

original request, the Receiver submits to the Court this motion to approve the Amended Net Losing Investor Distribution Schedule, which more fully takes into consideration all investor claims made and substantiated to date:

1. On November 29, 2012, the Receiver filed the Report of the Receiver and Request for Interim Distribution.

2. Although the Court has granted the Receiver's request and authorized the Receiver to make the interim distribution, the Receiver files this Amended Request for Interim Distribution, updating the Net Losing Investor Distribution Schedule to include the new claims or altered claims received from the net losing investors (the "Net Losing Investors").

3. To identify Net Losing Investors, the Receiver and his counsel, agents, and representatives reviewed the records and databases recovered from the offices of the Millennium Entities and the claims made by investors.

4. Based upon such, the Receiver requested that the Court approve a distribution to 462 investors (the "Allowed Net Losing Investor Claims") who lost their principal investment in the Millennium Entities. *See* Net Losing Investor Distribution Schedule, attached hereto as Exhibit A.

5. Since the filing of the Receiver's Request for Interim Distribution, over 130 additional investors have contacted the Receiver with new claims or to dispute the amount listed on the Net Losing Investor Distribution Schedule.

6. Based on the Receiver's review of the additional investors' claims, the Millennium Entities' records, and discussions with the additional investors, the Receiver has amended the Net Losing Investors Distribution Schedule, adding 103 additional Net

Losing Investors, bringing the total number of Allowed Net Losing Investor Claims to 565. See Amended Net Losing Investor Distribution Schedule, attached hereto as Exhibit B.

7. The Receiver has \$2,995,341.72 in the Receivership Estate at this time, a significant sum above the \$482,237.45 seized in the Defendants' accounts at the inception of this receivership.

8. The collective principal loss of the Net Losing Investors is now \$101,133,828.88.

9. Although the Receiver is still trying to recover more assets for the Receivership Estate through litigation, the Receiver believes he has enough money to make a meaningful interim distribution to the investors.

10. The Receiver therefore proposes and asks for authority to make an initial interim distribution of \$2,262,679.22 on Allowed Net Losing Investor Claims, on a pro rata basis.

11. Based on the amended Allowed Net Losing Investor Claims, a \$2,262,679.22 distribution would pay 2.24% of the total allowed claims, meaning each investor would receive 2.24% of his or her allowed claim at this time and perhaps more in the future after the pending litigation is concluded.

12. The distribution amount is calculated as follows:

$$\frac{\text{Amount to be Distributed}}{\text{Total Allowed Claims}} = \frac{\$2,262,679.22}{\$101,133,828.88} = \frac{\text{Distribution Percentage}}{2.24\%}$$

The Amended Net Losing Investor Distribution Schedule, attached hereto as Exhibit B, shows the exact amount each approved claim would receive through this interim distribution.

13. All investors who made a claim and are identified on the databases maintained by the Millennium Entities as Net Losing Investors in the Ponzi Scheme have been included in the proposed Distribution Plan.

14. The Receiver has been able to verify the balances due to each net losing investor from the record previously maintained by the Millennium Entities and the Receiver's forensic accountants.

15. The Receiver proposes to provide written notice to each investor, based on the above calculations, of their net investment, which is the approved claim amount. Each investor claimant will be advised in writing of the calculation of the claim.

16. The proposed distribution is consistent with the prevailing principles of equity and comports with plans approved in other SEC receiverships. It provides a fair process for distributing money to investors.

17. Although the Court has already authorized the interim distribution, the Receiver requests an order to approve this Amended Request for Interim Distribution confirming that the Receiver should make the distribution to the approved claimants consistent with Exhibit B, the Amended Net Losing Investor Distribution Schedule.

18. The Receiver asks for such other and further relief, general or special, at law or in equity, to which he may otherwise be entitled.

Respectfully submitted,

THOMPSON & KNIGHT, LLP

/s/ Jennifer Rudenick Ecklund

William L. Banowsky
State Bar No. 01697125

Jennifer Rudenick Ecklund
State Bar No. 24045626

Mackenzie S. Wallace
State Bar No. 25079535

1722 Routh Street
One Arts Plaza, Suite 1500
Dallas, Texas 75201
Tel. (214) 969-1700
Fax (214) 969-1751

**COUNSEL FOR THE RECEIVER,
RICHARD B. ROPER**

CERTIFICATE OF SERVICE

On January 30, 2013, I electronically submitted the foregoing document to the Clerk of the Court for the United States District Court for the Northern District of Texas using the electronic case filing system of the Court.

/s/ Jennifer Rudenick Ecklund
Jennifer Rudenick Ecklund