

<p>District Court, Denver County, Colorado 1437 Bannock Street Denver, CO 80202</p> <hr/> <p>GERALD ROME, Securities Commissioner for the State of Colorado,</p> <p>Plaintiff,</p> <p>v.</p> <p>SEAN MICHAEL MUELLER, MUELLER CAPITAL MANAGEMENT, LLC, and MUELLER OVER UNDER FUND, LP,</p> <p>Defendants.</p>	<p>▲ COURT USE ONLY ▲</p>
<p>Attorneys for: C. Randel Lewis, Receiver Name: John C. Smiley, #16210 Michael T. Gilbert, #15009 LINDQUIST & VENNUM LLP Address: 600 17th Street, Suite 1800 South Denver, CO 80202 Phone No.: 303-573-5900 Fax No.: 303-573-1956 Email: jsmiley@lindquist.com mgilbert@lindquist.com</p>	<p>Case Number: 2010CV3280</p> <p>Courtroom: 203</p>
<p align="center">AMENDMENT TO RECEIVER’S PROPOSED PLAN OF DISTRIBUTION</p>	

The Receiver, C. Randel Lewis, the duly-appointed receiver for Mueller Capital Management, LLC, Mueller Over Under Fund, LP, and related entities, including Mueller Partners, LP, MCM, LLC, and Mueller Fund, LP, submits this Amendment to his Proposed Plan of Distribution.

1. On July 28, 2014, the Receiver submitted his Proposed Plan of Distribution (“Proposed Plan”). A copy of the Proposed Plan is available at www.muellerreceivership.com.
2. Objections to the Proposed Plan were filed by: (a) Linda Dean, Integrative Energy Works Retirement Plan, Jonathan McGrath, Edward Calus, Michael S. Giglio, Penelope Wolford Giglio, Barry Talley, and Doug Champion (the “Class 5B Objectors”); (b) Bailey Saetveit & Co., P.C. 401(k) Profit Sharing Plan; and (c) and Carol Walsh.
3. The Court held hearings on the objections to the Proposed Plan on November 10, 2014, and January 30, 2015. On March 20, 2015, the Court entered its order (“March 20th Order”) resolving all objections. The Court partially approved the Proposed Plan and directed the Receiver to submit an amendment to Section IV.E.2 of the Proposed Plan. That

Mueller Receivership - Amended Distribution Plan
Exhibit A1
Classification and Distributions of Claims Filed in Receivership

