. Johnson, Esq.
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, CO 80202

/s/ Sue Toms