

**Jul 21 2004**  
CLARENCE MADDOX  
CLERK U.S. DIST. CT.  
S. D. OF FLA. - MIAMI

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
FORT LAUDERDALE DIVISION

Case No. 03-80612-CIV-MARRA

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

v.

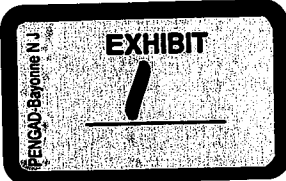
MICHAEL LAUER,  
LANCER MANAGEMENT GROUP, LLC, and  
LANCER MANAGEMENT GROUP II, LLC,

Defendants,

and

LANCER OFFSHORE, INC.,  
LANCER PARTNERS, LP,  
OMNIFUND, LTD.,  
LSPV, INC., and LSPV, LLC,

Relief Defendants.



**NOTICE OF INTENTION TO RETAIN ROBERTO MARTINEZ  
AND COLSON HICKS EDSON AS SPECIAL COUNSEL FOR THE RECEIVER  
EFFECTIVE AS OF MARCH 1, 2004**

**If no party files and serves an objection to this Notice on or before ten days from the date of service indicated on the Certificate of Service attached hereto, the Receiver shall be automatically empowered to perform the intended action without further order from this Court.**

Marty Steinberg (the "Receiver"), court-appointed receiver of Lancer Management Group LLC ("Lancer"), Lancer Management Group II LLC ("Lancer II"), Lancer Offshore Inc. ("Offshore"), Omnifund Ltd. ("Omnifund"), LSPV Inc. ("Offshore LSPV"), LSPV LLC ("Partners LSPV"), Alpha Omega Inc., and G.H. Associates LLC (collectively the "Receivership Entities") and responsible person for Lancer Partners L.P. ("Partners," collectively with Offshore, Omnifund, Offshore LSPV and Partners LSPV the "Funds"), hereby files this Notice of Intention to Retain Roberto Martinez and Colson Hicks Eidson ("Colson Hicks") as Special Counsel for the

Receivership Entities (the "Notice of Intention") pursuant to Article V § (D)(10) and Article VII § (A)(1) of the Court's Case Management Order dated January 8, 2004 (the "Case Management Order").<sup>1</sup> In support of the Notice, the Receiver relies upon the Affidavit of Roberto Martinez (the "Affidavit"), which is attached as Exhibit "A" and incorporated by reference, and states as follows:

**BACKGROUND FACTS**

1. Michael Lauer ("Lauer") is the founder, sole manager, and principal owner of Lancer and Lancer II and the de facto investment manager for Offshore, Lancer Partners L.P. ("Partners"), and Omnifund.

2. In 1993, Lauer formed a New York limited partnership which he eventually named Lancer Partners, L.P. ("Partners New York") under the laws of the State of New York. In November, 1997, Lauer formed Partners as a limited partnership under the laws of the State of Connecticut. Lauer subsequently merged Partners New York into the Partners.

3. In November, 1997, Lauer also incorporated Lancer II under the laws of the State of Connecticut and appointed it investment manager for Partners. Lauer is the sole manager and principal owner of Lancer II. Lancer II ostensibly manages Partners and is its general partner.

4. Offshore is a British Virgin Islands ("BVI") international business company incorporated in September 1995. Lancer is Offshore's investment manager.

5. Omnifund is a BVI international business company originally incorporated in January 1999 as The Orbiter Fund, Ltd. ("Orbiter"). Omnifund is the successor to the March 2002 merger of Orbiter and The Viator Fund, Ltd., another BVI international business company incorporated in September, 1999. Lancer is also Omnifund's investment manager.

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<sup>1</sup> On April 30, 2004, Colson Hicks filed a Notice of Appearance as Special Counsel for the Receiver in the bankruptcy case of Partners, Case No. 04-CV-80211-Zloch.

