

follows:

1. On February 27, 2001, the United States Securities and Exchange Commission filed its "Complaint for Permanent Injunction and Other Equitable Relief" ("Complaint") against the Defendants and Relief Defendants herein. On that same date, this Court issued its Order of Permanent Injunction and Other Equitable Relief ("Order").

2. This Court entered its order authorizing the retention of Ulmer & Berne as local counsel to the Receiver on April 26, 2001.

3. This First Interim Application for Compensation and Reimbursement of Expenses is for work on behalf of the Receiver, and all such work performed and services rendered were proper and necessary in order to assist the Receiver in the discharge of his duties as set forth in the Order.

4. All services for which compensation or reimbursement is sought were rendered to the Estate in connection with this proceeding, and represent necessary and proper expenses incurred following the Court's Order.

5. Ulmer & Berne has performed various services, all of which are described in detail in the report of work in process, a copy of which is attached hereto and incorporated by reference herein and marked as Exhibit "A" to this application. The services performed by Ulmer & Berne for and on behalf of the Receiver include, but are not limited to, the following:

- a. The coordination of efforts with the Receiver and his counsel and staff;
- b. The review of documents produced by the Defendants and Relief Defendants;

- c. Service of subpoenas and the taking of depositions of persons and entities located in the Cincinnati, Ohio area;
- d. Representation of the Receiver in Ohio litigation in which the Defendants or Relief Defendants and the Estate may have an interest;
- e. Advising the Receiver on areas of Ohio procedural and substantive law.

6. Exhibit "A" to this Application provides a detail of the time and hourly billing rate for each representative of Ulmer & Berne who has performed services in this case. The total fee requested by Ulmer & Berne is the sum of \$8,274.01.

7. No agreement or understanding exists between Ulmer & Berne and any other person for the sharing of compensation to be received for services rendered in connection with this case.

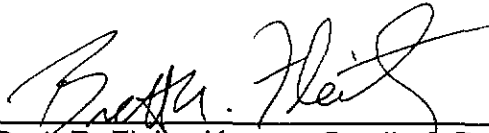
8. Counsel to your Receiver has reviewed Ulmer & Berne's detailed time and expense entries, and finds Ulmer & Berne's services to be appropriate and beneficial to the Estate.

CONCLUSION AND REQUEST FOR RELIEF

The services summarized by this Application were substantial, and were instrumental to the discharge of the Receiver's duties in this case. Ulmer & Berne therefore respectfully requests that the Court award an interim allowance of compensation for fees and expenses in the amount of \$8,274.01, and that the Court provide all other necessary relief.

Respectfully submitted,

Ulmer & Berne, LLP

By: 
Brett R. Fleitz, Kroger, Gardis & Regas
Counsel to Receiver, James A. Knauer

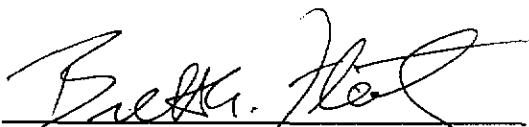
CERTIFICATE OF SERVICE

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 12th day of June, 2001:

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

John E. Brinker, Jr.
9378 Mason-Montgomery Rd., #102
Mason, Ohio 45040

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


Brett R. Fleitz

Kroger, Gardis & Regas
111 Monument Circle, Suite 900
Indianapolis, Indiana 46204-5125
(317) 692-9000

Ulmer & Berne LLP

ATTORNEYS AT LAW

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

(513) 762-6200

Cleveland

•
Columbus

•
Cincinnati

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

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

June 4, 2001

Invoice No.

