

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,

**THIRD 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 Third 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 October 20, 2003 through January 15,  
26 2004 (the "Application Period"). Applicant's Third Application for Interim Compensation  
27 requests fees in the amount of \$31,950.00.

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

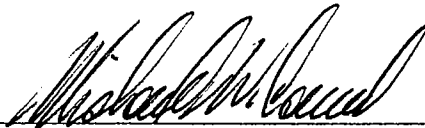
1           4. Pursuant to a previous order of the Court, which allowed Applicant to be paid  
2 eighty percent (80%) of his fees, or \$25,560.00. Applicant has not been paid any fees from the  
3 Receivership Estate during the Application Period, leaving a current unpaid balance due  
4 Applicant of \$31,950.00.

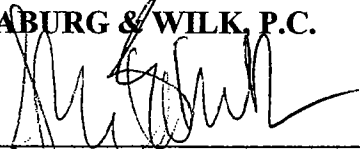
5           WHEREFORE, Applicant requests that the Court enter an Order:

6           A. Approving Michael W. Carmel's fees for the period from October 20, 2003  
7 through January 15, 2004 in the total amount of \$31,950.00.

8           B. Authorizing and directing the Receiver to pay the unpaid balance of fees and  
9 clerical expenses in the amount of \$31,950.00 to the Special Counsel for Debtor and Debtor in  
10 Possession at such time as the Receivership Estate, subject to offset for fees from the Dexter  
11 Bankruptcy Estate, has sufficient funds.

12           DATED this 15<sup>th</sup> day of April, 2004.

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

18 **JABURG & WILK, P.C.**  
19   
20 \_\_\_\_\_  
21 Lawrence E. Wilk  
22 3200 North Central, Suite 2000  
23 Phoenix, Arizona 85012  
24 Attorneys for Receiver  
25  
26  
27  
28

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

**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

January 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>\$57,417.38</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

January 15, 2004

Invoice #: 14493  
File #: 883

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

Professional services

			<u>Hrs/Rate</u>	
01/05/04	MWC	Meet with Vern re: case	0.80 300.00/hr	
	MWC	Telephone call from Larry Wilk re: status	0.20 300.00/hr	
	MWC	Conference call with Taylor and Bob Miller to resolve Committee objections	1.00 300.00/hr	
01/07/04	MWC	Review Friends' Plan and Disclosure Statement	1.00 300.00/hr	
	MWC	Telephone call from Taylor re: Friends' Plan	0.20 300.00/hr	
01/12/04	MWC	Review exhibits to Debtors' Response on Friends' issues	1.00 300.00/hr	
01/13/04	MWC	Research on issue raised by Gramlich on Ballot changes	3.00 300.00/hr	
SUBTOTAL:			[ 7.20	<u>Amount</u> 2,160.00]

Hrs/RatePLAN AND DISCLOSURE STATEMENT

12/17/03	MWC	Review correspondence on Committee's position on Plan negotiations PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
12/19/03	MWC	Work on confirmation issues and changes to Plan PLAN AND DISCLOSURE STATEMENT	2.80 300.00/hr
12/31/03	MWC	Review revisions and negotiations between Committee/Debtor re: Plan PLAN AND DISCLOSURE STATEMENT	0.80 300.00/hr
01/02/04	MWC	Review appraisals/declarations of experts for confirmation hearing PLAN AND DISCLOSURE STATEMENT	2.80 300.00/hr
01/07/04	MWC	Review changes to Plan re: Committee Stipulation PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr
	MWC	Telephone call from Larry Wilk re: Friends Plan PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr
	MWC	Review Gramlich letter and draft Motion re: Ballot PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
01/08/04	MWC	Review Friends' Plan and Disclosure Statement PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr
	MWC	Work on confirmation issues PLAN AND DISCLOSURE STATEMENT	2.00 300.00/hr
01/09/04	MWC	Review Friends' Plan and Disclosure Statement PLAN AND DISCLOSURE STATEMENT	1.20 300.00/hr
	MWC	Telephone call to Taylor Ashworth re: Friends' Plan and 1/12/04 hearing PLAN AND DISCLOSURE STATEMENT	0.60 300.00/hr
	MWC	Telephone call to Bob Miller re: status of Stipulation on Debtor's Plan PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr

