



FILED IN DISTRICT COURT
OKLAHOMA COUNTY

IN THE DISTRICT COURT OF OKLAHOMA COUNTY FEB - 3 2023
STATE OF OKLAHOMA

108 RICK WARREN
COURT CLERK

Oklahoma Department of Securities)
ex rel. Melanie Hall, Administrator,)
)
Plaintiff,)
)
v.)
)
Premier Global Corporation et al.,)
)
)
Defendants.)

Case No. CJ-2022-5066
Judge Don Andrews

APPLICATION TO EMPLOY EMIL ARGUELLES AS ATTORNEY

Eric L. Johnson (the "Receiver") in his capacity as Receiver for Premier Global Corporation, Premier Factoring, LLC, PF-2, LLC, PF-3, LLC, PF-4, LLC, PF-5, LLC, PF-6, LLC, PF-7, LLC, Premier Factoring Group, LLC, KCI Business Services, LLC, DDI Advisory Group, LLC, Steven J. Parish, and Richard Dale Dean (collectively, the "Receivership Defendants"), applies to this Court for the authority to engage Emil Arguelles of Arguelles & Company ("Arguelles") to act as an attorney respecting the Receiver in relation to certain interests in real and personal property located in the country of Belize, and in support thereof states as follows:

1. The receivership estate includes certain real and personal property interests located in the country of Belize. Specifically, it includes interests in and to approximately twenty-five (25) vacation style residential units located within a resort known as X'Tan Ha, which resort is located on Ambergris Caye, near San Pedro town, Belize (the "Resort Units" or individually a "Resort Unit"), together with five (5) undeveloped or partially developed lots located on the western side of Ambergris Caye ("Lagoon Side Parcels").

2. The Resort Units together with the Lagoon Side Parcels are collectively referenced herein as the "Belize Properties."

3. The Receiver plans to sell the Belize Properties in satisfaction of his duty to recover funds for the estate and to compensate victims.

4. By this Application, the Receiver requests authority to employ Emil Arguelles from Arguelles & Company to assist with the sale of some or all of the Belize Properties.

5. Mr. Arguelles is an attorney based and licensed in Belize. He has over nineteen years of experience including experience with representing companies operating in or having interests in Belize as well as with real estate transactions in Belize. He is a veteran of hundreds of millions of dollars in real estate acquisitions, dispositions, financings and other transactions. He is also a former Speaker of Parliament in Belize and presided over the Belize National Assembly when the nation replaced the United Kingdom Privy Council with the Caribbean Court of Justice as its appellate court. He maintains offices on Ambergris Caye and elsewhere in Belize. As such, he is intimately familiar with the local business customs and practices, including those affecting sales and ownership of interests in and to real property.

6. By this application, the Receiver requests authority to engage Mr. Arguelles and his firm, Arguelles & Company as an attorney in connection with the administration, transfer, and sale of certain interests in and to real and personal property located in Belize, including property interests associated with the X'Tan Ha resort and additional undeveloped or partially developed parcels located on the western side of Ambergris Caye.

7. The Receiver will engage Arguelles on an hourly basis.

8. The terms of the Receiver's engagement of Arguelles are as follows:

a. Arguelles' and his firm's hourly rate will \$300.00/hour USD (the "Agreed Hourly Rate").

- b. Though the engagement is not bound by the estimates, attached as **Exhibit A** is a list of estimates for the costs of the legal services Arguelles is being employed to provide.
 - c. The within engagement contemplates the establishment of separate corporate entities in Belize to facilitate the transfer and sale of Resort Units. To accomplish the same, there will be an establishment of a nominee company for each unit designated by the Receiver for marketing and sale. Arguelles will charge the Receiver \$350.00 per office nominee company.
 - d. If it is necessary for Arguelles to review any back agreements, Arguelles will charge the Agreed Hourly Rate.
 - e. If it is necessary for Arguelles to place any notices in newspapers or restrictions, Arguelles will charge the Agreed Hourly Rate for doing so.
 - f. If a formal court appointment of a receiver is required, Arguelles will advise the Receiver of the same and may sub-contract that work and have that separate firm bill the Receiver directly. If this happens, the Receiver will request any necessary orders from this Court for the engagement of separate counsel.
9. Arguelles shall maintain detailed and itemized records of all professional services rendered on behalf of the Receiver and any actual and necessary expenses incurred in connection with the legal services for which it may seek reimbursement.

10. Upon approval, and consistent with the manner in which the Receiver currently pays professionals, the Receiver will provide requisite fee notices to case parties on a monthly basis and, unless there is an objection, shall pay Arguelles & Company eighty percent (80%) of its fees and one hundred percent (100%) of its costs monthly. The balance of any unpaid fees will be held back and shall be paid to Arguelles & Company upon the approval of a fee application to this Court, which applications shall be filed contemporaneously with those of other professionals, including Spencer Fane LLP.

11. The Declaration of Emil Arguelles in Support of the Application to Employ is attached as **Exhibit B**. Arguelles does not hold or represent any interest adverse to the Receiver's estate and is disinterested.

