

4. Shortly after this case was filed in January, 1998, the Attorneys agreed to represent the Client in defending this case. Since January, 1998, the Attorneys have represented the Client in this litigation. This representation has included responding to Plaintiff's informal discovery requests, reviewing documents and materials, filing numerous requests for extensions, attempting to negotiate a settlement with Plaintiff, and appearing before the Court.

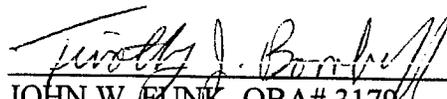
5. At the time of the filing of this Application, the Client owes the Attorneys significant sums of money representing fees and expenses advanced in the instant case for work performed from January, 1998, to the present. (The Attorneys will submit documentation showing precise amounts owed for *in camera* inspection if the Court desires.)

6. The Attorneys have been in constant discussions with the Clients regarding delinquent payment and/or non-payment of the attorneys' fees and expenses. Despite good faith assurances, the fees and expenses were not paid. The amount in overdue fees and expenses continues to accrue.

7. The Attorneys have been trying to reach Plaintiff's counsel, Mark Edmondson, to see if he objects or does not object to this Application.

8. The Attorneys cannot, in good faith, continue to represent the Clients because of the Clients' continuing inability or unwillingness to pay fees and expenses pursuant to the prior agreements for payment of said fees and the certainty of a substantial increase in both fees and expenses in this case.

WHEREFORE, Conner & Winters, P.C. respectfully request that this Court grant their Application to withdraw as attorneys of record for Renaissance U.S.A., Inc.



JOHN W. BUNK, OBA# 3179
TIMOTHY J. BOMHOFF, OBA#13172
CONNER & WINTERS, P.C.
One Leadership Square
211 North Robinson, Suite 1700
Oklahoma City, OK 73102
(405) 272-5711
(405) 232-2695 - telecopy

ATTORNEYS FOR DEFENDANT,
RENAISSANCE U.S.A., INC.

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing instrument was hand delivered this 21st day of May, 1998, to:

Mark S. Edmondson
Oklahoma Department of Securities
120 North Robinson, Suite 960
Oklahoma City, OK 73102

CONNER & WINTERS, P.C.


TIMOTHY J. BOMHOFF

NOTICE OF HEARING

The above and foregoing is set to be heard before the Honorable James B. Blevins, Judge of the District Court of Oklahoma County, on the 5th day of June, 1998, at 9:00'clock A.m. at the Oklahoma County Courthouse, 321 Park Avenue, Oklahoma City, Oklahoma County, State of Oklahoma.


TIMOTHY J. BOMHOFF

G:\BOM\Renaissance\WITHDRAW.APP.wpd