

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
NOV 28 PM 2:21
SOUTHERN DISTRICT
OF INDIANA
LAURA A. BRIGGS

UNITED STATES SECURITIES)
AND EXCHANGE COMMISSION,)
)
Plaintiff,)
)
KENNETH R. PAYNE,)
JOHANN M. SMITH,)
DANIEL G. DANKER, CONSTANCE)
BROOKS-KIEFER,)
HEARTLAND FINANCIAL SERVICES,)
INC., AND JMS INVESTMENT)
GROUP, LLC.)
)
Defendants.)

Civil Action No. IP00-1265 C -T/K

RECEIVER'S MOTION TO COMPENSATE CONSULTING COUNSEL

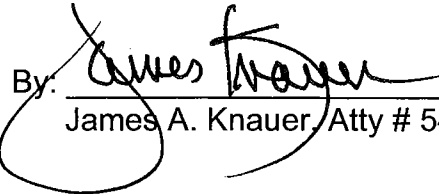
James A. Knauer, the Receiver herein, in support of his Motion states the following:

1. The Receiver has commenced an action in this Court against several broker dealer firms, the premise of which is control liability which arises out of the fact that such firms held the securities licences of two of the principles of the Heartland Companies during the time that the investment scheme was ongoing, namely Kenneth Payne and Daniel Danker.
2. Prior to the filing of such action, the Receiver's law firm consulted with Karl E. May, an attorney with the law firm of Doepken, Keevican & Weiss of Pittsburgh, Pennsylvania.
3. As part of its due diligence in accessing the claim, the Receiver's law firm felt it appropriate to obtain independent consultation on the merits of the claim, the potential legal theories and related matters.
4. The Receiver chose to consult with Mr. May because he and his firm are very experienced in securities litigation and broker dealer liability.
5. In conjunction with such consultation, Mr. May has issued a billing to the Receiver in the amount of Three Thousand Six Hundred Eighty-Nine Dollars and Fifty Cents (\$3,689.50) which is based upon an hourly rate of Two Hundred Thirty-Five Dollars (\$235.00) per hour.

6. The Receiver believes that all consultation required of Mr. May has been completed and that the attached billing represents a final billing.

For the above and forgoing reasons, the Receiver requests the Court's authority to pay the attached billing for consultation.

KROGER, GARDIS & REGAS, L.L.P.

By: 
James A. Knauer, Atty # 5436-49

Kroger, Gardis & Regas, L.L.P.
111 Monument Circle, Suite 900
Indianapolis, Indiana 46204-5125
317-692-9000 - phone
317-264-6832 - fax

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing has been served upon the following parties by placing a copy of the same in the United States Mail, first class postage pre-paid, on this 28 day of November, 2001:

Kara M. Washington
United States Securities
and Exchange Commission
500 West Madison Street, Suite 1400
Chicago, Illinois 60661

Dexter B. Johnson
Mallon & Johnson, P.C.
19 S. LaSalle Street
Suite 1202
Chicago, Illinois 60603

Fred D. Scott
Attorney at Law
55 Monument Circle
Suite 814
Indianapolis, Indiana 46204

Dennis Zahn
Symmes, Voyles, Zahn, Paul & Hogan
700 Jefferson Plaza
One Virginia Avenue
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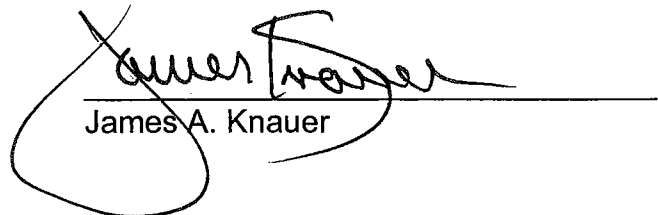
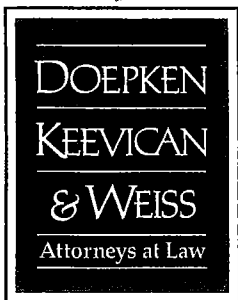

James A. Knauer

EXHIBIT "A"



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15219

Phone 412.355.2600

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James Knauer
September 20, 2001

Total Balance Due:

\$3,689.50

PLEASE REFER TO OUR INVOICE NUMBER ON YOUR REMITTANCE
FEDERAL I.D. #25-1580093