

1 Lawrence E. Wilk, #006510
2 **JABURG & WILK, P.C.**
3 3200 North Central Avenue, Suite 2000
4 Phoenix, Arizona 85012
5 (602) 248-1000

6 Attorneys for James C. Sell, Receiver

7 SUPERIOR COURT OF ARIZONA

8 MARICOPA COUNTY

9 ARIZONA CORPORATION COMMISSION,

Case No: CV2003-005724

10 Plaintiff,

**FOURTH APPLICATION FOR INTERIM
COMPENSATION BY MICHAEL W.
CARMEL, SPECIAL COUNSEL FOR
DEBTOR AND DEBTOR IN
POSSESSION**

11 v.

12 AMERICAN NATIONAL MORTGAGE
13 PARTNERS, L.L.C., et al.

(Assigned to the Honorable J. Richard Gama)

14 Defendants.

15 Michael W. Carmel and staff, the duly appointed Special Counsel for Debtor and Debtor
16 in Possession (hereinafter "Carmel"), hereby makes his Fourth Application for Interim
17 Compensation as follows:

18 1. By order of the Court, on June 5, 2003, Michael W. Carmel and staff were
19 appointed to serve as Special Counsel for Debtor and Debtor in Possession in this case. Carmel
20 has been retained to represent the debtor ANMP entities.

21 2. Attached hereto as Exhibit "A" is a detailed statement of the services, which
22 Carmel has performed and the clerical expense incurred in connection herewith. All of the
23 services performed were necessary and proper and were charged at hourly rates approved by the
24 Court.

25 3. This Application covers the period from January 16, 2004 through April 13, 2004
26 (the "Application Period"). Applicant's FOURTH Application for Interim Compensation requests
27 fees in the amount of \$31,305.00.
28

JABURG & WILK, P.C.
ATTORNEY AT LAW
3200 NORTH CENTRAL AVENUE
SUITE 2000
PHOENIX, ARIZONA 85012

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4. Pursuant to a previous order of the Court, which allowed Applicant to be paid eighty percent (80%) of his fees, or \$25,044.00. Applicant has not been paid any fees from the Receivership Estate during the Application Period, leaving a current unpaid balance due Applicant of \$31,305.00.

WHEREFORE, Applicant requests that the Court enter an Order:

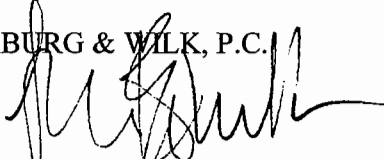
A. Approving Michael W. Carmel's fees for the period from January 16, 2004 through April 13, 2004 in the total amount of \$31,305.00.

B. Authorizing and directing the Receiver to pay the unpaid balance of fees in the amount of \$31,305.00 to the Special Counsel for Debtor and Debtor in Possession at such time as the Receivership Estate, subject to offset for fees from the Dexter Bankruptcy Estate, has sufficient funds.

DATED this 12th day of July, 2004.



Michael W. Carmel,
Special Counsel for Debtor in Possession

JABURG & WILK, P.C.


Lawrence E. Wilk
3200 North Central, Suite 2000
Phoenix, Arizona 85012
Attorneys for Receiver

FEES/COSTS SUMMARY

February 27, 2004

Michael W. Carmel, Ltd.
80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Re: Period covered January 16, 2004 through February 6, 2004

TOTAL FEES:	\$16,245.00
TOTAL 80% Fees	\$12,996.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

RECEIVED FEB 19 2004

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74TH ST LLC - CASTLE/DEXTER
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk, Esq.
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

February 15, 2004

Invoice #: 14532
File #: 883

In Reference To: In re: Dexter Distributing Corporation, et al.
In re: Castle Megastore Corporation

Professional services

Hrs/Rate

CASE ADMINISTRATION

02/05/04	MWC	Telephone call from Investor re: status CASE ADMINISTRATION	0.20 300.00/hr
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Amount