6. Lauer sold interests in the Funds to approximately 300 investors. The investors' funds were then loaned to or invested in various companies under the direction of Lauer and the Lauer-controlled Lancer Entities. Most recently, Lauer caused the Funds to invest largely in micro-cap and small-cap companies in which other, more traditional investors showed little or no interest.

7. Offshore LSPV is a BVI international business company incorporated by Lauer in December, 2002, in order to handle redemption requests submitted by Offshore investors. Each Offshore investor that requested redemption on or before December 31, 2002 was purportedly given a pro rata interest in Offshore LSPV having an estimated net asset value equal to their corresponding interest in Offshore.

8. Partners LSPV is a Delaware limited liability company incorporated by Lauer in December, 2002, primarily to handle redemption requests made by Partners investors. Each Partners investor that requested redemption on or before December 31, 2002 was purportedly given a pro rata interest in Partners LSPV having an estimated net asset value equal to their corresponding interest in Partners.

9. On April 16, 2003 (the "Petition Date"), Partners commenced a Chapter 11 bankruptcy case (the "Bankruptcy Case") by filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") before the United States Bankruptcy Court for the District of Connecticut, Bridgeport Division (the "Connecticut Bankruptcy Court").

10. On July 10, 2003, this Court entered the Order Appointing Receiver (the "Receivership Order"), which among other things appointed the Receiver as the receiver of the Receivership Entities.

11. Paragraph 4 of the Receivership Order provides that the Receiver may employ legal counsel as the Receiver deems necessary and to fix and pay such counsel reasonable

compensation and expenses.

12. On July 24, 2003, the Connecticut Bankruptcy Court entered an Order Amending the Examiner Orders, Approving Resolution of Motion for Appointment of Trustee, Authorizing the Sharing of Certain Information, and Granting Related Relief (the "July 24, 2003 Order").

13. Paragraph D of the July 24, 2003 Order provides that "[the] Receiver, by virtue of orders entered in the SEC Action, has now become the representative for the administration and management of all entities, including the [Partners'] general partner ... and therefore, in that capacity, has also become responsible for managing and administering [Partners]."

14. Paragraph E of the July 24, 2003 Order further provides that "pursuant to Bankruptcy Rule 9001(5)(B), the Receiver is the person in control of [Partners]."

15. On January 8, 2004, the Court entered the Case Management Order. Article VII, § (A)(1) of the Case Management Order provides that the Receiver shall file a notice of his intent to hire any professional with this Court.

16. On February 10, 2004, the Connecticut Bankruptcy Court entered an Order transferring the Bankruptcy Case to this Court.

17. The Receiver now intends to retain Colson Hicks as Special Counsel for the Receivership Entities effective as of March 1, 2004, in order to represent the Receivership Entities and Partners in litigation and other matters the undersigned cannot handle due to conflict issues.<sup>2</sup>

#### **RELIEF REQUESTED**

18. The professional services to be rendered by Colson Hicks are described in the letter agreement attached hereto as Exhibit "B." They include the same general services

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<sup>2</sup> On October 14, 2003, the Court entered an order approving the Receiver's retention of Hunton & Williams LLP as his general counsel. A copy of the Order is attached hereto as Exhibit "C."

provided by the undersigned, but in matters for which the undersigned cannot represent the Receiver due to conflict issues.

19. In exchange for the provision of these services, the Receivership Entities shall pay Colson Hicks 50% of their normal hourly rates, without prejudice to Colson Hicks later seeking a surcharge against recoveries procured for the Receivership Entities as a result of their services. The normal hourly rate for professionals services rendered by Colson Hicks range from \$275 to \$525 per hour depending on the level and skill of the professional assigned.

20. To the best of the Receiver's knowledge, Colson Hicks are disinterested and do not represent or hold any interest adverse to the Receiver Entities, Partners or to their respective estates with respect to the matters on which they are to be employed, and have no connections with the Receivership Entities, Partners, their respective creditors, or any other parties in interest, and their respective attorneys and accountants.