Claim Number	Class	Class 7 Reason	Class Seq	Claimant	Damages (Per Claim Form)	Allowable Claim for Distribution (Exhibit A2, A3)	Interim Distribution Amount (Exhibit A3)
1	5 A		1	ACAR, Inc. 401(k)	\$710,880	\$710,880	\$105,240
2	5 A		2	Adkins, Kathleen H-OverUnder	\$780,538	\$796,538	\$117,921
3	5 A		3	Adkins, Kathleen H-Partners	\$544,000	\$544,000	\$80,535
4	5 A		4	Adkins, Kathleen H - Defined Benefit Plan	\$278,076	\$278,076	\$41,167
5	5 A		5	Adkins, Kathleen H -Heep Ranch	\$3,400,000	\$3,450,000	\$510,746
6	5 A		6	Adkins, Kathleen H Trust -FBO Kathy Davis	\$167,026	\$167,026	\$24,727
7	5 A		7	Adkins, Ward Defined Benefit Plan	\$462,613	\$422,613	\$62,565
8	5 A		8	Adkins, Ward IRA	\$265,225	\$268,725	\$39,783
9	5 A		9	Appel, David B	\$1,700,000	\$1,700,000	\$251,672
10	5 A		10	Appel, Jordan - Trust	\$50,000	\$50,000	\$7,402
11	5 A		11	Arney, John (Heritage Pension Plan)	\$1,301,561	\$188,073	\$27,843
12	5 A		12	Bauman, Brett	\$467,760	\$280,000	\$41,452
13	5 A		13	Burke, Jim and Mildred	\$163,000	\$203,000	\$30,053
14	5 A		14	Burke, Kelly K	\$33,350	\$33,350	\$4,937
15	5 A		15	Ceriani, Gary J	\$100,000	\$100,000	\$14,804
16	5 A		16	Creamer, Stephen J	\$1,119,000	\$1,019,000	\$150,855
17	5 A		17	Dalton, Rick and Mary Ellen	\$1,035,500	\$250,000	\$37,011
18	5 A		18	Davis, Katy B	\$321,348	\$321,348	\$47,573
19	5 A		19	Downing, Chelsea	\$56,881	\$56,881	\$8,421
20	5 A		20	Downing, Delaney	\$56,093	\$56,093	\$8,304
21	5 A		21	Downing, Helen	\$300,000	\$300,000	\$44,413
22	5 A		22	Downing, Jack V.	\$400,000	\$310,000	\$45,893
23	5 A		23	Downing, Jack V.	\$303,515	\$303,515	\$44,933
24	5 A		24	Downing, Kameryn	\$55,968	\$55,968	\$8,286
25	5 A		25	Downing, Morganne	\$55,522	\$55,522	\$8,220
26	5 A		26	Elway, Paige	\$200,000	\$200,000	\$29,608
27	5 A		27	England, Donald P	\$4,518,618	\$2,878,750	\$426,177
28	5 A		28	Foote, Tim - Amended	\$562,850	\$562,850	\$83,326
29	5 A		29	Gotsdiner, Steven	\$1,409,454	\$877,239	\$129,869
30	5 A		30	Gotsdiner, Steven IRA	\$629,657	\$452,764	\$67,028
31	5 A		31	Kirchhoff, Charles L	\$449,629	\$85,000	\$12,584
32	5 A		32	Kitchel Estate Exempt Trust	\$131,000	\$131,000	\$19,394
33	5 A		33	Ludwig, Mark	\$50,570	\$42,570	\$6,302
34	5 A		34	Maul, Todd A	\$2,148,007	\$735,122	\$108,829
35	5 A		35	MRFR Family Partners, Ltd	\$1,567,501	\$300,000	\$44,413
36	5 A		36	Murphy, Robert	\$1,500,000	\$1,500,000	\$222,064
37	5 A		37	Myers, Richard J	\$415,000	\$415,000	\$61,438
38	5 A		38	Nachman, Elaine L	\$800,000	\$704,829	\$104,345
39	5 A		39	Powers, James E	\$250,000	\$250,000	\$37,011
40	5 A		40	Richardson, Michael A	\$647,059	\$200,000	\$29,608
41	5 A		41	Roethlisberger, Emil J	\$1,400,854	\$1,400,854	\$207,386
42	5 A		42	Rollins, Blaine P	\$3,500,000	\$3,500,000	\$518,148
43	5 A		43	Rosensweig, Jeffrey	\$145,574	\$145,574	\$21,551
44	5 A		44	Sagrati, Joe	\$100,000	\$100,000	\$14,804
45	5 A		45	Schaefer, Ann J	\$558,640	\$114,777	\$16,992
46	5 A		46	Sellers, R Scot	\$1,200,000	\$1,075,393	\$159,204
47	5 A		47	Silverston, Leonard	\$1,500,000	\$1,500,000	\$222,064
48	5 A		48	Smazal Jr, Stanley	\$50,000	\$50,000	\$7,402
49	5 A		49	Strada Advertising - David Lancaster/Amy Levi	\$250,000	\$250,000	\$37,011
50	5 A		50	Strauseburg, Joseph W	\$250,000	\$250,000	\$37,011
51	5 A		51	Strauseburg, Joseph W (IRA)	\$140,194	\$140,144	\$20,747
52	5 A		52	Thompson, Robert L	\$3,050,000	\$3,050,000	\$451,529
53	5 A		53	Walsh, Carol A	\$3,113,045	\$1,158,146	\$171,455
54	5 A		54	Weakland/Heydt Trust	\$215,000	\$215,000	\$31,829
55	5 A		55	Western Skies Investment Fund	\$1,575,000	\$1,575,000	\$233,167
56	5 A		56	Westfall, Kevin	\$592,852	\$465,000	\$68,840
57	5 A		57	Westfall, Roderick J	\$110,573	\$110,573	\$16,369
58	5 A		58	Westfall, Timothy C	\$370,000	\$370,000	\$54,776
59	5 A		59	Williams, Bruce	\$4,136,621	\$2,500,000	\$370,106
60	5 A		60	Williams, Jerry L	\$85,000	\$85,000	\$12,584
61	5 A		61	Wimmersberger, Henry Fam Plan	\$1,000,000	\$1,000,000	\$148,042

Mueller Receivership - Amended Distribution Plan
Exhibit A1
Classification and Distributions of Claims Filed in Receivership