SUBTOTAL: [0.20 60.00]

FEE/EMPLOYMENT APPLICATIONS

01/29/04	MWC	Review and revise fee narrative/application FEE/EMPLOYMENT APPLICATIONS	1.00 300.00/hr
02/05/04	MWC	Review fee applications of Committee professionals FEE/EMPLOYMENT APPLICATIONS	0.70 300.00/hr

SUBTOTAL: [1.70 510.00]

Hrs/Rate

LITIGATION

02/06/04	MWC	Review appeal by Gramlich and Motion for Leave to Appeal LITIGATION	0.70 300.00/hr
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SUBTOTAL:

			<u>Amount</u>
[0.70		210.00]

PLAN AND DISCLOSURE STATEMENT

01/29/04	MWC	Review drafts of Confirmation Order PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
02/05/04	MWC	Work on post-confirmation issues PLAN AND DISCLOSURE STATEMENT	1.50 300.00/hr

SUBTOTAL:

[1.80	540.00]
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For professional services rendered

			4.40	\$1,320.00
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Previous balance

				\$89,370.00
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Balance due

				<u>\$90,690.00</u>
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MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74th ST LLC/ANMP
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

February 15, 2004

File #: 860

In Reference To: ANMP 74TH ST. LLC; ANMP
Bankruptcy Proceedings

	<u>Amount</u>
Previous balance	\$57,417.38
Balance due	<u><u>\$57,417.38</u></u>

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

RECEIVED FEB 19 2004

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74TH ST LLC - CASTLE/DEXTER
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk, Esq.
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

January 29, 2004

Invoice #: 14528

File #: 883

In Reference To: In re: Dexter Distributing Corporation, et al.
In re: Castle Megastore Corporation

Professional services

Hrs/Rate

FEE/EMPLOYMENT APPLICATIONS

01/28/04	MWC	Prepare updated fee application and narrative FEE/EMPLOYMENT APPLICATIONS	1.50 300.00/hr
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Amount

SUBTOTAL:	[1.50	450.00]
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PLAN AND DISCLOSURE STATEMENT

01/16/04	MWC	Review discovery requests by Gramlich and Request for Expedited Response PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
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MWC	Telephone call to Larry re: discovery issue PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr
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MWC	Review pleadings filed by Gramlich re: attempted vote change PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr
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			<u>Hrs/Rate</u>
01/16/04	MWC	Research issues raised by Gramlich PLAN AND DISCLOSURE STATEMENT	2.25 300.00/hr
	MWC	Work on preparing argument re: ballot change issue PLAN AND DISCLOSURE STATEMENT	2.00 300.00/hr
	MWC	Meet with Taylor re: strategy for 47 ballot change motion PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr
01/19/04	MWC	Work on review/revise Debtor's Response to Dellheim motion PLAN AND DISCLOSURE STATEMENT	1.50 300.00/hr
	MWC	Review various drafts to Pretrial Statement PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr
01/20/04	MWC	Review final version of pre-trial on Plan PLAN AND DISCLOSURE STATEMENT	0.60 300.00/hr
	MWC	Meet with Debtor's counsel for strategy on Plan Trial PLAN AND DISCLOSURE STATEMENT	1.50 300.00/hr
	MWC	Prepare for Plan Trial PLAN AND DISCLOSURE STATEMENT	4.25 300.00/hr
	MWC	Attend hearing on pre-trial conference PLAN AND DISCLOSURE STATEMENT	1.25 300.00/hr
01/21/04	MWC	Continue trial preparation on Plan PLAN AND DISCLOSURE STATEMENT	2.75 300.00/hr
	MWC	Attend trial PLAN AND DISCLOSURE STATEMENT	2.50 300.00/hr
	MWC	Review Court Order re Rule 3018 issue PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr
01/22/04	MWC	Meet with Jim re: testimony PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr
	MWC	Attend continued Plan Trial PLAN AND DISCLOSURE STATEMENT	1.70 300.00/hr