WHEREFORE, the Receiver respectfully requests that the Court enter an Order authorizing the Receiver's employment of Emil Arguelles as attorney for the Receiver under the terms specified herein and granting such other and further relief as the Court deems just and proper.

Dated: February 3, 2023

Respectfully submitted,

By: /s/ Hilary Allen

Hilary Allen

OK #16979

9400 N. Broadway Extension, Ste. 600

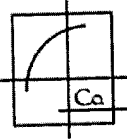
Oklahoma City, Oklahoma 73114

Phone: 405-844-9900

Facsimile: 405-844-9958

Email: hallen@spencerfane.com

Attorney for the Receiver



ARGUELLES & COMPANY
Real Estate Attorneys

Fee Estimate

All prices are quoted in United States Dollars and are per title/parcel based on bulk rate for batch handling.

Re: Parcel _____ (H _____), Block 7, San Pedro Registration Section

Professional Fees

Title Search (discounted)	\$ 200.00	
Escrow Services	\$ -	
Legal Fees	\$ 1,000.00	
Incorporation of Cap. 250 company	\$ 350.00	
First Year's Registered Agent Fee	\$ 150.00	
Central Bank Permit	\$ 150.00	
Good Standing Certificate, Letter of Incumbency and Certified Copy of Incorporation Certificate	\$ 150.00	
Corporate Change subsequent to transfer	\$ 250.00	
		\$ 2,250.00
General Sales Tax (12.5%)		\$ 281.25

Disbursements:

Stamp Duty (5%) - First US\$10,000 exempt on US\$75,000.00	\$ 3,250.00 *	
Registration Fee/Filing Fee/Cost of New Certificate	\$ 40.00	
Processing Fee	\$ 1,000.00	
2022-2023 Property Taxes (prorated)	\$ -	TBD
HOA Fees (prorated)	\$ -	TBD
Insurance (prorated)	\$ -	TBD
Home Inspection Fee	\$ -	
Surveyor's Fee	\$ -	
Incorporation Fees, Common Seal, Local courier etc.	\$ 400.00	
Filing Fees/Certified Copies - Corporate Documents	\$ 132.00	
Re-Registration Fees	\$ 112.50	
International Courier Charges (DHL - 2 packages)	\$ 196.00	
Interdistrict Delivery/Courier Charges (Belize City to/from Belmopan City)	\$ 100.00	
Incoming & Outgoing Bank Charges	\$ 100.00	
		\$ 5,330.50
TOTAL:		\$ 7,861.75

*This is the total amount of stamp duty to be paid on the consideration above presuming the value/consideration of the property is not re-assessed for higher by the Valuation Department, Belmopan.

**The foregoing does not include fees for company transfer documentation since Claudio did not provide any listing involving Premiere/Dean/Parish.

***The foregoing does not include fees for discharging of any charge, mortgage or liens that could appear after searches.

EXHIBIT A

1/3/2023 4:54 PM

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

Oklahoma Department of Securities)
ex rel. Melanie Hall, Administrator,)
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 v.)
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 Defendants.)

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**DECLARATION OF EMIL ARGUELLES IN SUPPORT OF RECEIVER'S
APPLICATION TO EMPLOY ARGUELLES & COMPANY AS ATTORNEY**

In support of this Declaration, Emil Arguelles states:

1. I am the Managing Partner of Arguelles & Company, a law firm headquartered in Belize City, Belize.
2. I submit this Declaration in connection with the application of the Receiver for an order approving the Receiver's retention of Arguelles & Company as an attorney in the above-captioned case.
3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth.
4. To the extent that any information disclosed herein requires amendment or modification due to Arguelles & Company's completion of further analysis or additional creditor information becoming available, a supplemental declaration will be submitted to the Court.

EXHIBIT B

EA.

5. Neither I nor Arguelles & Company, insofar as I have been able to ascertain, is a party to this action, or is a parent, grandparent, grandchild, sibling, director, officer, agent, attorney, employee, secured or unsecured creditor or lienor of any other party in interest in this case, or their respective attorneys and/or other brokers, except as disclosed herein.

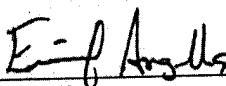
6. To the best of my knowledge, information, and belief, neither I nor Arguelles & Company hold or represent any interest adverse to the receivership estate and are both disinterested.

7. In addition, except as otherwise described herein, to the best of my knowledge, information, and belief, neither I nor Arguelles & Company have material connections with Receiver or any party in interest or their respective attorneys.

8. Based upon the information available to me, neither I nor Arguelles & Company hold an interest adverse to the Receiver or the estate as to the matters for which it is to be employed. Accordingly, I believe that I am a "disinterested person."

9. I have participated in preparing and have reviewed the Application which is supported by this Declaration, and I verify the statements made in that Application are correct to the best of my knowledge, information and belief.

I certify under penalty of perjury that the foregoing is true and correct, executed on this _____ day of January, 2023.



Emil Arguelles