

II. PRELIMINARY STATEMENT

In this First Gardere Fee Application, the Receiver asks this Court for approval and allowance of all (100%) fees earned and expenses incurred by Gardere Wynne Sewell LLP (“Gardere”) during the First Application Period. As shown by the record before this Court and the exhibits attached hereto, since its employment, Gardere has worked diligently on a daily basis to carry out the Receiver’s duties under this Court’s Order Appointing Receiver (the “Receiver Order”) and other related orders. As shown on the record before this Court, and in the exhibits attached hereto, the Receiver believes that Gardere’s work has resulted in identifiable, tangible, and material progress in carrying out the Receiver Order. Accordingly, the First Gardere Fee Application should be approved.

III. SUPPORT

In support of the First Gardere Fee Application, the Receiver has attached true and correct copies of the following:

- 1) Gardere’s Invoice for Legal Services Rendered on Behalf of the Receiver during the First Application Period, detailing all fees requested for payment by Gardere and including narratives of the work performed by Gardere on behalf of the Receiver, is attached hereto as Exhibit A.
- 2) Receiver’s Report of Work Performed in November 2010, detailing all the work performed by the Receiver and Gardere on behalf of the Receiver during the First Application Period, is attached hereto as Exhibit B.

IV. REQUEST

The Receiver respectfully requests that this Court enter an order (a) allowing and authorizing compensation to Gardere in the amount of \$24,324.50; (b) directing the Receiver, and his agents or representatives, to immediately pay the \$24,324.50 to Gardere from any funds from the Receiver Assets from which the Receiver has obtained access to date, including funds the Receiver obtained from any of the following accounts: (1) Woodforest National Bank,

Account #1715301261, under Jeffrey Baron's name, (2) TD Ameritrade, Account #144-211236, under Mr. Baron's name, (3) BBVA Compass Bank, Account #2521421315, under Novo Point, LLC's name, and (4) BBVA Compass Bank, Account #2521421323, under Quantec, LLC's name.

Respectfully submitted,

/s/ Barry M. Golden

Barry M. Golden

Texas State Bar No. 24002149

Peter L. Loh

Texas Bar Card No. 24036982

GARDERE WYNNE SEWELL LLP

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**ATTORNEYS FOR THE
RECEIVER, PETER S. VOGEL**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served via the Court's ECF system on all counsel of record on December 30, 2010.

/s/ Peter L. Loh

Peter L. Loh

EXHIBIT A

GARDERE WYNNE SEWELL LLP

ATTORNEYS AND COUNSELORS
1601 ELM STREET SUITE 3000
DALLAS, TEXAS 75201-4761
(214) 999-3000
TAX I.D. 75-0730814

Peter S. Vogel, Receiver
1601 Elm Street, Suite 3000
Dallas, TX 75201

December 9, 2010
Invoice Number: 1019184
Due within 30 days of receipt

Client: 136589

REMITTANCE ADVICE

Re: Matter: 000002 Counsel for Receiver

Total Fees	24,324.50
TOTAL CURRENT BILL	<u>\$ 24,324.50</u>

Please return this remittance page with your payment to:

Gardere Wynne Sewell LLP, P.O. Box 660256, Dallas, TX 75266-0256 Payment can also be made by WIRE to: Amegy Bank, 2501 North Harwood Street, Dallas, Texas 75201 - ABA routing number: 113011258, Account name: Gardere Wynne Sewell LLP, Account #: 53271439, For INTERNATIONAL WIRES: Amegy Bank, SWIFT SWBK US44, Important: Please reference a Client # and/or Invoice #

GARDERE WYNNE SEWELL LLP

ATTORNEYS AND COUNSELORS

1601 ELM STREET SUITE 3000

DALLAS, TEXAS 75201-4761

(214) 999-3000

TAX I.D. 75-0730814

Peter S. Vogel, Receiver
1601 Elm Street, Suite 3000
Dallas, TX 75201

December 9, 2010
Invoice Number: 1019184
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FOR LEGAL SERVICES RENDERED THROUGH 11/30/10