Claim Number	Class	Class 7 Reason	Class Seq	Claimant	Damages (Per Claim Form)	Allowable Claim for Distribution (Exhibit A2, A3)	Interim Distribution Amount (Exhibit A3)
62	5 B		1	Burke, James J	\$5,805,758	\$5,744,750	\$850,466
63	5 B		2	Calus, Edward	\$2,843,492	\$681,721	\$100,924
64	5 B		3	Champion, Douglas W	\$1,197,641	\$463,597	\$68,632
65	5 B		4	Dean, Linda	\$159,284	\$47,768	\$7,072
66	5 B		5	Dean, Linda - Integrative Retirement Plan	\$554,949	\$367,117	\$54,349
67	5 B		6	Giglio, Michael S	\$1,705,369	\$428,198	\$63,391
68	5 B		7	Giglio, Penelope (Wolford)	\$253,907	\$212,691	\$31,487
69	5 B		8	Grubb, Dan L	\$600,000	\$364,109	\$53,904
70	5 B		9	McGrath, Jon	\$1,310,672	\$1,148,930	\$170,090
71	5 B		10	Talley, Barry L - Amended	\$1,984,016	\$1,669,677	\$247,183
72	5 B		11	Weakland, Darrell R - Amended	\$750,000	\$664,400	\$98,359
73	5 C		1	Elway, John A	\$9,000,000	\$9,000,000	\$1,332,382
74	5 C		2	Pierce, Mitchell D	\$5,940,000	\$5,940,000	\$879,372
75	5 C		3	Spirit 6, LLC	\$13,600,000	\$0	\$0
76	5 D		1	Bailey Saetveit Retirement Funds	\$3,188,137	\$504,066	\$74,623
77	6		1	Integra Telecom	\$555		
78	6		2	Munch, Ryan D	\$75,000		
79	6		3	Munch, Ryan D	\$8,667		
80	6		4	Paychex	\$140		
81	7	Settled	1	Arney, John F.	\$1,560		
82	7	Duplicate	2	BS Retire-Duys, Pamela	\$219,493		
83	7	Settled	3	Diamond Ridge Realty	\$291,508		
84	7	Settled	4	First Tier Bank	\$346,851		
85	7	Settled	5	Foote, Tim	\$1,009,489		
86	7	Settled	6	Foote, Tim	\$191,887		
87	7	Settled	7	King Roger Lee Partnership	\$2,500,493		
88	7	Settled	8	KRL-Brown, Kurtis	\$135,419		
89	7	Settled	9	KRL-Decker, Kenneth and Barbara	\$310,000		
90	7	Settled	10	KRL-Duys, Pamela	\$20,000		
91	7	Settled	11	KRL-Kahn, Kathy c/o Kenneth Decker	\$100,000		
92	7	Settled	12	KRL-Kelly, Barbara C.	\$39,000		
93	7	Settled	13	KRL-Montoya, Patricia	\$236,490		
94	7	Settled	14	KRL-Schaefer, William	\$797,895		
95	7	Settled	15	Moore, Kent	\$185,917		
96	7	No Loss	16	Nassau, Bruce A	\$208,260		
97	7	Settled	17	Nichols, Steven A	\$82,000		
98	7	Co-Owner	18	Saetveit, William R and Janice B	\$511,319		
99	7	Settled	19	Seeber/Davis Trust	\$130,000		
100	7	Settled	20	Talley, Barry L	\$2,523,294		
101	7	Duplicate	21	Talley, Barry L - Amended	\$861,578		
102	7	Duplicate	22	Talley, Barry L - Amended	\$1,844,305		
103	7	Net Winner	23	Walsh, Jason	\$11,500		
104	7	Settled	24	Weakland, Darrell R	\$2,597,055		
105	7	Settled	25	Wood, Thomas W	\$727,380		
					\$117,610,832	\$67,548,217	\$10,000,000

Summary by Class	Number of Claims	Damages (Per Claim Form)	Allowable Claim for Distribution (Exhibit A2, A3)	Interim Distribution Amount (Exhibit A3)
Class 5A	61	\$52,750,554	\$40,311,194	\$5,967,766
Class 5B	11	\$17,165,086	\$11,792,957	\$1,745,858
Class 5C	3	\$28,540,000	\$14,940,000	\$2,211,753
Class 5D	1	\$3,188,137	\$504,066	\$74,623
Class 6	4	\$84,362	\$0	\$0
Class 7	25	\$15,882,693	\$0	\$0
	105	\$117,610,832	\$67,548,217	\$10,000,000

