

and JMS have been convicted of federal criminal offenses for using those entities to defraud several hundred investors out of more than Thirty Million dollars (\$30,000,000.00) in a massive Ponzi scheme. A Receiver was appointed for Heartland and JMS who then sued, among others, five securities firms with whom those principals had been affiliated over the years while operating Heartland and JMS. However, the damages done to Heartland and JMS were perpetrated by these principals not in their capacity as agents for the Broker/Dealers, but instead were caused by the principals using their positions as officers and directors in Heartland and JMS to systemically loot the coffers of Heartland and JMS funds, leading to the ultimate collapse of both businesses. As succinctly put by the District Court Judge in granting the Broker/Dealers' motions to dismiss:

Hundreds of unsuspecting investors placed their trust (and millions of dollars of their savings) in Heartland Financial Services, and some related companies. Unfortunately, their trust was betrayed by the unscrupulous principals of the Heartland entities. This case is part of the debris left behind as a result of the perfidious acts of a handful of scoundrels. Unfortunately for the investors, the legal theories upon which this case is based provide them no relief against the Defendants named in this suit. As will be explained below, the connection between the wrongdoers and these Defendants is slim, too tenuous as a matter of law to require them to repay what the Heartland thieves took.

(D. # 97; 09/30/02 Entry, p. 1-2).

2. In connection with the Receiver's appeal of the foregoing Entry there are three sets of Defendants-Appellees, Jonathon Roberts Financial Group, Inc. and Alliance Capital Management Corporation, FSC Securities Corporation, and

FFP Securities, Inc.¹ On January 22, 2003, the Plaintiff-Appellant filed his Brief in this matter. On February 4, 2003, the Defendants-Appellants moved for, and on February 5, 2003, were granted an extension of time to and including March 24, 2003, in which to file their responsive brief.

3. Pursuant to FRAP 28(b) and 32(a)(7), the Defendants-Appellees would be entitled to file three separate responsive briefs, each a maximum of 14,000 words each. However, keeping in mind the admonition in FRAP 28(i), the Defendants-Appellants believe that one consolidated responsive brief would be of the most use to the parties and the Court. However, given the complex nature of this case, the different postures of the three Defendants-Appellees, and the arguments in the alternative available to each, they cannot adequately present their arguments within a single 14,000 word brief. Therefore, the Defendants-Appellees respectfully request leave of the Court to file an oversized Joint Brief not to exceed 21,000 words.


Wherefore the Defendants-Appellees, Jonathon Roberts Financial Group, Inc., Alliance Capital Management Corporation, Andover Securities, Inc., FSC

¹ Although the Receiver has denominated Andover Securities, Inc. in the caption of this action, Andover is not a proper party. As the District Court noted in its Entry granting the Motion to Dismiss: "There is just one remaining matter. Defendant Andover has not appeared in this case. At oral argument, counsel for the Receiver agreed that the time for service had long expired and indicated Andover could be dismissed without prejudice. The court treats this as a motion for the dismissal of Andover, and will **GRANT** same."

Securities Corporation, and FFP Securities, Inc., respectfully request leave of the Court to file an oversized Joint Brief not to exceed 21,000 words.

Respectfully submitted,

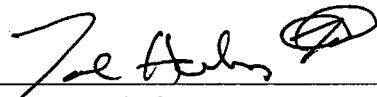
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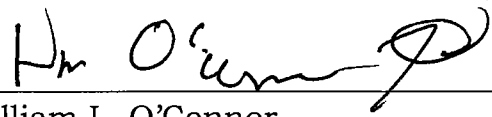
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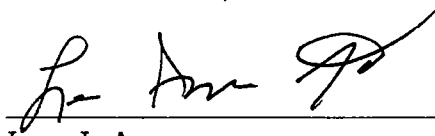
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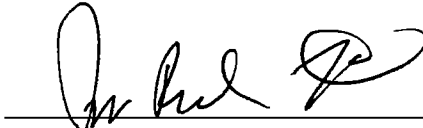
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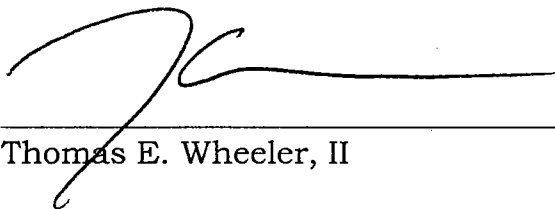
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CERTIFICATE OF SERVICE

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