Matter no: 000002

Counsel for Receiver

Date	Attorney/Description	Hours
11/24/10	B. Golden Review motion relating to receivership (.2); review exhibits attaching to same motion (.1); review order relating to receivership (.3); analyze strategy and work relating to compliance with receivership order (.2); review and revise sworn statement from Peter Vogel regarding receiver position (.1); analyze strategy for posting bond regarding same (.1).	1.00
11/25/10	B. Golden Review petition in Friedman & Feiger v. Garrey (.2); analyze strategy for enforcing order ceasing transfer of domain names (.2); review related correspondence (.2).	0.60

Peter S. Vogel, Receiver
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Page 3
 December 9, 2010

Date	Attorney/Description	Hours
11/26/10	<p>B. Golden</p> <p>Analyze impact of Receiver Order on pending litigation matters and mediations (.2); review letter from Hall to Broome regarding Hall v. Baron lawsuit and related issue to impact of Receiver Order (.1); review correspondence from Ravi Puri regarding ID Genesis LLC and potential request to modify Receiver Order to exclude it (.1); analyze strategy regarding determination of whether ID Genesis LLC should be excluded from relief in Receiver Order (.4); correspond with Ravi Puri regarding same (.2); review correspondence from counsel for ICANN regarding jurisdictional challenge to Receiver Order and role in process of transfer of Ondova's domain names (.5); conduct legal research regarding same jurisdictional challenge (.5); correspond with counsel for ICAAN regarding same jurisdictional challenge to Receiver Order and role in process of transfer of Ondova's domain names (.5); review correspondence from Village Trust regarding jurisdictional challenge to Receiver Order (.2); conduct legal research regarding same jurisdictional challenge (.4); correspond with Village Trust regarding same jurisdictional challenge to Receiver Order (.3); review correspondence from counsel for Verisign regarding issues concerning alleged expiration of domain names and transfer to Fabulous.com (.3); analyze strategy relating to same issues concerning alleged expiration of domain names and transfer to Fabulous.com (.9); analyze issues regarding release of domain names based on UDRP decisions (.2); analyze strategy for posting bond pursuant to Receiver Order (.2); analyze strategy concerning inclusion of Quantec LLC and Novo Point LLC within scope of Receiver Order (.2); analyze strategy for preparing summary of Receiver Order (.2).</p>	5.10
11/27/10	<p>B. Golden</p> <p>Continue to review correspondence from counsel for ICANN regarding jurisdictional challenge to Receiver Order and role in process of transfer of Ondova's domain names (.2); continue analyzing legal issues regarding same jurisdictional challenge (.2); continue to analyze issues concerning alleged expiration of domain names and transfer to Fabulous.com (1.0); continue analyze strategy for preparing summary of Receiver Order (.1); analyze strategy and legal issues for filing miscellaneous actions to enforce Receiver Order outside of district and sending out related 754 letters (.5).</p>	2.00
11/27/10	<p>P. Loh</p> <p>Review and analyze correspondence between Receiver, Receiver's counsel, counsel for Trustee, and counsel for parties implicated in Order Appointing Receiver concerning impact of order appointing receiver and breadth of same (1.0); research and analyze locations of various entities impacted by Order Appointing Receiver for possible filing of miscellaneous actions in judicial district where entities are located in order to comply with U.S.C. Section 754 (1.6); correspond with counsel for Receiver concerning miscellaneous actions (.3).</p>	2.90
11/27/10	<p>J. Blakley</p> <p>Review Court's Order Appointing Receiver (.5); draft memorandum to P. Vogel and B. Golden outlining the various parties' obligations under the receivership order (1.5).</p>	2.00