Mueller Receivership - Amended Distribution Plan

Exhibit A2

Classification of All Investors and Calculation of Allowable Claim for Distribution

Seq (Sort Order)	Class	Claim Number	Investor Name	Contributions	Withdrawals	Adjustments (Class 5B, 5C and 5D)	Allowable Claim for Distribution
1	5 A	1	ACAR, Inc. 401(k)	\$710,880			\$710,880
2	5 A	2	Adkins, Kathleen H-OverUnder	\$2,188,614	(\$1,392,076)		\$796,538
3	5 A	3	Adkins, Kathleen H-Partners	\$560,000	(\$16,000)		\$544,000
4	5 A	4	Adkins, Kathleen H - Defined Benefit Plan	\$278,076			\$278,076
5	5 A	5	Adkins, Kathleen H -Heep Ranch	\$3,900,000	(\$450,000)		\$3,450,000
6	5 A	6	Adkins, Kathleen H Trust -FBO Kathy Davis	\$167,026			\$167,026
7	5 A	7	Adkins, Ward Defined Benefit Plan	\$422,613			\$422,613
8	5 A	8	Adkins, Ward IRA	\$268,725			\$268,725
9	5 A	9	Appel, David B	\$6,500,000	(\$4,800,000)		\$1,700,000
10	5 A	10	Appel, Jordan - Trust	\$50,000			\$50,000
11	5 A	11	Arney, John (Heritage Pension Plan)	\$676,073	(\$488,000)		\$188,073
12	5 A	12	Bauman, Brett	\$330,000	(\$50,000)		\$280,000
13	5 A	13	Burke, Jim and Mildred	\$243,000	(\$40,000)		\$203,000
14	5 A	14	Burke, Kelly K	\$33,350			\$33,350
15	5 A	15	Ceriani, Gary J	\$200,000	(\$100,000)		\$100,000
16	5 A	16	Creamer, Stephen J	\$1,019,000			\$1,019,000
17	5 A	17	Dalton, Rick and Mary Ellen	\$250,000			\$250,000
18	5 A	18	Davis, Katy B	\$321,348			\$321,348
19	5 A	19	Downing, Chelsea	\$56,881			\$56,881
20	5 A	20	Downing, Delaney	\$56,093			\$56,093
21	5 A	21	Downing, Helen	\$300,000			\$300,000
22	5 A	22	Downing, Jack V.	\$400,000	(\$90,000)		\$310,000
23	5 A	23	Downing, Jack V.	\$303,515			\$303,515
24	5 A	24	Downing, Kameryn	\$55,968			\$55,968
25	5 A	25	Downing, Morganne	\$55,522			\$55,522
26	5 A	26	Elway, Paige	\$200,000			\$200,000
27	5 A	27	England, Donald P	\$2,950,000	(\$71,250)		\$2,878,750
28	5 A	28	Foote, Tim - Amended	\$817,850	(\$255,000)		\$562,850
29	5 A	29	Gottdiner, Steven	\$1,062,239	(\$185,000)		\$877,239
30	5 A	30	Gottdiner, Steven IRA	\$452,764			\$452,764
31	5 A	31	Kirchhoff, Charles L	\$170,000	(\$85,000)		\$85,000
32	5 A	32	Kitchel Estate Exempt Trust	\$131,000			\$131,000
33	5 A	33	Ludwig, Mark	\$100,000	(\$57,430)		\$42,570
34	5 A	34	Maul, Todd A	\$1,857,643	(\$1,122,520)		\$735,122
35	5 A	35	MRFR Family Partners, Ltd	\$500,000	(\$200,000)		\$300,000
36	5 A	36	Murphy, Robert	\$1,500,000			\$1,500,000
37	5 A	37	Myers, Richard J	\$415,000			\$415,000
38	5 A	38	Nachman, Elaine L	\$900,000	(\$195,171)		\$704,829
39	5 A	39	Powers, James E	\$250,000			\$250,000
40	5 A	40	Richardson, Michael A	\$200,000			\$200,000
41	5 A	41	Roethlisberger, Emil J	\$1,400,854			\$1,400,854
42	5 A	42	Rollins, Blaine P	\$3,500,000			\$3,500,000
43	5 A	43	Rosensweig, Jeffrey	\$185,574	(\$40,000)		\$145,574
44	5 A	44	Sagrati, Joe	\$100,000			\$100,000
45	5 A	45	Schaefer, Ann J	\$114,777			\$114,777
46	5 A	46	Sellers, R Scot	\$1,650,000	(\$574,607)		\$1,075,393
47	5 A	47	Silverston, Leonard	\$1,500,000			\$1,500,000
48	5 A	48	Smazal Jr, Stanley	\$50,000			\$50,000
49	5 A	49	Strada Advertising - David Lancaster/Amy Levi	\$500,000	(\$250,000)		\$250,000
50	5 A	50	Strauseburg, Joseph W	\$390,194	(\$140,194)		\$250,000
51	5 A	51	Strauseburg, Joseph W	\$140,144			\$140,144
52	5 A	52	Thompson, Robert L	\$3,050,000			\$3,050,000
53	5 A	53	Walsh, Carol A	\$1,881,088	(\$722,942)		\$1,158,146
54	5 A	54	Weakland/Heydt Trust	\$250,000	(\$35,000)		\$215,000
55	5 A	55	Western Skies Investment Fund	\$1,575,000			\$1,575,000
56	5 A	56	Westfall, Kevin	\$500,000	(\$35,000)		\$465,000
57	5 A	57	Westfall, Roderick J	\$110,573			\$110,573
58	5 A	58	Westfall, Timothy C	\$370,000			\$370,000
59	5 A	59	Williams, Bruce	\$2,500,000			\$2,500,000
60	5 A	60	Williams, Jerry L	\$335,000	(\$250,000)		\$85,000
61	5 A	61	Wimmersberger, Henry Fam Plan	\$1,000,000			\$1,000,000

