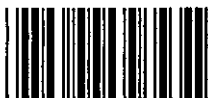
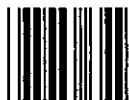


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3:04-CV-02184 USA V. GUESS
80
O.

1 SULLIVAN, HILL, LEWIN, REZ & ENGEL
A Professional Law Corporation
2 James P. Hill, SBN 90478
Donald G. Rez, SBN 082615
3 550 West "C" Street, Suite 1500
San Diego, California 92101
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5 Attorneys for William A. Leonard, Jr., Receiver

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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

BY:  DEPUTY

6
7
8 UNITED STATES DISTRICT COURT
9 SOUTHERN DISTRICT OF CALIFORNIA

10
11 UNITED STATES OF AMERICA,

12 Plaintiff,

13 v.

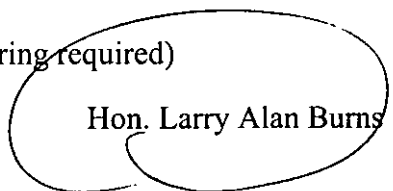
14 L. DONALD GUESS; LESLIE S. BUCK;
DAVID JACQUOT; MONTE T. MELLON;
15 G. THOMAS ROBERTS; CHRIS G. EVANS;
NIGEL BAILEY; DOCTORS BENEFIT
16 INSURANCE COMPANY, LTD.; DOCTORS
BENEFIT HOLDING COMPANY;
17 DOCTORS INSURANCE SERVICES, INC.;
XELAN INVESTMENT SERVICES, INC.;
18 XELAN ANNUITY CO., LTD.; XELAN
ADMINISTRATIVE SERVICES, INC.;
19 XELAN FOUNDATION, INC.; XELAN OF
TEXAS, INC.; XELAN, INC.; XELAN; THE
20 ECONOMIC ASSOCIATION OF HEALTH
PROFESSIONALS, INC.; PYRAMIDAL
21 FUNDING SYSTEMS, INC., dba XELAN
INSURANCE SERVICES; XELAN PENSION
22 SERVICES, INC.; XELAN FINANCIAL
PLANNING, INC.; EURO-AMERICAN
23 TRUST COMPANY; AMS TRUST
COMPANY; and JOHN DOES, UNKNOWN
24 PERSONS WHO ARE TRUSTEES OF
XELAN LONG TERM CARE TRUST,
25 XELAN DISABILITY EQUITY TRUST,
XELAN MALPRACTICE EQUITY TRUST,
26 and XELAN MEDICAL SAVINGS EQUITY
TRUST,

27 Defendants.
28

CASE NO. 04-CV-02184-W(AJB)

**ORDER AUTHORIZING RECEIVER
TO EMPLOY COUNSEL UNDER
GENERAL RETAINER**

(No hearing required)

Judge:  Hon. Larry Alan Burns

1 The Court having considered the ^{unopposed} Ex Parte Application (the "Application") for Order
2 Authorizing Receiver to Employ Counsel Under General Retainer filed by William A. Leonard, Jr.
3 (the "Receiver"), the Court-appointed temporary receiver in the above-referenced case; notice
4 appearing proper; and good cause appearing therefore,

5 **IT IS HEREBY ORDERED:**

6 (1) The Receiver is authorized to employ Sullivan Hill Lewin Rez & Engel ("Sullivan,
7 Hill") as his general counsel in this case, under the terms set forth in the Application, ^{none}
8 ^{pro time to the November 3, 2004 TRO, for the duration of TRO period.}


9 (2) Sullivan, Hill will submit for the approval of the Court periodic fee applications based
10 upon the normal hourly rates of the attorneys and paralegals/legal assistants who provide services in
11 this matter.

12 Submitted by:

13 Dated: November 8, 2004

SULLIVAN, HILL, LEWIN, REZ & ENGEL
A Professional Law Corporation

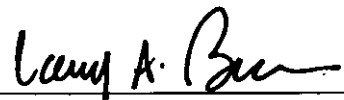
15 By:


Donald G. Rez
Attorneys for William A. Leonard, Jr.,
Receiver

18 IT IS SO ORDERED.

19
20 Dated: 11-19, 2004

22 By:


LARRY ALAN BURNS
Judge of the United States District Court
LARRY ALAN BURNS
U.S. DISTRICT JUDGE