			<u>Hrs/Rate</u>	
01/09/04	MWC	Review draft of Debtor's Response to Friends' pleadings PLAN AND DISCLOSURE STATEMENT	0.25 300.00/hr	
	MWC	Prepare draft of Response to Friends' pleadings PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr	
01/12/04	MWC	Review Committee's proposed changes to Stipulation and Plan PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr	
	MWC	Meet with Dave Dow re: Friends' Plan PLAN AND DISCLOSURE STATEMENT	0.70 300.00/hr	
	MWC	Attend hearing on various issues PLAN AND DISCLOSURE STATEMENT	2.00 300.00/hr	
01/14/04	MWC	Telephone call from Larry re: Gramlich letter PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
	MWC	Work on confirmation issues re: Castle Plan PLAN AND DISCLOSURE STATEMENT	1.75 300.00/hr	
01/15/04	MWC	Review Schweigert Declaration for confirmation hearing PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr	
	MWC	Prepare for confirmation hearing PLAN AND DISCLOSURE STATEMENT	3.80 300.00/hr	
	MWC	Research on Rule 3018 issue PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr	
			<hr/>	<u>Amount</u>
SUBTOTAL:			[ 25.10	7,530.00]
			<hr/>	<hr/>
For professional services rendered			32.30	\$9,690.00
Previous balance				\$64,755.00
Balance due				<hr/> <hr/> \$74,445.00



**FEES/COSTS SUMMARY**

December 29, 2003

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

Re: Period covered November 19, 2003 through December 11, 2003

<u>TOTAL FEES:</u>	<u>\$11,130.00</u>
<b>TOTAL 80% Fees</b>	<b>\$ 8,904.00</b>

**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

December 15, 2003

Invoice #: 14456  
File #: 860

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

Professional services

Hrs/Rate

RELIEF FROM STAY PROCEEDINGS

11/24/03 MWC Attend continued lift stay hearing  
RELIEF FROM STAY PROCEEDINGS

0.30  
300.00/hr

Amount

SUBTOTAL:

[ 0.30 90.00]

For professional services rendered

0.30 \$90.00

Previous balance

\$57,327.38

Balance due

\$57,417.38

**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

December 15, 2003

Invoice #: 14455  
File #: 883

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

Professional services

			<u>Hrs/Rate</u>
11/19/03	MWC	Prepare Response to Dellheim Motion for Extension	0.30 300.00/hr
12/10/03	MWC	Review draft of Debtor's Responses to Dellheim Discovery	0.50 300.00/hr
12/11/03	MWC	Telephone call to Taylor re: 12/15/03 hearing	0.25 300.00/hr
	MWC	Review e-mails re: 12/15/03 hearing	0.40 300.00/hr
	MWC	Telephone call to Larry and Jim re: discovery responses	0.50 300.00/hr
	MWC	Prepare for 12/15/03 hearing	2.50 300.00/hr
12/15/03	MWC	Prepare for hearing on Confirmation issues	2.70 300.00/hr

		<u>Hrs/Rate</u>	
12/15/03	MWC Review last minute pleadings re: Confirmation	0.40 300.00/hr	
	MWC Attend hearing re: Confirmation issues	2.20 300.00/hr	
			<u>Amount</u>
	SUBTOTAL:	[ 9.75	2,925.00]
<u>FEE/EMPLOYMENT APPLICATIONS</u>			
11/19/03	MWC Review Committee Objection to fee application FEE/EMPLOYMENT APPLICATIONS	0.20 300.00/hr	
11/24/03	MWC Prepare for fee hearing FEE/EMPLOYMENT APPLICATIONS	0.80 300.00/hr	
11/25/03	MWC Attend hearing on fees re: substantial contribution FEE/EMPLOYMENT APPLICATIONS	1.70 300.00/hr	
	SUBTOTAL:	[ 2.70	810.00]
<u>LITIGATION</u>			
12/09/03	MWC Telephone calls to Larry Wilk re: Dellheim discovery LITIGATION	0.30 300.00/hr	
	MWC Review Dellheim discovery requests LITIGATION	0.20 300.00/hr	
	MWC E-mail to Gramlich re: requests LITIGATION	0.20 300.00/hr	
	SUBTOTAL:	[ 0.70	210.00]
<u>PLAN AND DISCLOSURE STATEMENT</u>			
11/17/03	MWC Review documents for Confirmation Hearing PLAN AND DISCLOSURE STATEMENT	2.30 300.00/hr	