**Mueller Receivership - Amended Distribution Plan
Exhibit A2**

Classification of All Investors and Calculation of Allowable Claim for Distribution

Seq (Sort Order)	Class	Claim Number	Investor Name	Contributions	Withdrawals	Adjustments (Class 5B, 5C and 5D)	Allowable Claim for Distribution
62	5 B	62	Burke, James J	\$6,305,758	(\$540,000)	(\$21,008)	\$5,744,750
63	5 B	63	Calus, Edward	\$1,055,000	(\$235,000)	(\$138,279)	\$681,721
64	5 B	64	Champion, Douglas W	\$700,000	(\$150,000)	(\$86,403)	\$463,597
65	5 B	65	Dean, Linda	\$117,765	(\$62,300)	(\$7,697)	\$47,768
66	5 B	66	Dean, Linda - Integrative Retirement Plan	\$493,775	(\$67,500)	(\$59,158)	\$367,117
67	5 B	67	Giglio, Michael S	\$1,031,968	(\$541,855)	(\$61,915)	\$428,198
68	5 B	68	Giglio, Penelope (Wolford)	\$243,445		(\$30,754)	\$212,691
69	5 B	69	Grubb, Dan L	\$950,000	(\$583,964)	(\$1,927)	\$364,109
70	5 B	70	McGrath, Jon	\$2,037,761	(\$727,090)	(\$161,742)	\$1,148,930
71	5 B	71	Talley, Barry L - Amended	\$9,670,023	(\$7,685,994)	(\$314,352)	\$1,669,677
72	5 B	72	Weakland, Darrell R - Amended	\$5,550,000	(\$4,880,000)	(\$5,600)	\$664,400
73	5 C	73	Elway, John A	\$2,200,000		\$6,800,000	\$9,000,000
74	5 C	74	Pierce, Mitchell D	\$4,500,000	(\$5,360,000)	\$6,800,000	\$5,940,000
75	5 C	75	Spirit 6, LLC	\$15,000,000	(\$1,400,000)	(\$13,600,000)	\$0
76	5 D	76	Bailey Saeveit Retirement Funds	\$2,256,925	(\$1,150,331)	(\$602,528)	\$504,066
77	7		Anderson, Catherine	\$140,000	(\$175,269)		
78	7		Birmingham, Sean	\$350,000	(\$394,889)		
79	7		Brod, Spencer	\$2,070,000	(\$1,855,000)		
80	7		Butler, William	\$895,000	(\$1,551,128)		
81	7		Chaikovsky Group	\$4,550,000	(\$5,070,460)		
82	7		Chesrown, Lori	\$300,000	(\$300,000)		
83	7		Davis Group	\$430,000	(\$550,000)		
84	7		Esther Foundation	\$250,000	(\$272,407)		
85	7		Freed, Mark	\$150,000	(\$183,524)		
86	7		Giglio, Julie IRA	\$601,370	(\$1,613,454)		
87	7		Ginsburg, Jerome	\$200,000	(\$225,730)		
88	7		Ginsburg, Merie	\$200,000	(\$224,421)		
89	7		Haffeman Group	\$2,341,456	(\$2,987,000)		
90	7		Hemmert, Andrew & Anne	\$450,000	(\$600,000)		
91	7		Holderman, Eugene & Kathryn	\$120,000	(\$349,401)		
92	7		Huges, John	\$140,000	(\$298,500)		
93	7		Johnson, Lesley	\$300,000	(\$318,426)		
94	7		KRL Partnership	\$5,227,186	(\$5,839,261)		
95	7		Lewis, Gerard	\$540,000	(\$718,882)		
96	7		Little, Michael	\$300,000	(\$330,000)		
97	7		McFall Group	\$1,769,386	(\$3,140,091)		
98	7		Moore, Kent	\$300,000	(\$550,000)		
99	7		Mountain Shadows	\$449,992	(\$545,647)		
100	7		Nassau, Bruce	\$100,000	(\$100,000)		
101	7		Nichols Group	\$1,082,000	(\$2,000,000)		
102	7		O'Neill Group	\$1,425,001	(\$2,037,301)		
103	7		Pertcheck, RMR PS FBO	\$400,000	(\$487,558)		
104	7		Saeveit, William & Jan	\$400,000	(\$285,000)		
105	7		Stature Fund	\$200,000	(\$233,918)		
106	7		Sweet, James	\$746,550	(\$867,000)		
107	7		Taylor, Steve	\$3,199,379	(\$3,686,685)		
108	7		Twiggs, Greg	\$150,000	(\$158,285)		
109	7		Wall Street Access	\$500,000	(\$587,941)		
110	7		Walsh, Jason	\$71,501	(\$77,000)		
111	7		Wood, Thomas	\$1,100,000	(\$1,250,000)		
112	7		ZCM Asset	\$500,000	(\$539,895)		
Grand Total				\$136,017,626	(\$75,433,296)	(\$1,491,363)	\$67,548,217

