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

Attorneys for James C. Sell, Receiver

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

ARIZONA CORPORATION COMMISSION,

Plaintiff,

v.

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

Defendants.

Case No: CV2003-005724

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

(Assigned to the Honorable J. Richard Gama)

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

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

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

3. This Application covers the period from April 14, 2004 through July 15, 2004 (the "Application Period"). Applicant's Fifth Application for Interim Compensation requests fees in the amount of \$36,600.00.

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

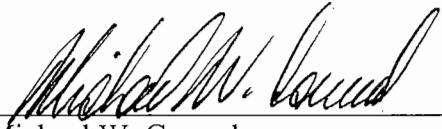
1 4. Pursuant to a previous order of the Court, which allowed Applicant to be paid
2 eighty percent (80%) of his fees, or \$29,280, Applicant was entitled to be paid fees from the
3 Receivership Estate during the Application Period, leaving a current unpaid balance due
4 Applicant of \$7,320.00.

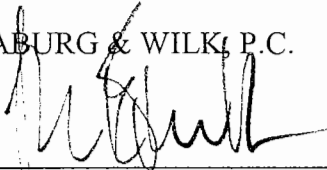
5
6 WHEREFORE, Applicant requests that the Court enter an Order:

7 A. Approving Michael W. Carmel's fees for the period from April 14, 2004 through
8 July 15, 2004 in the total amount of \$36,600.00.

9 B. Authorizing and directing the Receiver to pay the unpaid balance of fees set forth
10 in Paragraph A above to the Special Counsel for Debtor and Debtor in Possession at such time as
11 the Receivership Estate has sufficient funds.

12 DATED this 31 day of August, 2004.

13
14
15 
16 Michael W. Carmel,
17 Special Counsel for Debtor in Possession

18 JABURG & WILK, P.C.
19 
20 Lawrence E. Wilk
21 3200 North Central, Suite 2000
22 Phoenix, Arizona 85012
23 Attorneys for Receiver
24
25
26
27
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FEES/COSTS SUMMARY

August 8, 2004

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

Re: Period covered June 16, 2004 through July15, 2004

<u>TOTAL FEES:</u>	<u>\$15,630.00</u>
TOTAL 80% Fees	\$12,504.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, AZ 85012-2334
Fax: (602) 264-4965
(602) 277-0144

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

July 15, 2004

Invoice 14693
#:

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

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>CASE ADMINISTRATION</u>		
6/23/2004 Meet with Larry and Bob Hubbard re: Schedules to be filed	2.00 300.00/hr	600.00
6/29/2004 Work on Schedules	3.80 300.00/hr	1,140.00
Telephone call to Taylor Ashworth re: Castle payments	0.25 300.00/hr	75.00
7/1/2004 Review drafts on some Schedules	1.00 300.00/hr	300.00
7/8/2004 Work on Schedules issues	3.25 300.00/hr	975.00
SUBTOTAL:	[10.30	3,090.00]
<u>CLAIMS ADMIN. & OBJECTIONS</u>		
6/21/2004 Meet with Jim, Larry, Steve Brown re: resolution of McGill money	1.75 300.00/hr	525.00
Attend hearing on Coleman deal and meet with Lyman and Terry re: McGill	2.00 300.00/hr	600.00

	<u>Hrs/Rate</u>	<u>Amount</u>
SUBTOTAL:	[3.75	1,125.00]
<u>FEE/EMPLOYMENT APPLICATIONS</u>		
7/6/2004 Work on fee issues in Castle	1.75 300.00/hr	525.00
7/12/2004 Prepare for hearing on Objections to fee requests	3.80 300.00/hr	1,140.00
7/13/2004 Review Affidavit and work on fee hearing re: Bryan Cave request	2.75 300.00/hr	825.00
7/14/2004 Attend hearing on Miller fees	0.50 300.00/hr	150.00
SUBTOTAL:	[8.80	2,640.00]
<u>LITIGATION</u>		
6/16/2004 Work on documents for consolidation	3.75 300.00/hr	1,125.00
6/17/2004 Work on consolidation of entities	2.40 300.00/hr	720.00
6/18/2004 Work on appeal issues in Dexter from secured creditors	2.70 300.00/hr	810.00
6/22/2004 Work on appeal	4.25 300.00/hr	1,275.00
6/28/2004 Negotiations on McGill resolution	0.30 300.00/hr	90.00
Work on appeal issue	3.60 300.00/hr	1,080.00
6/30/2004 Work on appeal issues	2.70 300.00/hr	810.00