			<u>Hrs/Rate</u>
11/18/03	MWC	Review Dellheim's Motion re: Delay of Ballot PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr
	MWC	Telephone call to Larry Wilk re: strategy PLAN AND DISCLOSURE STATEMENT	0.25 300.00/hr
11/20/03	MWC	Meet with Larry and Jim re: strategy on upcoming hearings PLAN AND DISCLOSURE STATEMENT	1.25 300.00/hr
11/24/03	MWC	Meet with Taylor re: balloting PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr
11/26/03	MWC	Review various objections to Plan Confirmation PLAN AND DISCLOSURE STATEMENT	0.75 300.00/hr
12/01/03	MWC	Meet with Taylor re: balloting PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
	MWC	Conference call with Debtors' counsel re: Plan hearing PLAN AND DISCLOSURE STATEMENT	0.80 300.00/hr
	MWC	Research on issues raised in Objections PLAN AND DISCLOSURE STATEMENT	1.75 300.00/hr
12/02/03	MWC	Telephone call from Meda re: pre-trial issues for Confirmation hearing PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
	MWC	Work on Confirmation issues PLAN AND DISCLOSURE STATEMENT	4.70 300.00/hr
12/04/03	MWC	Review Ballot Report PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr
	MWC	Work on Confirmation Objections PLAN AND DISCLOSURE STATEMENT	2.80 300.00/hr
	MWC	Conference calls re: Plan Confirmation hearing process PLAN AND DISCLOSURE STATEMENT	1.30 300.00/hr

			<u>Hrs/Rate</u>	
12/05/03	MWC	Review Debtor's Response to Confirmation Objections PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr	
	MWC	Attend initial Confirmation hearing and meet with Taylor Ashworth after hearing PLAN AND DISCLOSURE STATEMENT	1.70 300.00/hr	
	MWC	Work on confirmation issues PLAN AND DISCLOSURE STATEMENT	2.25 300.00/hr	
12/09/03	MWC	Meet with Robert Miller and Taylor Ashworth re: Plan provisions PLAN AND DISCLOSURE STATEMENT	1.00 300.00/hr	
12/11/03	MWC	Work on discovery responses from Dellheim request PLAN AND DISCLOSURE STATEMENT	0.40 300.00/hr	
	MWC	Review Debtors' Response to Dellheim Objections PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
			_____	<u>Amount</u>
SUBTOTAL:			[ 23.95	7,185.00]
			_____	_____
For professional services rendered			37.10	\$11,130.00
Previous balance				\$53,625.00
Balance due				_____
				<u><u>\$64,755.00</u></u>



**FEES/COSTS SUMMARY**

November 24, 2003

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

Re: Period covered October 20, 2003 through November 14, 2003

<u>TOTAL FEES:</u>	<u>\$11,130.00</u>
<b>TOTAL 80% Fees</b>	<b>\$ 8,904.00</b>

RECEIVED NOV 1 10 2003

**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

November 15, 2003

Invoice #: 14417  
File #: 883

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

Professional services

Hrs/Rate

ASSET ANALYSIS & RECOVERY:

11/14/03	MWC	Research on leave to appeal issue	1.80
		ASSET ANALYSIS & RECOVERY:	300.00/hr

Amount

SUBTOTAL:	[	1.80	540.00]
-----------	---	------	---------

FEE/EMPLOYMENT APPLICATIONS

10/20/03	MWC	Work on fee narrative for application in Dexter case	2.25
		FEE/EMPLOYMENT APPLICATIONS	300.00/hr

10/21/03	MWC	Review and revise/finalize fee application	2.00
		FEE/EMPLOYMENT APPLICATIONS	300.00/hr

10/28/03	MWC	Attend fee dispute hearing	0.30
		FEE/EMPLOYMENT APPLICATIONS	300.00/hr

