

1. The undersigned was appointed as the Receiver over 1185 on March 28, 2001.

2. The Receiver's investigation to date reveals that 1185 is an Ohio Limited Partnership, and that many of 1185's assets are located in or near Cincinnati, Ohio.

3. The Receiver requires the assistance of local counsel so that he may fulfill the responsibilities and exercise the powers of his office. The engagement of local counsel will benefit the estate by reducing expensive and unproductive travel time, and will enable the Receiver to more efficiently investigate 1185 and its assets.

4. The Receiver desires to employ the Cincinnati, Ohio law firm of Ulmer & Berne, LLP as his legal counsel for the reason that such firm is knowledgeable and experienced in the fields of insolvency, creditors rights, securities and business litigation. Ulmer & Berne has significant previous experience in the representation of fiduciaries for troubled and insolvent businesses, and the Receiver desires that such attorneys represent him in these proceedings.

5. The professional services which the Receiver requires of such counsel include:

A. Legal advice to the Receiver with respect to his duties and powers in this case.

B. Assistance to the Receiver in the investigation of the acts, conduct, assets, liabilities, and financial condition of 1185 and those acting in concert with 1185, and any other matter relevant to the case or to the business affairs of such entities;

C. Matters with respect to the existence of claims against third parties, if

any;

D. The issuance of third party process as may be necessary to complete the Receiver's duties or enforce the terms of the court's prior orders or such other legal services as may be required by and which are in the interest of the Receiver.

6. Members of Ulmer & Berne are attorneys duly admitted to the practice of law in the United States District Court for the Southern District of Ohio, the United States Court of Appeals for the Sixth Circuit, and the United States Supreme Court. The law firm understands that payment for legal services, costs, and disbursements shall occur only upon approval by the Court following submission of a request for payment upon such notice as the court deems appropriate. The application for compensation shall detail the nature of all services performed, the time spent by each professional in completing the work and the hourly billing rate sought by the firm for each such professional.

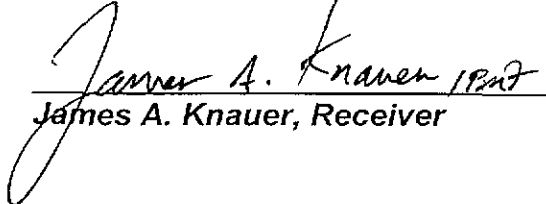
7. Any compensation sought for any legal services of Ulmer & Berne will be separately identified from any request for compensation of the Receiver herein. The law firm will exercise care to avoid any duplication in submitting such requests.

8. To the best of applicants' knowledge, no member of Ulmer & Berne has any connection with the creditors of the Defendants or 1185, their affiliates, or principals or any other party in interest or their respective attorneys or accountants, and represent no interest adverse to the Receiver in matters upon which they are to be retained.

9. The Receiver's primary contact at Ulmer & Berne is Richard Boydston, Esq. A copy of Mr. Boydston's *curriculum vitae*, and a letter setting forth Ulmer &

Berne's fee schedule, are attached hereto as Exhibits A and B, respectively.

THEREFORE, the Receiver requests that he be authorized to employ the law firm of Ulmer & Berne as his counsel to represent him in these proceedings.


James A. Knauer, Receiver

Kroger Gardis & Regas
111 Monument Circle, Suite 900
Indianapolis, IN., 46204-5125
(317) 692-9000
(317) 264-6832 (facsimile)

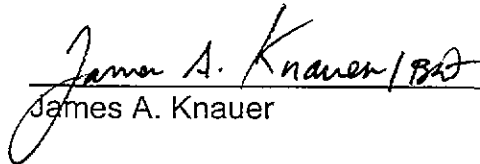
CERTIFICATE OF SERVICE

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 9th day of April, 2001:

Thomas J. Eme
United States Securities and Exchange Commission
500 West Madison Street
Suite 1400
Chicago, Illinois 60661-2511

