

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

FILED
U.S. DISTRICT C

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.

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Civil Action No. 00-IP00-1265 C

DISTRICT
OF INDIANA
LAURA A. BRIGGS
CLERK

Judge John D. Tinder

RECEIVER'S SECOND MOTION FOR ORDER DIRECTING TURNOVER OF FUNDS

James A. Knauer, the Receiver for Heartland Financial Services, Inc. ("Heartland") and
JMS Investment Group, Inc., ("JMS"), by counsel, in support of his motion, states:

The Court previously entered an Order (the "Turnover Order") in this case on the
21st day of September, 2000, directing any entities or persons holding funds or accounts in the
name of Heartland Financial Services, Inc., JMS Investment Group, LLC, Caribbean Federal, Ltd.
Lincoln Fidelity Escrow Fund, LLC, 21st Banking Group., and/or 21st Century Investment Advisors
(the "Heartland Companies").

2. At the time the Court entered the Turnover Order, the Receiver anticipated
discovering other companies and/or entities that were being used to hold funds for the Heartland
Companies. The Receiver has identified two such entities.

3. 21st Century International Advisors, Inc., and 21st Century Personnel, LLC, are two
such entities into whose name funds of the Heartland Companies were transferred. These funds are held
at Union Planters Bank.


4. Both 21st Century International Advisors, Inc. and 21st Century Personnel, LLC were formed
by Kenneth Payne and funded with money solicited from investors in the Heartland Companies.

5. Union Planters Bank has questioned its obligation to turnover funds being held in
the name of the aforementioned entities to the Receiver.

THEREFORE, the Receiver requests that the Court expand its prior Turnover Order by
granting the Receiver's Second Motion for Order Directing Turnover of Funds, thereby directing
Union Planters Bank to turn over funds maintained in the name of the aforementioned entities, 21st

Century International Advisors, Inc. and 21st Century Personnel, LLC, to the Receiver.

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

By: 
William Bock, III, Atty # 1477- 49
Attorneys for Receiver, James A. Knauer

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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 15th of May, 2001:

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