Client No. 26938
Matter No. 00000

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 No: IP01-0259-C H/G

3/2/01	ARG	1.00	Research regarding various defendants in SEC v. Brinker including ownership of real property in Hamilton County, Butler County, Clermont County and Warren County
3/2/01	AG	1.70	Research in Butler, Warren and Clermont Counties regarding real estate ownership; prepared memo to R. Boydston
3/28/01	RB	.50	Phone conference with and letter to Dwight Packard re status of Eastgate lease to 1185
3/29/01	RB	.30	Phone conferences with Dwight Packard re Eastgate lease to 1185
3/20/01	RB	1.20	Draft answer, counterclaim and cross-claim in Eastgate office lease litigation; phone conference with Brett Fleitz re facts; draft affidavit of interest as to 726 Stonehill; review papers on 3566 W. Legendary Way
4/2/01	RB	.10	Memo to Jacqueline Hobbs re filing copy of complaint and receivership order
4/2/01	AG	.30	Worked on title search on Mount Carmel Tobasco Road property
4/3/01	RB	.50	Review Westerkamps' title report on and phone conference with James Knauer and Brett Fleitz re same and Eastgate office lease



4/3/01	JSH	1.00	Review correspondence, complaint and agreed order from B. Fleitz; review 28 U.S.C. Section 754 requirements and federal and local rules regarding compliance with Section 754 and filing of miscellaneous actions; confer with clerk's office regarding requirements for filing complaint and agreed order as miscellaneous action; prepare civil cover sheet required for filing complaint and agreed order with court; filed complaint and order with court; draft letter to B. Fleitz enclosing copies of file-stamped complaint and agreed order
4/4/01	RB	1.40	Phone conference with James Knauer, Brett Fleitz, Robert Sanker and Dwight Packard re Eastgate office lease and furniture; draft affidavit of interest as to Westerkamp property
4/6/01	RB	.70	Phone conference with Brett Fleitz and conferences with Jacqueline Hobbs re affidavit of Sharon Westerkamp and revise same
4/6/01	JSH	6.90	Several conferences with B. Fleitz regarding injunctive relief and sworn statement of S. Westerkamp; several conferences with R. Boydston regarding same; several conferences with S. Westerkamp regarding meeting with her and her affidavit; conference with J. Knauer regarding Westerkamp affidavit; prepare Westerkamp affidavit; meet with Westerkamp at Eastgate Mall in Cincinnati to discuss her knowledge of 1185 and Brinker assets and for her execution of affidavit; draft letter to B. Fleitz enclosing original affidavit; draft memo to B. Fleitz and J. Knauer summarizing meeting with Westerkamp; draft fax letters to B. Fleitz and J. Knauer attaching summary
4/7/01	RB	.10	Review Jacqueline Hobbs file memo re Sharon Westerkamp interview
4/9/01	BB	1.00	Deliver Receivership Order to Captain's Cove Marina where Baja boat stored by Brinker
4/9/01	JSH	.10	Draft e-mail to D. Packard, counsel for Crowell Company, regarding affidavits of Eastgate and The Crowell Company and attaching same
4/9/01	JSH	.10	Confer with D. Packard, counsel for Crowell Company, regarding Eastgate and The Crowell Company affidavits
4/9/01	JSH	.10	Draft follow-up letter to Captain's Cove Marina regarding Receiver's interest in trailer for Baja boat
4/9/01	JSH	.10	Confer with J. Knauer regarding revised affidavit of S. Westerkamp
4/9/01	JSH	.10	Draft letter to J. Knauer enclosing original (revised) affidavit of S. Westerkamp
4/9/01	JSH	.30	Confer with S. Westerkamp regarding revisions to her original affidavit
4/9/01	JSH	1.10	Travel to Long Horn's Steakhouse in Eastgate area of Cincinnati and met with S. Westerkamp to have her execute revised affidavit