	<u>Hrs/Rate</u>	<u>Amount</u>
7/14/2004 Meet with Taylor Ashworth re: strategy	1.50 300.00/hr	450.00
	-----	-----
SUBTOTAL:	[21.20	6,360.00]
<u>PLAN AND DISCLOSURE STATEMENT</u>		
6/24/2004 Work on preliminary items for Plan	5.25 300.00/hr	1,575.00
7/9/2004 Work on items for Disclosure Statement	2.80 300.00/hr	840.00
	-----	-----
SUBTOTAL:	[8.05	2,415.00]
	-----	-----
For professional services rendered	52.10	\$15,630.00
Previous balance		\$37,317.38
6/24/2004 Payment - thank you. Check No. 125		(\$11,593.25)

Total payments and adjustments		(\$11,593.25)

Balance due		<u><u>\$41,354.13</u></u>

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue

Phoenix, AZ 85012-2334

Fax: (602) 264-4965

(602) 277-0144

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

July 15, 2004

Invoice

#:

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

	<u>Amount</u>
Previous balance	\$32,915.00
Balance due	<u><u>\$32,915.00</u></u>

FEES/COSTS SUMMARY

June 30, 2004

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

Re: Period covered May 14, 2004 through June 15, 2004

<u>TOTAL FEES:</u>	<u>\$12,810.00</u>
TOTAL 80% Fees	\$10,248.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, AZ 85012-2334

Fax: (602) 264-4965
(602) 277-0144

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

June 15, 2004

Invoice 14664
#:

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

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>ASSET ANALYSIS & RECOVERY:</u>		
6/15/2004 Review case law on Secluded Lane issue	0.50 300.00/hr	1 50.00
SUBTOTAL:	[0.50	1 50.00]
<u>ASSET DISPOSITION</u>		
5/17/2004 Attend hearing on secluded Lane auction	0.50 300.00/hr	1 50.00
SUBTOTAL:	[0.50	1 50.00]
<u>CASE ADMINISTRATION</u>		
5/21/2004 Work on consolidation issue	2.70 300.00/hr	810.00
6/14/2004 Telephone call to Vern re: status of matters	0.30 300.00/hr	90.00
6/15/2004 Meet with Larry and Jim re: miscellaneous issues	1.50 300.00/hr	450.00

	<u>Hrs/Rate</u>	<u>Amount</u>
SUBTOTAL:	[4.50	1,350.00]
<u>CLAIMS ADMIN. & OBJECTIONS</u>		
6/8/2004 Work on claims review	2.70 300.00/hr	810.00
SUBTOTAL:	[2.70	810.00]
<u>FEE/EMPLOYMENT APPLICATIONS</u>		
6/1/2004 Telephone call from Vern re: fee issues	0.40 300.00/hr	120.00
6/2/2004 Attend fee hearings	0.50 300.00/hr	150.00
Review pleadings re: various professionals' fees	0.40 300.00/hr	120.00
SUBTOTAL:	[1.30	390.00]
<u>LITIGATION</u>		
5/18/2004 Attend hearing re settlements in Coleman case	0.50 300.00/hr	150.00
5/19/2004 Review settlement letters with Gramlich	0.30 300.00/hr	90.00
5/21/2004 Review Motion re: Coleman Agreement	0.25 300.00/hr	75.00
Review Coleman Stipulation	0.40 300.00/hr	120.00
5/25/2004 Review motions re: Coleman deal	0.75 300.00/hr	225.00
5/26/2004 Continue work on Dexter issues	2.75 300.00/hr	825.00

	<u>Hrs/Rate</u>	<u>Amount</u>
6/7/2004 Work on appeal issues	3.60 300.00/hr	1,080.00
6/14/2004 Work on consolidation issues	2.40 300.00/hr	720.00
SUBTOTAL:	[10.95	3,285.00]
<u>PLAN AND DISCLOSURE STATEMENT</u>		
5/17/2004 Work on compiling documents re: Plan	3.20 300.00/hr	960.00
5/19/2004 Start initial work on Plan formulation	4.50 300.00/hr	1,350.00
5/20/2004 Continue work for plan	3.75 300.00/hr	1,125.00
5/25/2004 Continue document review re: initial work for Disclosure Statement	2.80 300.00/hr	840.00
5/28/2004 Work on Plan documents	2.00 300.00/hr	600.00
6/1/2004 Continue compiling information for Disclosure Statement	3.25 300.00/hr	975.00
6/2/2004 Continue work on Disclosure Statement documents	2.75 300.00/hr	825.00
SUBTOTAL:	[22.25	6,675.00]
For professional services rendered	42.70	\$12,810.00
Previous balance		\$24,507.38
Balance due		<u><u>\$37,317.38</u></u>

