

Defendants Castlerock Consulting, LLC, Guardian First Limited, Inc. (a Nevada corporation), Guardian First Limited, Inc. (a Grenada corporation), Wellington Bank & Trust, Ltd., Wellington Capital Holdings, Ltd., Wellington Capital Holdings Limited, Inc., Wellington Capital Holdings, Ltd., Wellington International Investments, Inc., Wellington First International Investments, Inc., and all subsequently numbered Wellington International Investment, Inc. Entities, and Relief Defendant Alpha Advantage II, Inc. on May 1, 2001. On March 29, 2001, James A. Knauer was appointed Receiver over all assets and interests of Relief Defendant Eleven Eighty-Five, LP.

2. The Receiver requires the assistance of counsel so that he may fulfill the responsibilities and exercise the powers of his office.

3. The Receiver desires to employ the Indianapolis, Indiana law firm of Kroger, Gardis & Regas 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. Kroger Gardis & Regas 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.

4. The Receiver discloses to the court that he is a partner in such law firm. The Receiver believes that this relationship will benefit the work he is to perform due to the Receiver's ability to readily delegate work assignments for his counsel at the lowest efficient level and his ability to quickly assign required tasks to personnel with whom he already has a working relationship (such as the Receiver's partners) and, in some cases, is already their superior (such as the firm's associates and legal assistants).

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 the Defendants and any other matter relevant to the case or to the business affairs of such companies which is to be included in the Receiver's accounting.;

C. Matters with regard to the amount of creditor claims;

D. Matters with respect to the existence of claims against third parties, if any;

E. The issuance of third party process as may be necessary to complete the Receiver's assignment 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 Kroger Gardis & Regas are attorneys duly admitted to the practice of law in the United States District Court for the Southern District of Indiana, the United States Court of Appeals for the Seventh 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 Kroger Gardis & Regas 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 Kroger Gardis & Regas has any connection with the creditors of the Defendants, 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.

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


James A. Knauer, Receiver

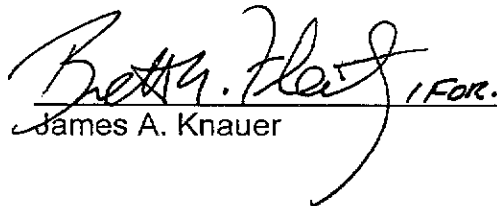
CERTIFICATE OF SERVICE

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 17th day of May, 2001:

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

John E. Brinker, Jr.
746 Stonehill Run
Cincinnati, OH 46245

Gary J. Bentz
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