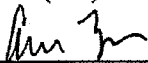
21. Colson Hicks agrees that compensation and reimbursement for their services rendered to the Receivership Entities and to Partners are subject to approval by the Court.

22. Colson Hicks shall file fee applications seeking an award of such fees and costs pursuant to the terms of Article VII § (B) of the Case Management Order and 11 U.S.C. §§ 330 and 331.

Date: July 20, 2004  
Miami, Florida

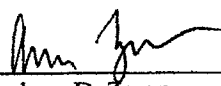
Respectfully submitted,

**HUNTON & WILLIAMS, LLP**  
*Counsel for the Receiver*  
1111 Brickell Avenue - Suite 2500  
Miami, FL 33131  
Tel: (305) 810-2500  
Fax: (305) 810-1653

  
\_\_\_\_\_  
Craig V. Rasile (FBN 613691)  
Jeffrey P. Bast (FBN 996343)  
Andrew D. Zaron (FBN 965790)  
Kevin M. Eckhardt (FBN 412902)

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via U.S. Mail upon the parties listed on the attached Service List this 20<sup>th</sup> day of July, 2004.

  
\_\_\_\_\_  
Andrew D. Zaron

SEC/LANCER MANAGEMENT ET AL.  
SERVICE LIST

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Senior Trial Counsel  
U.S. Securities & Exchange Commission  
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*Counsel for Saul Negreann*

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c/o Shari A. Brandt, Esq.  
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Kenneth Marcus  
255 East 49 Street  
Apartment 8B  
New York, NY 10017

Lancer Receivership  
64036.2

**SERVICE LIST FOR E-MAIL REQUESTS  
FOR ACCEPTANCE OF SERVICE FROM THE RECEIVER ONLY  
PER CASE MANAGEMENT ORDER**

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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
FORT LAUDERDALE DIVISION

Case No. 03-80612 CIV-ZLOCH

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

v.

MICHAEL LAUER,  
LANCER MANAGEMENT GROUP, LLC, and  
LANCER MANAGEMENT GROUP II, LLC,

Defendants,

and

LANCER OFFSHORE, INC.,  
LANCER PARTNERS, LP,  
OMNIFUND, LTD.,  
LSPV, INC., and LSPV, LLC,

Relief Defendants.

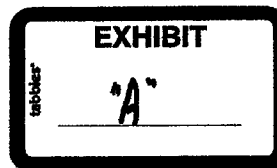
**AFFIDAVIT OF ROBERTO MARTINEZ**

STATE OF FLORIDA                    )  
  )ss  
COUNTY OF MIAMI-DADE         )

Roberto Martínez, being duly sworn, says:

1. I am an attorney admitted to practice in the State of Florida.
2. I am admitted to practice before this Court.
3. I am a member of Colson Hicks Eidson ("Colson Hicks") with offices located at

255 Aragon Avenue, Coral Gables, Florida.



4. To the best of my knowledge, information and belief, neither I nor Colson Hicks has had, or presently has, any connection with Lancer Management Group LLC, Lancer Management Group II LLC, Lancer Offshore Inc., Omnifund Ltd., LSPV Inc., and LSPV LLC (collectively the "Receivership Entities"), their investors and creditors, or any other interested party in this receivership case, their respective attorneys and accountants, except as described herein.

5. On July 10, 2003, the United States District Court for the Southern District of Florida entered an Order (the "Receivcrship Order") appointing Marty Steinberg, Esq. as receiver (the "Receiver") of the Receivership Entities.

6. The Receiver has retained Colson Hicks to serve as his special counsel pursuant to the Receivership Order.

7. To the best of my knowledge, information and belief, other than as disclosed herein, Colson Hicks does not, nor has it ever, represented the Receivership Entities or their pre-receivership officers and directors nor has it represented any of the Receivership Entities' affiliates or subsidiaries.