Note: Based on the analysis of the records, there were 145 separate investors. However, claims in this matter have been filed for fund investments, individual investors, and groups of investors. This Plan classifies investors based on the claims filed in this matter, which in some instances aggregates

Mueller Receivership - Amended Distribution Plan
Exhibit A3
Computation of Interim Distribution

A **B** **C** **D**
(Exhibit A2) A/Total A B*Distribution C/A
Amount

\$10,000,000

Distribution Amount

Seq	Class	Claim Number	Investors	Allowable Claim for Distribution	Pro-Rata Percentage	Pro-Rata Distribution	Percentage of Allowable Claim Distributed
1	5 A	1	ACAR, Inc. 401(k)	\$710,880	1.05%	\$105,240	14.80%
2	5 A	2	Adkins, Kathleen H-OverUnder	\$796,538	1.18%	\$117,921	14.80%
3	5 A	3	Adkins, Kathleen H-Partners	\$544,000	0.81%	\$80,535	14.80%
4	5 A	4	Adkins, Kathleen H - Defined Benefit Plan	\$278,076	0.41%	\$41,167	14.80%
5	5 A	5	Adkins, Kathleen H -Heep Ranch	\$3,450,000	5.11%	\$510,746	14.80%
6	5 A	6	Adkins, Kathleen H Trust -FBO Kathy Davis	\$167,026	0.25%	\$24,727	14.80%
7	5 A	7	Adkins, Ward Defined Benefit Plan	\$422,613	0.63%	\$62,565	14.80%
8	5 A	8	Adkins, Ward IRA	\$268,725	0.40%	\$39,783	14.80%
9	5 A	9	Appel, David B	\$1,700,000	2.52%	\$251,672	14.80%
10	5 A	10	Appel, Jordan - Trust	\$50,000	0.07%	\$7,402	14.80%
11	5 A	11	Arney, John (Heritage Pension Plan)	\$188,073	0.28%	\$27,843	14.80%
12	5 A	12	Bauman, Brett	\$280,000	0.41%	\$41,452	14.80%
13	5 A	13	Burke, Jim and Mildred	\$203,000	0.30%	\$30,053	14.80%
14	5 A	14	Burke, Kelly K	\$33,350	0.05%	\$4,937	14.80%
15	5 A	15	Ceriani, Gary J	\$100,000	0.15%	\$14,804	14.80%
16	5 A	16	Creamer, Stephen J	\$1,019,000	1.51%	\$150,855	14.80%
17	5 A	17	Dalton, Rick and Mary Ellen	\$250,000	0.37%	\$37,011	14.80%
18	5 A	18	Davis, Katy B	\$321,348	0.48%	\$47,573	14.80%
19	5 A	19	Downing, Chelsea	\$56,881	0.08%	\$8,421	14.80%
20	5 A	20	Downing, Delaney	\$56,093	0.08%	\$8,304	14.80%
21	5 A	21	Downing, Helen	\$300,000	0.44%	\$44,413	14.80%
