

In connection with their application to invest in Retirement Value, the Bejceks delivered money to Kiesling, Porter, Kiesling & Free, P.C., but never became actual investors because their application was never approved and countersigned by Retirement Value. Nonetheless, because their money was being held by Kiesling, Porter, Kiesling & Free, P.C., and because the accounts of Kiesling, Porter, Kiesling & Free, P.C. were seized as part of this action, the Bejceks are directly affected by this Receivership and by the Receiver's Application for Fees.

Despite their status as Intervenors, the Bejceks have not received copies of the Second Application for Fees by the Receiver and Receiver's Counsel, and did not know until a telephone conversation this morning with counsel for Intervenors Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, LLC, that a deadline for objecting to an application for fees was due today. As a result, the Bejceks have not had an opportunity to review the Second Application for Fees by the Receiver and Receiver's Counsel, nor have they had an opportunity to prepare a written objection to that application in accordance with the Court's procedures for objecting to such fee applications.

The Bejceks are concerned that the attorneys' fees being requested are of a magnitude that will affect the amount they will receive, and their counsel has had an opportunity to review the objections of Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, LLC to the Second Fee Application. Accordingly, the Bejceks join in the Objection to Second Application for Fees by the Receiver and Receiver's Counsel and Motion to Alter Fee Application Procedures filed by Intervenors Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, LLC.

II.

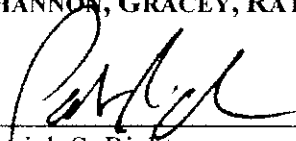
Motion to Alter Fee Application Procedures

The Bejceks would ask the Court to modify the procedures for objecting to the Receiver's fee applications and eliminate the line item objection requirement, so the Court may consider the entirety of the fee in comparison to the Rule 1.05 factors associated with the determination of a reasonable fee.

WHEREFORE, Intervenors Grant W. Bejcek and Opal E. Bejcek pray their Objections be heard and sustained, that the fee application procedures be modified to remove the requirement for a line item objection, and that the Court enter appropriate orders.

Respectfully submitted,

SHANNON, GRACEY, RATLIFF & MILLER, L.L.P.



Patrick S. Richter
State Bar No. 00791524
98 San Jacinto Blvd., Suite 300
Austin, Texas 78701-4245
(512) 610-2714 Telephone
(512) 499-8559 Facsimile
Sam Rosen
State Bar No. 17265000
777 Main Street, Suite 3800
Fort Worth, Texas 76102
(817) 877-8108 Telephone
(817) 336-3735 Facsimile

**ATTORNEY FOR INTERVENORS
GRANT W. BEJCEK AND OPAL E. BEJCEK**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been forwarded to all counsel of record herein by:

- U.S. Mail, First Class or
- Certified Mail (return receipt requested)
- Facsimile
- Federal Express Delivery
- Hand Delivery
- Electronic Mail

on this the 30th day of November, 2010 to wit:

Jack Hohengarten
Deputy Division Chief
Texas Attorney General
Financial Litigation Division
300 W. 15th Street, Sixth Floor
Austin, Texas 78711-2548
(512) 475-3503
(512) 477-2348 fax
Jack.hohengarten@oag.state.tx.us

Michael Napoli
K&L Gates
1717 Main Street, Suite 2800
Dallas, Texas 75201
(214) 939-5500
(214) 939-5849 fax
Michael.napoli@klgates.com

Barry Bishop
Chris Bradford
Clark, Thomas & Winters
30 West 6th Street
15th Floor
Austin, Texas 78701
(512) 472-8800
(512) 474-1129 fax
bkb@ctw.com

Terry Scarborough
Geoffrey Weisbart
Hance Scarborough, LLP
111 Congress Avenue, Suite 500
Austin, Texas 78701
(512) 479-8888
(512) 482-6891 fax
tscarborough@hslawmail.com
gweisbart@hslawmail.com

Matthew G. Nielson
Andrews Kurth
1717 Main Street, Suite 3700
Dallas, Texas 75201
(214) 659-4400
(214) 659-4794 fax
matthewnielsen@andrewskurth.com



Patrick S. Richter