		<u>Hrs/Rate</u>	
01/22/04	MWC Start to prepare for interest rate issues on secured creditor objections PLAN AND DISCLOSURE STATEMENT	2.75 300.00/hr	
01/23/04	MWC Research on interest rate and other confirmation issues PLAN AND DISCLOSURE STATEMENT	2.50 300.00/hr	
	MWC Review pleadings re: Committee settlement PLAN AND DISCLOSURE STATEMENT	0.75 300.00/hr	
01/25/04	MWC Review declarations of interest rate experts for Plan trial PLAN AND DISCLOSURE STATEMENT	0.70 300.00/hr	
01/26/04	MWC Attend continued Confirmation Trial PLAN AND DISCLOSURE STATEMENT	5.50 300.00/hr	
01/27/04	MWC Prepare for continued testimony on interest rate PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr	
	MWC Attend continued Confirmation Trial PLAN AND DISCLOSURE STATEMENT	4.50 300.00/hr	
01/28/04	MWC Prepare for closing argument PLAN AND DISCLOSURE STATEMENT	1.75 300.00/hr	
	MWC Attend closing argument on Confirmation PLAN AND DISCLOSURE STATEMENT	4.00 300.00/hr	
SUBTOTAL:		[48.25	<u>Amount</u> 14,475.00]
For professional services rendered		49.75	\$14,925.00
Previous balance			\$74,445.00
Balance due			<u>\$89,370.00</u>



FEES/COSTS SUMMARY

March 31, 2004

Michael W. Carmel, Ltd.
80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Re: Period covered February 17, 2004 through March 15, 2004

<u>TOTAL FEES:</u>	<u>\$ 7,380.00</u>
TOTAL 80% Fees	\$ 5,904.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74th ST LLC/ANMP
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

March 15, 2004

Invoice #: 14569

File #: 860

In Reference To: ANMP 74TH ST. LLC; ANMP
Bankruptcy Proceedings

Professional services

Hrs/Rate

RELIEF FROM STAY PROCEEDINGS

02/23/04 MWC Attend lift stay hearing on La Familia
RELIEF FROM STAY PROCEEDINGS

0.50
300.00/hr

Amount

SUBTOTAL:

[0.50 150.00]

For professional services rendered

0.50 \$150.00

Previous balance

\$57,417.38

Balance due

\$57,567.38

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MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74TH ST LLC - CASTLE/DEXTER
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk, Esq.
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

March 15, 2004

Invoice #: 14568
File #: 883

In Reference To: In re: Dexter Distributing Corporation, et al.
In re: Castle Megastore Corporation

Professional services

			<u>Hrs/Rate</u>	
<u>BUSINESS OPERATIONS</u>				
02/22/04	MWC	Review United States Trustee's Notice of Noncompliance BUSINESS OPERATIONS	0.20 300.00/hr	
			_____	<u>Amount</u>
SUBTOTAL:			[0.20	60.00]
<u>FEE/EMPLOYMENT APPLICATIONS</u>				
02/24/04	MWC	Start work on fee issues FEE/EMPLOYMENT APPLICATIONS	1.25 300.00/hr	
03/01/04	MWC	Telephone call from Bob Miller re: fee issues FEE/EMPLOYMENT APPLICATIONS	0.40 300.00/hr	
03/02/04	MWC	Prepare for fee hearing issues FEE/EMPLOYMENT APPLICATIONS	1.75 300.00/hr	