Peter S. Vogel, Receiver
 Client No. 136589
 Invoice No. 1019184

Page 4
 December 9, 2010

Date	Attorney/Description	Hours
11/28/10	<p>B. Golden</p> <p>Analyze strategy for opening miscellaneous actions and effectuating 754 notice of Receiver Order (.7); communicate with counsel for ICAAN regarding issues relating to same notice (.2); analyze strategy regarding whether to oppose VeriSign's proposed modification of Receiver Order to allow domain names to transfer to Fabulous.com (1.2); communicate with counsel for VeriSign regarding same (.8); analyze potential alternatives to allowing domain names to transfer to Fabulous.com (.7); analyze strategy for responding to request by "in-house" counsel for Jeff Baron regarding privilege issues and daily living expenses (.3); communicate with "in-house" counsel for Jeff Baron regarding same (.2); analyze legal issues regarding jurisdiction over assets located in Cook Islands (.2); analyze strategy for collecting Account Information and Account Documents from individuals with information and documents related to one or more of the Receivership Parties, Receivership Assets, and Receivership Documents (.8); communicate with Sid Chesnin, Martin Thomas, Gary Lyon, James Eckels, Josh Cox, Jeff Baron, Jeff Harbin, and Don Ham regarding same (1.7); analyze strategy relating to requests for extensions to provide information and documents related to one or more of the Receivership Parties, Receivership Assets, and Receivership Documents (.2); communicate with Sid Chesnin and James Eckels regarding same (.2).</p>	7.20
11/28/10	<p>P. Loh</p> <p>Draft Notice of Filing Miscellaneous Action for filing in judicial districts where property subject to receivership order resides (.5); review and analyze federal case law and statutes regarding a receiver's jurisdiction over property residing outside the judicial district of his appointment (.7); review and analyze federal case law and statutes concerning the procedure for establishing jurisdiction over property subject to the receiver order which resides outside of the United States (.9); draft cover letter to clerks of district courts for filing of miscellaneous actions (.2).</p>	2.30
11/29/10	<p>D. Ruckman</p> <p>Conference with Peter Vogel regarding background issues and initial receivership proceedings.</p>	0.50
11/29/10	<p>B. Golden</p> <p>Continue analyzing strategy and legal issues relating to potential transfer of domain names to Fabulous.com (1.3); analyze strategy and legal issues relating to protections against unauthorized transfer of registrants after transfer of domain names to Fabulous.com (1.1); receive and review financial documents produced by various current or former representatives of Receiver Parties (1.8); analyze strategy for confirming amounts in Fabulous.com accounts and specific uses of such amounts (i.e., renewals of domain-name licenses expiring in the near future) (.7); revise and draft communications to Fabulous.com relating to same (.4); interview and communicate by e-mail with James Eckels regarding Receiver Parties, Receiver Assets, and related issues (2.0); analyze strategy for collecting and analyzing necessary materials to determine current assets, revenues, and debts (.4); analyze strategy for payments of immediate debts (.3); analyze strategy relating to Receiver's going-forward role in bankruptcy proceeding (.1); analyze strategy for contacting account institutions, sending them Order, effectuating Receiver as sole party to make withdrawals (.3); communicate with Trustee regarding various of the above issues (.4).</p>	8.80

Peter S. Vogel, Receiver
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 Invoice No. 1019184