4/9/01	JSH	.20	Confer with B. Fleitz and J. Knauer regarding my interview of S. Westerkamp and providing Captain's Cove Marina copy of Receivership Order
4/9/01	JSH	.10	Review fax letter from J. Knauer regarding revising Affidavit of S. Westerkamp
4/9/01	JSH	.20	Conference call with J. Knauer regarding affidavits of Eastgate (landlord)
4/9/01	JSH	1.30	Prepare affidavits of G. Crowell, D. McDonald, and N. Cotter concerning Brinker's removal of office equipment from Eastgate Office Park premises; draft letter to J. Knauer regarding same
4/9/01	JSH	.50	Review February 27, 2001 Receivership Order to determine scope of asset freeze and obtain information on Baja boat; draft letter to Captain's Cove Marine West regarding Order and enclosing copy of same
4/9/01	JSH	1.60	Revise affidavit of S. Westerkamp and draft e-mail to J. Knauer regarding same
4/9/01	JSH	.30	Confer with D. Packard, counsel for Crowell Company, regarding Eastgate affidavits concerning Brinker removal of office equipment
4/9/01	JSH	.40	Confer with S. Westerkamp regarding additional revisions to her affidavit
4/10/01	JSH	.40	Review title report for Meeker Road property; confer with title company regarding discrepancies in owner information and address and requested new title report with Williamsburg instead of Mt. Orab address
4/10/01	JSH	.50	Draft letter to J. Knauer regarding additional information provided by S. Westerkamp on April 9, 2001
4/11/01	RB	.40	Revise answer and cross-claim on Eastgate office lease complaint and cover letter re same
4/11/01	JSH	.10	Confer with D. Packard, Crowell Company counsel, regarding his clients' affidavits and release to us of the box of 1185 files in possession of his client
4/11/01	JSH	.10	Confer with S. Westerkamp who called me to inquire about status of her affidavit
4/11/01	JSH	.10	Review e-mail from B. Fleitz to J. Knauer regarding his interview of K. McShane
4/12/01	AG	.70	Research regarding 13606 Meeker Road, Mt. Orab, Ohio 45154

4/12/01	JSH	.50	Revise and supplement Affidavits of Facts Relating to Title for 4950 Mt. Carmel Tobasco Road, 4287 Wellington Drive, and 13606 Meeker Road and coordinate exhibits for same
4/12/01	JSH	.30	Confer with Chelsea Title regarding status of title search for 13606 Meeker Road in Williamsburg, Ohio
4/12/01	JSH	.40	Draft e-mail to B. Fleitz and J. Knauer regarding additional information obtained from S. Westerkamp
4/12/01	JSH	.10	Draft e-mail to J. Knauer and B. Fleitz regarding status of Affidavits from Eastgate landlord representatives
4/12/01	JSH	.30	Confer with S. Westerkamp regarding 1306 Meeker Road and purchase/title details of same
4/12/01	JSH	.10	Review e-mail from B. Fleitz regarding SEC receivership over all entities
4/12/01	JSH	.20	Confer with L. Kinley, Holiday Homes, regarding property located at 13606 Meeker Road
4/12/01	JSH	.10	Draft letter to Recorder's Office for filing Affidavits of Facts Relating to Title for Mt. Carmel Tobasco Road, Wellington Drive, and Stonehill Run
4/12/01	JSH	.10	Confer with S. Westerkamp regarding additional information concerning Meeker Road property
4/12/01	JSH	.20	Confer with Holiday Homes Title Department regarding 13606 Meeker Road; confer with R. Boydston, co-counsel, regarding same
4/12/01	JSH	.10	Review deed for 13606 Meeker Road received from Holiday Homes
4/12/01	JSH	.10	Review and respond to e-mail from B. Fleitz regarding additional 1185 property information
4/12/01	JSH	.30	Confer with S. Westerkamp who contact me to discuss additional assets of J. Brinker
4/12/01	JSH	.20	Confer with S. Hlavcek, SEC, regarding Churchill's alleged refund to Carol/John Brinker
4/12/01	JSH	.10	Confer with Churchill's regarding refund received by J. Brinker for special order merchandise purchased by C. Brinker
4/13/01	RB	.70	Research addresses for property allegedly purchased with 1185 funds and conferences with Jacqueline Hobbs re continued investigations/interviews

