

IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

REX VENTURES GROUP, LLC
d/b/a ZEEKREWARDS.COM, and
PAUL BURKS,

Defendants.

Civil Action No. 3:12-cv-519

MOTION TO APPOINT REPRESENTATIVE FOR AFFILIATES

As more fully explained in the contemporaneously filed Brief in Support of Motion to Appoint Representative for Affiliates, Fun Club USA, Inc., David Sorrells, David Kettner and Mary Kettner (“Movants”) file this Motion to Appoint Representative for the Affiliates and in support hereof state:

According to the Receiver this case is the largest case of its type ever filed in the United States in terms of the number of potential victims and participants. According to the Receiver’s estimates there may be 2.2 million Affiliates located around the world. Many of the actions being taken and proposed by the Receiver may substantially and irreparably impact their rights. It is impractical for the Affiliates to each retain counsel and appear in this case. Many of them cannot afford to do so. The Affiliates need representation of their interests in this case and Movants request that the Court appoint Michael J Quilling as Examiner in these proceedings to represent the collective interests of the Affiliates and all creditors of the receivership estate and that the Examiner and his counsel be compensated out of the receivership estate.

Certificate of Conference

Pursuant to this Court's local rules, counsel for Movants has conferred with the Receiver and has attempted to confer with Mr. Bowers of the SEC and Noel Tin, counsel for Paul Burks. Specifically, Movant's counsel provided a draft of the Brief to the Receiver at 2:54 PM on November 29, 2012. The Receiver states that he provided a copy of the draft Brief to Mr. Bowers of the SEC. The Receiver further states that he opposes this Motion. As of the filing of this Motion, Mr. Bowers has not responded to a 5:25 PM November 29, 2012 email communication from Movant's counsel with respect to this motion. The undersigned was unable to make contact with counsel for Paul Burks.

For the reasons set forth above, and as more fully explained in the accompanying Brief, the Movants request that the Court enter an Order consistent with the foregoing, and for such other and further relief, general or special, at law or in equity, to which they may otherwise be entitled.

Respectfully submitted,

QUILLING, SELANDER, LOWNDS,
WINSLETT & MOSER, P.C.

/s/ Michael J. Quilling
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CERTIFICATE OF SERVICE

I hereby certify that on November 30, 2012, I electronically filed the foregoing document with the Clerk of Court using the CM/ECF system, which will electronically serve the referenced document on the parties' counsel who are registered CM/ECF users, including:

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RECEIVER FOR REX VENTURES GROUP, LLC

/s/ Rodney E. Alexander
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