Page 5
 December 9, 2010

Date	Attorney/Description	Hours
11/29/10	P. Loh Conference with James Eckles, corporate counsel for Quantec, LLC, Novo Point, LLC, and other entities related to Ondova Limited Company and subject to Order Appointing Receiver, concerning assets and operations of entities in receivership estate (2.5); review and analyze corporate formation documents, financial statements, bank statements, and other related documents produced by James Harbin, accountant for Quantec, LLC, Novo Point, LLC, and other entities related to Ondova Limited Company (2.7); prepare notice of filing miscellaneous action per 28 U.S.C. Section 754 (.8); correspond with Mike Robertson of Fabulous.com concerning transfer of domain names belonging to receivership estate to Fabulous.com (1.2).	7.20
11/29/10	J. Blakley Prepare receiver's bond (.7); communicate with surety (.3); execute and file receiver's bond (.3).	1.30
11/29/10	J. Blakley Research exercise of receiver's jurisdiction and control over property outside the United States.	0.90
11/30/10	D. Ruckman Review receivership order and give comments.	0.30
11/30/10	B. Golden Continue analyzing strategy and status for filing miscellaneous actions and serving 754 papers, in order to effectuate Receiver Order outside of district (.5); determine pending litigation matters involving Receiver Parties and determine going-forward litigation strategy (.3); analyze strategy for determining leases, notes, professional fees, and other alleged debts (.3); analyze strategy for retaining or dismissing various employees, contractors, and professionals of Receiver Parties (.5); determine strategy to manage privacy issues concerning ownership of domain names (.2); prepare for hearing on VeriSign's emergency motion to modify order (.6); participate in hearing on VeriSign's emergency motion to modify order (.5); review and prepare proposed revisions to proposed Order on VeriSign's emergency motion to modify order (.3); communicate with counsel for VeriSign regarding transfer of domain names and emergency motion to modify order (.8); analyze strategy for preparing motion to clarify Receiver Order (in order to add two entities discussed with Court at hearing on VeriSign's emergency motion to modify order) (.3); analyze strategy for preparing second motion to clarify Receiver Order (in order to add additional entities that might be considered Receiver Parties) (.3); analyze strategy for reducing domain name portfolio (.2); analyze additional operational issues concerning maintenance of domain names (.7); review documents produced by various individuals relating to Receiver Assets (.7); determine strategy for collecting additional documents from various individuals relating to Receiver Assets (.4); analyze strategy for retaining accountant as hired professional (.2); analyze strategy for consolidating foreign Receiver Parties into domestic Receiver Parties (.8); determine going-forward role of Receiver in bankruptcy case (.2); coordinate efforts to modify bank accounts in compliance with Receiver Order (.3); prepare global projects list (.5).	8.60

Peter S. Vogel, Receiver
 Client No. 136589
 Invoice No. 1019184

Page 6
 December 9, 2010

Date	Attorney/Description	Hours
11/30/10	P. Loh Correspond with Jafari McClenton, manager at BBVA Compass Bank, concerning withdrawal of funds from checking accounts belonging to Ondova affiliated companies (.6); research and analyze locations of receivership property for filing of miscellaneous actions per 28 U.S.C. Section 754 in jurisdictions around the country (1.2); correspond with counsel concerning same (.8); draft notice of employment of attorneys (.5); review and analyze correspondence from various attorneys representing parties to litigation and the Chapter 11 trustee (.7); correspond multiple times via e-mail and phone with Eric Schnabel, counsel for VeriSign, concerning transfer of domain names to Fabulous.com (.8); review and analyze possibility of deletion of domain names due expiration on November 30, 2010 (.4).	5.00
11/30/10	J. Blakley Research service of receivership documents on entities located within the Cook Islands.	2.00
11/30/10	J. Blakley Research service of receivership documents on entities within other federal jurisdictions (1.9); draft chart of receivership entities, business addresses, relevant district court, and registered agent (1.9).	3.80
Total for Hours & Services		\$24,324.50 61.50

Matter Invoice Summary:

Total Fees	\$24,324.50
Total this Matter	<u><u>\$24,324.50</u></u>

EXHIBIT B

**WORK PERFORMED BY THE RECEIVER AND GARDERE ON BEHALF OF THE RECEIVER
FROM NOVEMBER 24, 2010 THROUGH NOVEMBER 30, 2010**

A. Working relating to the Receivership Assets.

1. Work relating to the Receivership Assets that are monetary funds.

a. Work relating to identifying the monetary funds.