John E. Brinker, Jr.
4287 Wellington Dr.
Cincinnati, OH 45245-1942

Gary J. Bentz
11961 Fallcreek Lane
Loveland, Ohio 45140-4809


James A. Knauer

KROGER, GARDIS & REGAS, LLP
Bank One Center
111 Monument Circle, Suite 900
Indianapolis, IN 46204-5125

RICHARD BOYDSTON

Ulmer & Berne LLP
600 Vine Street, Suite 2800
Cincinnati, Ohio 45202-2409
(513) 762-6202
(513) 762-6245 (fax)
rboydston@ulmer.com
website: <http://www.ulmer.com>

EDUCATION

Harvard University (A.B., magna cum laude, 1974)
University of Pennsylvania Law School (J.D. 1977)

BAR ADMISSIONS

Ohio (1977); Kentucky (1992); U.S. District Courts, Southern District of Ohio, Northern District of Ohio and Eastern District of Kentucky; U.S. Court of Appeals for the Sixth Circuit

ASSOCIATIONS

American Bar Association (Section of Business Law); Ohio Bar Association (Banking, Commercial and Bankruptcy Law Committee); Cincinnati Bar Association; American Bankruptcy Institute; Tristate Association for Corporate Renewal

AREAS OF CONCENTRATION

Bankruptcy Reorganization, Commercial Law, Creditors Rights, Equipment Leasing, Workouts

EXPERIENCE

Represented creditors (both secured and unsecured), debtors, committees and lessors (both equipment and real estate) in chapter 11 bankruptcy reorganizations; creditors and debtors in business restructurings; equipment and real estate lessors and lessees in workouts and collections; small businesses in asset purchase and leasing transactions

RECENT WORK (YEARS 2000 and 2001)

Represented equipment lessors in Intrenet, Inc., et al. chapter 11 in Cincinnati, Ohio (+ \$20 million clients' claim); equipment lessor in Bush Leasing, Inc. chapter 11 in Dayton, Ohio (+ \$300 million total debt and + \$4.5 million client claim); equipment lessors in Quaker Coal Company, Inc., et al. chapter 11 in Lexington, Kentucky (+ \$133 million secured debt and + \$5 million clients' claims; creditors committee in Bell Furniture liquidating chapter 11 in Cincinnati, Ohio; creditors committee in Reading Restaurant liquidating chapter 11 in Cincinnati, Ohio; creditors committee in TennOhio Transportation Company liquidating chapter 11 in Columbus, Ohio; principals in bankruptcy estate claim disputes in Dayton, Ohio and Lexington, Kentucky; equipment lessor in structuring and restructuring leases; top ten national bank in workout of + \$15 million in loans involving stock put/call collar; home mortgage and consumer vehicle lenders in foreclosure and bankruptcy collection actions



ULMER & BERNE LLP
ATTORNEYS AT LAW

Internet Address
<http://www.ulmer.com/>

E-mail Address
rboydston@ulmer.com

Richard Boydston
Direct Dial (513) 762-6202

600 Vine Street, Suite 2800
Cincinnati, Ohio 45202-2409
Fax (513) 762-6245

(513) 762-6200

Cleveland
•
Columbus
•
Cincinnati

March 2, 2001

James A. Knauer, Esq.
Kroger, Gardis & Regas
111 Monument Circle, Suite 900
Indianapolis, IN 46204-3059

VIA FAX AT (317) 264-6832

Re: United States Securities and Exchange Commission v.
John E. Brinker, Jr., et al., Defendants and Alpha Advantage II, Inc.,
et al., Relief Defendants; Case Number IP01-0259-C H/G

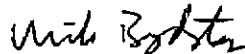
Dear Jim:

The rates range in my firm is as follows:

Partners:	\$210 to \$375
Associates:	\$125 to \$210
Paralegals:	\$85 to \$145

Sincerely,

Ulmer & Berne LLP



Richard Boydston

RB/slb