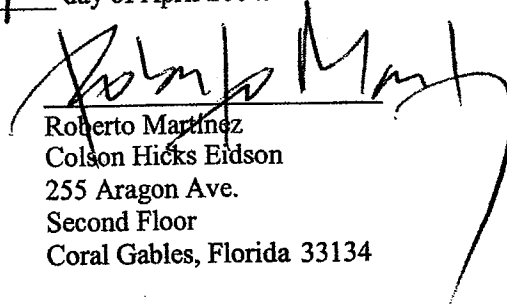
9. Colson Hicks expects to seek payment and reimbursement of its fees and costs incurred in connection with the services rendered during this case from the estate through application to this Court.

10. The normal hourly rates for professional services rendered by Colson Hicks range

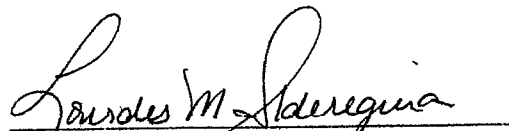
from \$275 to \$525 per hour.

FURTHER AFFIANT SAYETH NAUGHT

Executed in Miami, Florida this 9<sup>th</sup> day of April 2004.

  
Roberto Martinez  
Colson Hicks Eidsen  
255 Aragon Ave.  
Second Floor  
Coral Gables, Florida 33134

The foregoing instrument was sworn to and subscribed before me this 12<sup>th</sup> day of April 2004, by Roberto Martínez, who is personally known to me and did not take an oath.

  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:



Colson  
Hicks  
Eidson

July 13, 2004

**BY HAND DELIVERY**

Marty Steinberg,  
as Receiver for Lancer Offshore, Inc.,  
Omnifund, Ltd., LSPV, INC., LSPV, LLC,  
Lancer Management Group, LLC,  
Lancer Management Group II, LLC,  
G.H. Associates, LLC, and  
Alpha Omega Group, Inc.,  
and as Responsible Person for  
Lancer Partners L.P.  
1111 Brickell Avenue  
Suite 2500  
Miami, Florida 33131

Re: Securities and Exchange Commission, Plaintiff v. Michael Lauer, Lancer  
Management Group, LLC, Lancer Management Group II, LLC, Defendants and  
Lancer Offshore, Inc., Lancer Partners, L.P., Omnifund, Ltd., I.SPV, INC., LSPV,  
LLC, Alpha Omega Group, Inc., GH Associates LLC, Relief Defendants  
Case No. 03-80612-CIV-ZLOCH

and

In re: Lancer Partners, L.P., Debtor  
Case No. 04-80211-CIV-ZLOCH

Dear Mr. Steinberg,

You have requested that we provide you with a retainer agreement outlining the scope of legal services we agree to perform on your behalf, as Receiver for Lancer Offshore, Inc., Omnifund, Ltd. LSPV, Inc., LSPV, LLC, Lancer Management Group, LLC, Lancer Management Group II, LLC, G.H. Associates, LLC, and Alpha Omega Group, Inc., (the "Receivership Entities") and as Responsible Person for Lancer Partners L.P. ("Partners") and to set forth the fees we will request for those services, subject of course to review and approval by the United States District Court for the Southern District of Florida. As we have discussed, our firm is willing to handle this matter on either of several fee bases in an effort to give you and the Court sufficient flexibility to maximize the recovery for the benefit of the receivership estates involving the Receivership Entities and the bankruptcy estate of Partners.

We discussed fee agreements based on our customary hourly rates paid as incurred with a modest discount and we discussed several forms of contingent fee arrangements. This letter sets

EXHIBIT

"B"

The  
255 Aragon Avenue, 2nd Floor.

Eidson  
P.O. Box 1000, T: 305.476.7400 F: 305.476.7444

Colson  
Hicks  
Eidson

July 13, 2004  
Page 2 of 2

forth our proposal in line with the approach we understand that you prefer to recommend to the Court.

**Scope of Services**

This firm will represent the interests of the Receiver in the prosecution of claims against various individuals and entities to be designated by you, for the recovery of damages suffered by the Receivership Entities and Partners. We will confer with you regarding the litigation targets against whom you desire to have our firm represent you as Receiver. Generally, the litigation targets will include those individuals and entities with which your general counsel has a conflict of interest, which includes, without limitation Banc of America Securities LLC.