- i. The Receiver and Gardere collected account information and account documents from individuals with information related to the "Receivership Parties," "Receivership Assets," and "Receivership Documents," as those terms are defined in the Receiver Order. Specifically, the Receiver and Gardere requested, and in some instances obtained, financial information from Sid Chesnin, Martin Thomas, Gary Lyon, James Eckels, Joshua Cox, Jeff Baron, Jeff Harbin, Jeff Hall, Ray Urbanik, Dean Ferguson, Don Ham, and others.
- ii. Gardere initiated a review of the financial documents collected in order to identify monetary funds subject to the Receiver Order.
- iii. Gardere strategized on contacting institutions holding monetary funds subject to the Receiver Order, having those funds temporarily frozen, and making the Receiver able to access those funds.

b. Work relating to obtaining control over the monetary funds.

i. Work relating to obtaining control over the domestic monetary funds.

- 1) Gardere researched federal case law and statutes regarding the Receiver's jurisdiction over Receivership Assets residing outside the Northern District of Texas. Gardere developed a strategy to comply with 28 U.S.C. § 754, which requires the Receiver, within ten days of entry of the Receiver Order, to file the Receiver Order and Original Petition in all districts in which Receivership Assets are believed to reside. Gardere worked to locate the Receivership Assets and Receivership Parties, including the creation of a chart comprised of Receivership Parties' corporate addresses, registered agents, and applicable judicial district. Gardere identified fifteen judicial districts in which Receivership Assets and/or Receivership Parties are located. Gardere prepared filings of miscellaneous actions for all identified jurisdictions, with Receiver Order and Original Petition attached, for all judicial districts

where Receivership Parties and Receivership Assets are believed to be located.

- 2) Gardere corresponded with financial institutions holding Receiver Assets, served copies of the Receiver Order, and inquired into the proper procedure to take control of accounts.

ii. Work relating to obtaining control over the non-domestic monetary funds.

- 1) Gardere identified and researched legal issues regarding Receivership Assets located in the Cook Islands, and obtaining jurisdiction over such assets. Gardere researched federal case law and statutes for establishing jurisdiction over such Receivership Assets. Gardere researched the Receiver's jurisdiction and control over property outside the United States.
- 2) The Receiver and Gardere began formulating a strategy for consolidating foreign Receivership Parties into domestic Receivership Parties.

2. Work relating to the Receivership Assets that are non-monetary assets.

a. Work relating to identifying the non-monetary assets.

- i. There were well in excess of 200,000 domain names that qualify as Receivership Assets. The Receiver and Gardere worked successfully with VeriSign, Inc. to transfer those names from their old registrar, Ondova Limited Company (in Bankruptcy), to a new registrar, Fabulous.com.
- ii. The Receiver reviewed VeriSign's emergency motion to vacate and modify the Receiver Order. The Receiver communicated with the Trustee Daniel Sherman and his counsel Ray Urbanik, as well as Damon Nelson (Manager of Ondova Limited Company), regarding VeriSign's emergency motion to vacate and modify the Receiver Order. The Receiver communicated with VeriSign's counsel Eric Schnabel, Jessica Mikhailevich, and Robert Mallard regarding the same, as well as the transfer of the domain names to Fabulous.com.
- iii. The Receiver and Gardere prepared for and participated in the hearing on VeriSign's emergency motion to vacate and modify the Receiver Order. Gardere also reviewed and prepared proposed revisions to VeriSign's proposed order on its emergency motion to modify the Receiver Order. Gardere communicated with

VeriSign's counsel regarding the transfer of domain names and VeriSign's emergency motion to vacate and modify the Receiver Order. The Receiver and Gardere then worked with Fabulous.com to ensure that it would take direction from the Receiver concerning the domain names after their transfer.

b. Work relating to managing the non-monetary assets.

- i. Gardere formulated a strategy to manage privacy issues concerning ownership of the domain names.
- ii. Gardere formulated a strategy for reducing the domain name portfolio by not renewing certain money-losing domain names and thereby preserving Receivership Assets.
- iii. Gardere handled several operational issues concerning maintenance of the domain names.
- iv. Gardere identified and developed strategies for issues regarding alleged expirations of domain names and the release of domain names based on Uniform Domain-Name Dispute-Resolution Policy ("UDRP") claims.