			<u>Hrs/Rate</u>	
03/03/04	MWC	Review Committee Reply Brief and prepare for fee hearings FEE/EMPLOYMENT APPLICATIONS	1.20 300.00/hr	
	MWC	Attend hearing on fees FEE/EMPLOYMENT APPLICATIONS	3.00 300.00/hr	
03/14/04	MWC	Review Judge Haines' Orders on fees FEE/EMPLOYMENT APPLICATIONS	0.40 300.00/hr	
				<u>Amount</u>
SUBTOTAL:			[8.00	2,400.00]
<u>FEE/EMPLOYMENT OBJECTIONS</u>				
02/23/04	MWC	Review Committee Objection to fee application FEE/EMPLOYMENT OBJECTIONS	0.10 300.00/hr	
02/25/04	MWC	Review Debtor's Objection to Bryan Cave's fees FEE/EMPLOYMENT OBJECTIONS	0.30 300.00/hr	
	MWC	Prepare Joinder FEE/EMPLOYMENT OBJECTIONS	0.10 300.00/hr	
	MWC	Review documents and research re: fee issues FEE/EMPLOYMENT OBJECTIONS	2.50 300.00/hr	
02/29/04	MWC	Work on reply to Committee's objection to fees FEE/EMPLOYMENT OBJECTIONS	0.60 300.00/hr	
SUBTOTAL:			[3.60	1,080.00]
<u>LITIGATION</u>				
03/15/04	MWC	Review pleadings in Castle case and appellate work LITIGATION	2.20 300.00/hr	
SUBTOTAL:			[2.20	660.00]

			<u>Hrs/Rate</u>	
<u>PLAN AND DISCLOSURE STATEMENT</u>				
02/17/04	MWC	Review Olympia's Motion to Alter re: Plan Order PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
	MWC	Review Mortgages Ltd's Joinder and Supplement re: Plan Order PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
	MWC	Review documents re: Plan Order PLAN AND DISCLOSURE STATEMENT	2.70 300.00/hr	
02/18/04	MWC	Review Friends' Joinder re: Motion to Alter Plan Order PLAN AND DISCLOSURE STATEMENT	0.10 300.00/hr	
02/22/04	MWC	Review pleadings re: appeals PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr	
02/26/04	MWC	Start review of documents re: consummating Plan PLAN AND DISCLOSURE STATEMENT	1.70 300.00/hr	
	MWC	Start work on Reply to Committee's Objection to Fees PLAN AND DISCLOSURE STATEMENT	1.25 300.00/hr	
02/27/04	MWC	Meet with parties re: effective date issues PLAN AND DISCLOSURE STATEMENT	1.10 300.00/hr	
03/03/04	MWC	Review Reply Brief re: secured creditor position to amend Plan PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
	MWC	Prepare for hearing on creditor Motion to Amend PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr	
	MWC	Meet with Vern after hearing re: Effective Date issues PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr	
03/14/04	MWC	Review Committee's Security Agreement drafts PLAN AND DISCLOSURE STATEMENT	0.75 300.00/hr	
			_____	<u>Amount</u>
SUBTOTAL:			[10.10	3,030.00]

	<u>Hours</u>	<u>Amount</u>
For professional services rendered	24.10	\$7,230.00
Previous balance		\$90,690.00
03/09/04 Payment - thank you		-\$50,000.00
Balance due		<u>\$47,920.00</u>



FEES/COSTS SUMMARY

April 27, 2004

Michael W. Carmel, Ltd.
80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Re: Period covered March 15, 2004 through April 13, 2004

<u>TOTAL FEES:</u>	<u>\$ 7,680.00</u>
TOTAL 80% Fees	\$ 6,144.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74th ST LLC/ANMP
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

April 15, 2004

Invoice #: 14600

File #: 860

In Reference To: ANMP 74TH ST. LLC; ANMP
Bankruptcy Proceedings

Professional services

Hrs/Rate

ASSET ANALYSIS & RECOVERY:

04/13/04	MWC	Meet with State and Federal investigators re: matter with Larry and Jim	2.50
		ASSET ANALYSIS & RECOVERY:	300.00/hr

SUBTOTAL:

		<u>Amount</u>
[2.50	750.00]

CASE ADMINISTRATION

04/02/04	MWC	Start work on documents for Schedules	1.00
		CASE ADMINISTRATION	300.00/hr
04/06/04	MWC	Meet with Jim and Larry re: Schedules	1.00
		CASE ADMINISTRATION	300.00/hr
	MWC	Work on review of papers re: Schedules	2.00
		CASE ADMINISTRATION	300.00/hr