22	5 A	22	Downing, Jack V.	\$310,000	0.46%	\$45,893	14.80%
23	5 A	23	Downing, Jack V.	\$303,515	0.45%	\$44,933	14.80%
24	5 A	24	Downing, Kameryn	\$55,968	0.08%	\$8,286	14.80%
25	5 A	25	Downing, Morganne	\$55,522	0.08%	\$8,220	14.80%
26	5 A	26	Elway, Paige	\$200,000	0.30%	\$29,608	14.80%
27	5 A	27	England, Donald P	\$2,878,750	4.26%	\$426,177	14.80%
28	5 A	28	Foote, Tim - Amended	\$562,850	0.83%	\$83,326	14.80%
29	5 A	29	Gotsdiner, Steven	\$877,239	1.30%	\$129,869	14.80%
30	5 A	30	Gotsdiner, Steven IRA	\$452,764	0.67%	\$67,028	14.80%
31	5 A	31	Kirchhoff, Charles L	\$85,000	0.13%	\$12,584	14.80%
32	5 A	32	Kitchel Estate Exempt Trust	\$131,000	0.19%	\$19,394	14.80%
33	5 A	33	Ludwig, Mark	\$42,570	0.06%	\$6,302	14.80%
34	5 A	34	Maul, Todd A	\$735,122	1.09%	\$108,829	14.80%
35	5 A	35	MRFR Family Partners, Ltd	\$300,000	0.44%	\$44,413	14.80%
36	5 A	36	Murphy, Robert	\$1,500,000	2.22%	\$222,064	14.80%
37	5 A	37	Myers, Richard J	\$415,000	0.61%	\$61,438	14.80%
38	5 A	38	Nachman, Elaine L	\$704,829	1.04%	\$104,345	14.80%
39	5 A	39	Powers, James E	\$250,000	0.37%	\$37,011	14.80%
40	5 A	40	Richardson, Michael A	\$200,000	0.30%	\$29,608	14.80%
41	5 A	41	Roethlisberger, Emil J	\$1,400,854	2.07%	\$207,386	14.80%
42	5 A	42	Rollins, Blaine P	\$3,500,000	5.18%	\$518,148	14.80%
43	5 A	43	Rosensweig, Jeffrey	\$145,574	0.22%	\$21,551	14.80%
44	5 A	44	Sagrati, Joe	\$100,000	0.15%	\$14,804	14.80%
45	5 A	45	Schaefer, Ann J	\$114,777	0.17%	\$16,992	14.80%
46	5 A	46	Sellers, R Scot	\$1,075,393	1.59%	\$159,204	14.80%
47	5 A	47	Silverston, Leonard	\$1,500,000	2.22%	\$222,064	14.80%
48	5 A	48	Smazal Jr, Stanley	\$50,000	0.07%	\$7,402	14.80%
49	5 A	49	Strada Advertising - David Lancaster/Amy Levi	\$250,000	0.37%	\$37,011	14.80%
50	5 A	50	Strauseburg, Joseph W	\$250,000	0.37%	\$37,011	14.80%
51	5 A	51	Strauseburg, Joseph W	\$140,144	0.21%	\$20,747	14.80%
52	5 A	52	Thompson, Robert L	\$3,050,000	4.52%	\$451,529	14.80%
53	5 A	53	Walsh, Carol A	\$1,158,146	1.71%	\$171,455	14.80%
54	5 A	54	Weakland/Heydt Trust	\$215,000	0.32%	\$31,829	14.80%