B. Expenses Flowing Out.

1. **Work relating to payment of immediate debts.** Gardere identified immediate debts owed (and to whom) by the Receivership Parties, such as rent, and worked to pay such debts.
2. **Work relating to efforts to provide Mr. Baron with daily living expenses.** The Receiver and Gardere worked to ensure Mr. Baron had adequate funds from the receivership to pay for his daily living expenses.
3. **Work relating to management of and resolution of UDRP claims.**
 - a. Gardere assessed the impact of the Receiver Order on UDRP claims.
 - b. Gardere began developing a strategy for responding to and dealing with UDRP claims and pending trademark litigation.
4. **Work relating to management of pending lawsuits.**
 - a. Gardere began identifying pending litigation matters involving Receivership Parties and determining a going-forward litigation strategy, including stays in various matters.
 - b. Gardere contacted counsel for parties with pending claims to inform them of the Receiver Order's stay of such claims.

5. Work relating to Post-Receiver Professionals.

- a. The Receiver and Gardere began formulating a strategy for retaining or dismissing various employees, contractors, and professionals of Receivership Parties.
- b. The Receiver and Gardere began formulating a strategy for retaining an accountant as a hired professional to assist the Receiver.

C. Miscellaneous Work

a. Work relating to initial understanding of the Receiver Order.

- i. The Receiver and Gardere reviewed the Receiver Order and all motions relating to the appointment of the Receiver. Gardere began developing an overall strategy for compliance with the Receiver Order.
- ii. The Receiver corresponded with interested parties and their counsel (such as Martin Thomas, Gary Lyon, James Eckels, Joshua Cox, Jeffrey Baron, Jeff Harbin, Tine Faasili Ponia, Samantha Eisner, and several other individuals), as well as counsel for Trustee Ray Urbanik, regarding entry of the Receiver Order and implementation thereof.

- b. **Work relating to the Receiver's bond.** Gardere prepared the Receiver's Bond, acquired a surety for the bond, and posted the bond.

2. Work regarding clarifying additional ambiguities of the Receiver Order.

- a. Gardere began preparation of a motion to clarify the Receiver Order, in order to explicitly include Novo Point, LLC and Quantec, LLC (entities discussed at the hearing on VeriSign's emergency motion to modify the Receiver Order) in the Receiver Order's definition of Receivership Parties.
- b. Gardere began preparation of a motion to clarify the Receiver Order, in order to explicitly include additional entities controlled by Baron (such as Iguana Consulting, LLC, Javelina, LLC, Southpac Trust Limited, and Quasar Services, LLC) in the Receiver Order's definition of Receivership Parties. Gardere worked to identify entities which should be included in such motion.
- c. Gardere began preparation of a motion to clarify the Receiver Order, in order to explicitly exclude ID Genesis from the Receiver Order's definition of Receivership Parties.

3. Work related to the bankruptcy case.

- a. The Receiver and Gardere took steps to determine the Receiver's role going forward in the related bankruptcy case before Judge Stacey G. C. Jernigan, styled *In re Ondova Limited Company*, Case No. 09-34784-SGJ-11, In the United States Bankruptcy Court for the Northern District of Texas, Dallas Division.
- b. The Receiver and Gardere communicated with the Trustee, Daniel Sherman, and the Trustee's counsel, Ray Urbanik and Dennis Roossien of Munsch Hardt Kopf and Harr, P.C., to coordinate strategy for controlling Receivership Assets and Receivership Parties and to gain institutional knowledge regarding same from the Trustee.

Respectfully submitted,

/s/ Barry M. Golden

Barry M. Golden

Texas State Bar No. 24002149

Peter L. Loh

Texas Bar Card No. 24036982

GARDERE WYNNE SEWELL LLP

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**ATTORNEYS FOR THE
RECEIVER, PETER S. VOGEL**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served via the Court's ECF system on all counsel of record on December 30, 2010.

/s/ Peter L. Loh

Peter L. Loh