4/13/01	AG	.20	Telephone conference with Brown County Recorder regarding legal description of 13606 Meeker Road, Mt. Orab
4/13/01	JSH	.20	Review deed from Clermont County Recorder's Office; draft letter enclosing check for payment of same
4/13/01	JSH	.70	Review additional documentation concerning 1185 received from B. Fleitz
4/13/01	JSH	.30	Confer with Home Cinema Systems in order to obtain last name of employee that S. Westerkamp indicated received money from Brinker; draft e-mail to B. Fleitz and J. Knauer regarding same
4/13/01	JSH	.30	Research regarding real estate owned by R. Combest, former employee of Home Cinema Systems
4/13/01	JSH	.30	Prepare Affidavit of Facts Relating to Title for Brittwood property; draft letter to recorder for filing same
4/13/01	JSH	.20	Draft e-mail to B. Fleitz and J. Knauer concerning Brittwood property and property owned by R. Combest
4/13/01	JSH	.10	Confer with Clermont County Recorder's Office regarding deed for 4593 Brittwood Lane
4/13/01	JSH	.10	Review and respond to e-mail from J. Knauer on status of receivership for all companies
4/13/01	JSH	.20	Confer with S. Westerkamp who contacted me to share additional information concerning Brinker assets
4/13/01	JSH	.60	Draft e-mail to B. Fleitz and J. Knauer regarding additional information provided by S. Westerkamp
4/16/01	BB	.80	Researched deed at the County Recorder's office; checked all prior owners
4/16/01	RB	.40	Draft answer to Bentz cross-claim in Eastgate office suite
4/16/01	RB	.40	Phone conference with Brett Fleitz and Jacqueline Hobbs re status and strategies
4/16/01	JSH	.40	Conference with B. Fleitz and R. Boydston regarding strategy for identifying assets and obtaining information concerning same; additional conference with R. Boydston regarding same
4/16/01	JSH	.10	Review information on Michael Drew and Richard Combest and the respective real estate owned by each
4/16/01	JSH	.10	Review and respond to e-mail from B. Fleitz regarding J. Andres' claims

4/17/01	JSH	.30	Draft letter to Three J's Wreckteck regarding removal of 1998 Dodge Viper
4/17/01	JSH	.20	Draft letter to D. Gerner, counsel for J. Andres, regarding Andres' claims relating to Stonehill Run property
4/17/01	JSH	.10	Review additional information on R. Combest and J. Terrill (lack of) interest in real property in Hamilton or Clermont County, Ohio
4/17/01	JSH	.30	Review federal rules for mileage/attendance fees for depositions subpoena duces tecum
4/17/01	JSH	.20	Prepare deposition subpoena duces tecum for Michael Drew
4/17/01	JSH	.10	Confer with Rebecca Adams of D. Gerner's office concerning claims of John Andres and accounting for same
4/17/01	JSH	.10	Review April 10, 2001 correspondence with attachments from P. Schaeffer to confirm no new documents/information contained in same compared to previous copy received from B. Fleitz
4/17/01	JSH	.20	Review Answer, Counterclaim and Cross-Claim of Gary and Beverly Bentz in Eastgate litigation
4/17/01	JSH	.10	Review additional information on address/real estate of R. Combest, former employee of Home Cinema Systems
4/17/01	JSH	.90	Draft letter to J. Knauer and B. Fleitz enclosing Affidavits of Facts Relating to Title filed to date and providing summary of information regarding ownership, mortgages, and Receiver interests
4/17/01	JSH	.50	Conferences with R. Boydston concerning claims of J. Andres and asserting interest on behalf of Receiver in vehicles (Viper and Corvette)
4/17/01	JSH	.10	Review most recent disclosure of 1185 assets from P. Schaeffer to J. Knauer
4/17/01	JSH	.30	Draft letter to Dale Cook Moving and Storage regarding removal of 1998 Corvette
4/18/01	JSH	1.10	Supplement letter to B. Fleitz and J. Knauer attaching Affidavits of Facts Relating to Title filed to date with summary of ownership information, mortgage information, and receiver interest information
4/18/01	JSH	.50	Supplement Affidavit pertaining to Meeker Road with legal description of property; draft letter to Recorder's Office for filing same
4/18/01	JSH	.10	Confer with D. Packard, Crowell Company counsel, regarding his clients' affidavits and box of 1185 files in his client's possession