**Mueller Receivership - Amended Distribution Plan
Exhibit A3
Computation of Interim Distribution**

A **B** **C** **D**
(Exhibit A2) A/Total A B*Distribution C/A
Amount

\$10,000,000

Distribution Amount

Seq	Class	Claim Number	Investors	Allowable Claim for Distribution	Pro-Rata Percentage	Pro-Rata Distribution	Percentage of Allowable Claim Distributed
55	5 A	55	Western Skies Investment Fund	\$1,575,000	2.33%	\$233,167	14.80%
56	5 A	56	Westfall, Kevin	\$465,000	0.69%	\$68,840	14.80%
57	5 A	57	Westfall, Roderick J	\$110,573	0.16%	\$16,369	14.80%
58	5 A	58	Westfall, Timothy C	\$370,000	0.55%	\$54,776	14.80%
59	5 A	59	Williams, Bruce	\$2,500,000	3.70%	\$370,106	14.80%
60	5 A	60	Williams, Jerry L	\$85,000	0.13%	\$12,584	14.80%
61	5 A	61	Wimmersberger, Henry Fam Plan	\$1,000,000	1.48%	\$148,042	14.80%
62	5 B	62	Burke, James J	\$5,744,750	8.50%	\$850,466	14.80%
63	5 B	63	Calus, Edward	\$681,721	1.01%	\$100,924	14.80%
64	5 B	64	Champion, Douglas W	\$463,597	0.69%	\$68,632	14.80%
65	5 B	65	Dean, Linda	\$47,768	0.07%	\$7,072	14.80%
66	5 B	66	Dean, Linda - Integrative Retirement Plan	\$367,117	0.54%	\$54,349	14.80%
67	5 B	67	Giglio, Michael S	\$428,198	0.63%	\$63,391	14.80%
68	5 B	68	Giglio, Penelope (Wolford)	\$212,691	0.31%	\$31,487	14.80%
69	5 B	69	Grubb, Dan L	\$364,109	0.54%	\$53,904	14.80%
70	5 B	70	McGrath, Jon	\$1,148,930	1.70%	\$170,090	14.80%
71	5 B	71	Talley, Barry L - Amended	\$1,669,677	2.47%	\$247,183	14.80%
72	5 B	72	Weakland, Darrell R - Amended	\$664,400	0.98%	\$98,359	14.80%
73	5 C	73	Elway, John A	\$9,000,000	13.32%	\$1,332,382	14.80%
74	5 C	74	Pierce, Mitchell D	\$5,940,000	8.79%	\$879,372	14.80%
75	5 C	75	Spirit 6, LLC				
76	5 D	76	Bailey Saetveit Retirement Funds	\$504,066	0.75%	\$74,623	14.80%
				\$67,548,217	100.00%	\$10,000,000	

Mueller Receivership - Amended Distribution Plan
Exhibit A4
5B Adjustment Calculation

Seq (Sort Order)	Class	Claim Number	Investor Name	"Net Recovery"	Other Distributions	5B Adjustment
62	5 B	62	Burke, James J		(\$21,008)	(\$21,008)
63	5 B	63	Calus, Edward	(\$138,279)		(\$138,279)
64	5 B	64	Champion, Douglas W	(\$86,403)		(\$86,403)
65	5 B	65	Dean, Linda	(\$7,697)		(\$7,697)
66	5 B	66	Dean, Linda - Integrative Retirement Plan	(\$59,158)		(\$59,158)
67	5 B	67	Giglio, Michael S	(\$61,915)		(\$61,915)
68	5 B	68	Giglio, Penelope (Wolford)	(\$30,754)		(\$30,754)
69	5 B	69	Grubb, Dan L		(\$1,927)	(\$1,927)
70	5 B	70	McGrath, Jon	(\$161,742)		(\$161,742)
71	5 B	71	Talley, Barry L - Amended	(\$311,152)	(\$3,200)	(\$314,352)
72	5 B	72	Weakland, Darrell R - Amended		(\$5,600)	(\$5,600)
Total 5B Adjustment				(\$857,100)	(\$31,735)	(\$888,835)

CERTIFICATE OF SERVICE

I hereby certify that on April 3, 2015, a true and correct copy of the foregoing **AMENDMENT TO RECEIVER'S PROPOSED PLAN OF DISTRIBUTION (INCLUDING THE ATTACHED EXHIBITS A-1 – A-4)** was served via ICCES or via US Mail, first class, postage prepaid, on the parties on the attached list, and was posted on the Receiver's website, www.muellerreceivership.com.

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