			<u>Hrs/Rate</u>	
04/07/04	MWC	Telephone call from creditor re: status CASE ADMINISTRATION	0.20 300.00/hr	
04/09/04	MWC	Work on documents for Schedules CASE ADMINISTRATION	2.00 300.00/hr	
04/12/04	MWC	Work on items for Schedules CASE ADMINISTRATION	1.00 300.00/hr	
			_____	<u>Amount</u>
SUBTOTAL:			[7.20	2,160.00]
<u>RELIEF FROM STAY PROCEEDINGS</u>				
04/01/04	MWC	Review lift stay filed by First International Bank and related exhibits RELIEF FROM STAY PROCEEDINGS	0.30 300.00/hr	
SUBTOTAL:			[0.30	90.00]
For professional services rendered			10.00	\$3,000.00
Previous balance				\$57,567.38
03/15/04		Credit for balance transferred to Dexter account as of 11/15/03 billing for Dexter-related services		-\$44,220.00
Balance due				<u><u>\$16,347.38</u></u>

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, Arizona 85012
(602) 264-4965

Employer I.D. No. 86-0538615

Submitted to:
ANMP 74TH ST LLC - CASTLE/DEXTER
c/o JABURG & WILK P.C.
Attn: Lawrence E. Wilk, Esq.
3200 N. Central Ave., #2000
Phoenix AZ 85012-2440

April 15, 2004

Invoice #: 14599

File #: 883

In Reference To: In re: Dexter Distributing Corporation, et al.
In re: Castle Megastore Corporation

Professional services

	<u>Hrs/Rate</u>	<u>Amount</u>
03/18/04 MWC Telephone call from Bob Miller re: fee issue	0.30 300.00/hr	
03/25/04 MWC Review confirmation documents from Committee	1.25 300.00/hr	
SUBTOTAL:	[1.55	465.00]
<u>LITIGATION</u>		
03/23/04 MWC Work on appeal LITIGATION	1.25 300.00/hr	
SUBTOTAL:	[1.25	375.00]

			<u>Hrs/Rate</u>	
<u>PLAN AND DISCLOSURE STATEMENT</u>				
03/19/04	MWC	Review documents re: Coleman Plan PLAN AND DISCLOSURE STATEMENT	0.80 300.00/hr	
03/23/04	MWC	Review Motion re: Coleman payment to fund Plan PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr	
	MWC	Review Response re: Coleman Chapter 13 eligibility PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr	
03/24/04	MWC	Work on documents re: Plan confirmation/consummation PLAN AND DISCLOSURE STATEMENT	2.80 300.00/hr	
03/26/04	MWC	Prepare for 3/29 hearing and review various drafts of agreements PLAN AND DISCLOSURE STATEMENT	1.75 300.00/hr	
03/28/04	MWC	Review pleadings and final drafts of agreements for Effective Date issues PLAN AND DISCLOSURE STATEMENT	1.25 300.00/hr	
03/29/04	MWC	Meet with Larry and Jim re: strategy; miscellaneous issues PLAN AND DISCLOSURE STATEMENT	1.50 300.00/hr	
	MWC	Meet with Committee representatives re: issues at afternoon hearing PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr	
	MWC	Attend hearing re: Final Decree and Taylor Coleman issues PLAN AND DISCLOSURE STATEMENT	2.50 300.00/hr	
	MWC	Meet with parties re: Coleman issues PLAN AND DISCLOSURE STATEMENT	0.50 300.00/hr	
			<u> </u>	<u>Amount</u>
SUBTOTAL:			[12.80	3,840.00]
			<u> </u>	<u> </u>
For professional services rendered			15.60	\$4,680.00
Previous balance				\$47,920.00

	<u>Amount</u>
Balance due	<u>\$52,600.00</u>