4/18/01	JSH	.10	Draft e-mail to B. Fleitz and J. Knauer regarding Eastgate Affidavits and color photos of removal of office equipment by Brinker
4/18/01	JSH	.70	Confer with Clerk's office in South Carolina regarding filing order appointing receiver as miscellaneous action; draft e-mail to J. Knauer and B. Fleitz regarding additional certified copies of complaint and order; draft letter to clerk for filing same and complete civil cover sheet
4/18/01	JSH	.10	Review and respond to e-mail from B. Fleitz regarding additional certified copies of complaint and order appointing receiver
4/18/01	JSH	.50	Draft deposition subpoenas duces tecum for D. Quales and R. Combest
4/18/01	JSH	.10	Review and respond to additional e-mail from B. Fleitz concerning filing complaint and order per 28 U.S.C. Section 754
4/20/01	JSH	.10	Draft letter to D. Gerner confirming April 24, 2001 extension to provide Andres accounting for Stonehill Run
4/20/01	JSH	.20	Review correspondence from D. Packard, counsel for Crowell Company, enclosing Affidavits of D. McDonald and G. Crowell and photos of removal of office equipment by J. Brinker; draft letter to J. Knauer and B. Fleitz enclosing same
4/20/01	JSH	.10	Review information on previous criminal record apparently pertaining to R. Combest (former) employee and Home Cinema
4/20/01	JSH	.10	Review correspondence from B. Fleitz enclosing additional certified copies of Complaint and Agreed Order appointing J. Knauer as receiver
4/10/01	JSH	.10	Confer with S. Westerkamp regarding status of her affidavit
4/20/01	JSH	.10	Draft e-mail to D. Packard, Crowell Company's counsel, regarding obtaining box of 1185 files
4/20/01	JSH	.20	Confer with R. Boydston regarding depositions of Michael Drew and Don Quales and subpoenas for same
4/20/01	JSH	.40	Revise deposition subpoenas duces tecum to M. Drew and D. Quales and draft e-mail to J. Knauer and B. Fleitz regarding same; review and respond to e-mail from J. Knauer confirming subpoenas acceptable
4/23/01	JSH	.10	Review correspondence from Dale Cook Moving and Storage concerning storage fees for 1998 Corvette; draft letter to B. Fleitz and J. Knauer regarding same
4/23/01	JSH	.10	Draft follow-up letter to Dale Cook Moving and Storage regarding household goods being stored by Brinker
4/23/01	JSH	.10	Review federal rules of civil procedure concerning requiring M. Drew to travel to Cincinnati for deposition

4/23/01 JSH .30 Prepare subpoenas for service on M. Drew and D. Qualess

4/24/01 JSH .10 Draft e-mail to D. Packard, Crowell Company's counsel, regarding picking up box of 1185 files

4/25/01 JSH .10 Draft follow-up e-mail to D. Packard, Crowell Company's counsel, regarding picking up box of 1185 files

4/25/01 JSH .10 Review and respond to e-mail from D. Packard regarding box of 1185 files

4/25/01 JSH .20 Review and respond to e-mail from B. Fleitz on case status

4/25/01 JSH .10 Review correspondence from D. Gerner, attorney for J. Andres, regarding Land Installment contract for Stonehill Run property

<u>Timekeeper Name</u>	<u>Timekeeper Title</u>	<u>Timekeeper Hourly Rate</u>	<u>Total Timekeeper Hours</u>	<u>Total Timekeeper Fee</u>
Richard Boydston	Partner	\$ 250.00	6.7	\$ 1,675.00
Andrew Giannella	Associate	\$ 165.00	1.00	\$ 165.00
Jacqueline Hobbs	Associate	\$ 150.00	31.9	\$ 4,785.00
Amy Growcock	Paralegal	\$ 120.00	2.9	\$ 348.00
Brendan Blase	Client Services	\$ 50.00	1.8	\$ 90.00
			Expenses:	\$ 1,211.01
			Total:	\$ 8,274.01

ULMER & BERNE LLP

EXPENSES

Court Costs	\$ 30.00
Filing Fee	332.00
3rd Party Delivery Service (e.g. Fed Ex.)	45.00
Travel Expenses00
Mileage	44.99
Document Reproduction	301.35
County Recorder	226.00
Long Distance Telephone	10.91
Telecopier	57.76
Payment	163.00

TOTAL EXPENSES \$1,211.01

TOTAL INVOICE \$8,274.01