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MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue

Phoenix, AZ 85012-2334

Fax: (602) 264-4965

(602) 277-0144

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

June 15, 2004

Invoice

#:

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

	<u>Amount</u>
Previous balance	\$52,600.00
5/21/2004 Payment - thank you. Check No. 108042	(\$19,685.00)
Total payments and adjustments	(\$19,685.00)
Balance due	<u>\$32,915.00</u>

FEES/COSTS SUMMARY

May 26, 2004

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

Re: Period covered April 19, 2004 through May 13, 2004

<u>TOTAL FEES:</u>	<u>\$ 8,160.00</u>
TOTAL 80% Fees	\$ 6,528.00

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, AZ 85012-2334

Fax: (602) 264-4965
(602) 277-0144

Employer I.D. No. 86-0538615

RECEIVED MAY 2 7

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

May 15, 2004

Invoice #: 14634

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

Professional Services

Hrs/Rate Amount

BUSINESS OPERATIONS

4/19/2004 Review Operating Reports

0.30 90.00
300.00/hr

SUBTOTAL:

[0.30 90.00]

RELIEF FROM STAY PROCEEDINGS

4/19/2004 Review documents on lift stay by First International Trust

0.40 120.00
300.00/hr

SUBTOTAL:

[0.40 120.00]

BUSINESS OPERATIONS

4/27/2004 Telephone call from Larry re: Maureen Gaughan issue

0.20 60.00
300.00/hr

SUBTOTAL:

[0.20 60.00]

	<u>Hrs/Rate</u>	<u>Amount</u>
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LITIGATION

5/5/2004 Attend meeting with Dave, Schian, Wilk, Ashworth re: Coleman	3.50 300.00/hr	1,050.00
5/4/2004 Attend hearing on Lungarno settlement	0.20 300.00/hr	60.00
Telephone call from Taylor Ashworth re: Coleman negotiations	0.30 300.00/hr	90.00
Prepare for hearing on 5/4 re: settlement	1.00 300.00/hr	300.00
	<hr/>	<hr/>
SUBTOTAL:	[5.00	1,500.00]

PLAN AND DISCLOSURE STATEMENT

5/4/2004 Review Dexter Plan re: claims issues and analyze claims	3.80 300.00/hr	1,140.00
	<hr/>	<hr/>
SUBTOTAL:	[3.80	1,140.00]

LITIGATION

4/28/2004 Meet with Larry, Dave and Taylor re: claims against Coleman	0.40 300.00/hr	120.00
Meet with Dale Schian, Taylor and Vern re: Coleman negotiations	1.75 300.00/hr	525.00
	<hr/>	<hr/>
SUBTOTAL:	[2.15	645.00]

BUSINESS OPERATIONS

5/6/2004 Work on documents for Schedules	2.00 300.00/hr	600.00
	<hr/>	<hr/>
SUBTOTAL:	[2.00	600.00]

	<u>Hrs/Rate</u>	<u>Amount</u>
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CASE ADMINISTRATION

5/6/2004 Attend meeting with Investors re: status	2.50 300.00/hr	750.00
SUBTOTAL:		[2.50 750.00]

LITIGATION

5/11/2004 Work on briefing issues re: appeals	3.40 300.00/hr	1,020.00
Meet with Larry, Jim, Dave, Dale and Taylor re: Coleman case	2.75 300.00/hr	825.00
SUBTOTAL:		[6.15 1,845.00]

CLAIMS ADMIN. & OBJECTIONS

5/11/2004 Review claims filed	1.50 300.00/hr	450.00
SUBTOTAL:		[1.50 450.00]

CASE ADMINISTRATION

5/13/2004 Analyze and review Owens/Vescio claims	0.50 300.00/hr	150.00
SUBTOTAL:		[0.50 150.00]

BUSINESS OPERATIONS

5/13/2004 Work on documents for Schedules	2.70 300.00/hr	810.00
SUBTOTAL:		[2.70 810.00]

	<u>Hours</u>	<u>Amount</u>
For professional services rendered	27.20	\$8,160.00
Previous balance		\$16,347.38
Balance due		<u>\$24,507.38</u>

RECEIVED MAY 21 2004

MICHAEL W. CARMEL, LTD.

80 East Columbus Avenue
Phoenix, AZ 85012-2334

Fax: (602) 264-4965
(602) 277-0144

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

May 15, 2004

Invoice #:

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

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