SUBTOTAL:	[	4.55	1,365.00]
-----------	---	------	-----------

Hrs/Rate

LITIGATION

10/20/03	MWC	Attend hearing on Dexter Disclosure Statement LITIGATION	3.25 300.00/hr	
10/21/03	MWC	Review background documents on Lerch client LITIGATION	2.25 300.00/hr	
	MWC	E-mail to Hebert re: Monterey documents LITIGATION	0.10 300.00/hr	
10/29/03	MWC	Review various Disclosure Statement objections and replies LITIGATION	0.70 300.00/hr	
11/03/03	MWC	Work on Motion for Leave to Appeal LITIGATION	3.30 300.00/hr	
11/06/03	MWC	Telephone call from Larry re: status of settlement approval in State Court LITIGATION	0.25 300.00/hr	
11/11/03	MWC	Work on appeal by Committee LITIGATION	2.70 300.00/hr	
11/12/03	MWC	Review Committee's BAP designations LITIGATION	0.30 300.00/hr	
	MWC	Research for appeal LITIGATION	2.00 300.00/hr	
SUBTOTAL:			[ 14.85	<u>Amount</u> 4,455.00]

PLAN AND DISCLOSURE STATEMENT

10/22/03	MWC	Review Amended Plan and Disclosure Statement with exhibits PLAN AND DISCLOSURE STATEMENT	1.30 300.00/hr
10/29/03	MWC	Telephone call from Taylor Ashworth re: Plan hearing PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr

			<u>Hrs/Rate</u>	
10/31/03	MWC	Telephone call to Larry re: Committee's appeal PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr	
	MWC	Review Committee's Motion for Leave to Appeal PLAN AND DISCLOSURE STATEMENT	0.30 300.00/hr	
11/03/03	MWC	Meet with Taylor Ashworth, Vern, Jim Sell and Larry re: Plan PLAN AND DISCLOSURE STATEMENT	2.00 300.00/hr	
11/06/03	MWC	Review letter from Osborn Maledon to Bill King re: proposal on M&M&M matter PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
11/10/03	MWC	Letter from Gramlich re: proposal PLAN AND DISCLOSURE STATEMENT	0.20 300.00/hr	
	MWC	Work on Plan confirmation issues PLAN AND DISCLOSURE STATEMENT	2.80 300.00/hr	
11/12/03	MWC	Work on Plan confirmation issues PLAN AND DISCLOSURE STATEMENT	2.75 300.00/hr	
			_____	<u>Amount</u>
SUBTOTAL:			[ 10.15	3,045.00]
			_____	_____
For professional services rendered			31.35	\$9,405.00
Previous balance				\$44,220.00
Balance due				_____
				<u>\$53,625.00</u>

**MICHAEL W. CARMEL, LTD.**

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

RECEIVED NOV 17 2003

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

November 15, 2003

Invoice #: 14418

File #: 860

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

Professional services

Hrs/Rate

ASSET ANALYSIS & RECOVERY:

10/20/03 MWC Review report re: Dunning/Irvin 1.20  
ASSET ANALYSIS & RECOVERY: 300.00/hr

10/22/03 MWC Telephone call from Larry Wilk re: overall strategy on 0.30  
case 300.00/hr  
ASSET ANALYSIS & RECOVERY:

Amount

SUBTOTAL: [ 1.50 450.00]

PLAN AND DISCLOSURE STATEMENT

10/31/03 MWC Work on Response to Committee's Motion to Appeal 2.00  
PLAN AND DISCLOSURE STATEMENT 300.00/hr

SUBTOTAL: [ 2.00 600.00]

Hrs/RateRELIEF FROM STAY PROCEEDINGS

10/29/03	MWC	Attend lift stay hearing on La Familia and California Bank & Trust RELIEF FROM STAY PROCEEDINGS	1.25 300.00/hr	
	MWC	Work on lift stay issues RELIEF FROM STAY PROCEEDINGS	1.00 300.00/hr	
				<u>Amount</u>
		SUBTOTAL:	[ 2.25	675.00]
		For professional services rendered	5.75	\$1,725.00
		Previous balance		\$56,679.00
11/05/03		Payment - thank you		-\$1,076.62
		Balance due		<u><u>\$57,327.38</u></u>