**Compensation**

As compensation for these services, we propose to submit interim invoices periodically at times approved by you but no less than quarterly, based on 50% of our customary hourly rates. We propose to apply to you, as Receiver and Responsible Person, and thereafter the Court for a "results accomplished" enhanced fee calculated by considering all factors set forth in Section 4-1.5 of the Rules of Professional Conduct for determining a reasonable fee, up to 20% of any recovery to the receivership estates of the Receivership Entities and the bankruptcy estate of Partners, from those defendants assigned to us for prosecution. We would, of course, respect your wishes to modify any enhanced fee application in light of the outcome of the litigation, the participation of other firms in the prosecution and other appropriate criteria.

Our periodic invoices will also include 100% of costs as they are incurred.

We understand that the court will ultimately decide our entitlement to any fees, including the enhanced fee, after review by you, notice to all interested parties and hearing, if appropriate, after conclusion of any significant settlement or resolution of the entire matter.

In the event that fees are recovered in this action from any adverse party, then it is expressly understood that this contract is not to be construed in any way as a limitation on the maximum reasonable fee to be awarded by the Court. Any fees awarded by the Court will be credited against the sum due us.

We look forward to working with you and other counsel serving the interests of the defrauded parties.

Sincerely,

  
Roberto Martinez

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 03-80612-CIV-ZLOCH

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

ORDER

MICHAEL LAUER, LANCER  
MANAGEMENT GROUP, LLC and  
LANCER MANAGEMENT GROUP II,  
LLC,

Defendants,

and

LANCER OFFSHORE, INC., LANCER  
PARTNERS, LP, OMNIFUND, LTD.,  
LSPV, INC. and LSPV, LLC,

Relief Defendants.

THIS MATTER is before the Court upon Receiver, Marty Steinberg's Application For Approval Of Employment Of Craig V. Rasilo And Hunton & Williams LLP As Counsel For The Receiver Nunc Pro Tunc To July 10, 2003 (DE 58) and Receiver, Marty Steinberg's Application For Approval Of Employment Of Susan V. Demers And Price Findley & Co. As Special Counsel For The Receiver Nunc Pro Tunc To July 10, 2003 (DE 59). The Court has carefully reviewed said Applications, the entire court file and is otherwise fully advised in the premises.

The Court notes that by prior Order (DE 18) the Court appointed a Receiver over the entities named in the above-styled



Received 10-15-03 11:23am

From-305-523-5226 USDC

To-HUNTON WILLIAMS

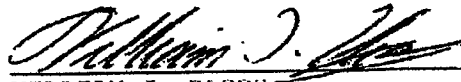
Page 002

cause and as part of that Order permitted said Receiver to "employ legal counsel . . . as the Receiver deems necessary and to fix and pay their reasonable compensation and reasonable expenses . . . subject to approval by this Court at the time the Receiver accounts to the Court for such expenditures and compensation."

Accordingly, after due consideration, it is

**ORDERED AND ADJUDGED** that Receiver, Marty Steinberg's Application For Approval Of Employment Of Craig V. Rasile And Hunton & Williams LLP As Counsel For The Receiver Nunc Pro Tunc To July 10, 2003 (DE 58) and Receiver, Marty Steinberg's Application For Approval Of Employment Of Susan V. Demers And Price Findley & Co. As Special Counsel For The Receiver Nunc Pro Tunc To July 10, 2003 (DE 59) be and the same are hereby **GRANTED**.

**DONE AND ORDERED** in Chambers at Fort Lauderdale, Broward County, Florida, this 14<sup>th</sup> day of October, 2003.

  
WILLIAM J. ZLOCH  
Chief United States District Judge

Copies furnished:

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For the Receiver

Kerry A. Zinn, Esq.  
For Plaintiff

Michael Lauer, Pro Se  
7 Dwight Lane  
Greenwich, CT 06831