

ROBB EVANS
Receiver of
Equinox International Corp., et al.
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Federal Trade Commission v. Equinox International Corp., et al.
CASE No. CV-S-99-0969 KJD (Pal)

**Motion for Order Approving Report of Receiver's Activities for
the Period from September 1, 2004 through August 31, 2005**

Filed November 30, 2005

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10 UNITED STATES DISTRICT COURT
11 DISTRICT OF NEVADA

12 FEDERAL TRADE COMMISSION,
13 et al.,

14 Plaintiffs,

15 v.

16 EQUINOX INTERNATIONAL
CORP., et al.,

17 Defendants.

CASE NO. CV-S-99-0969-KJD(PAL)

**MOTION FOR ORDER
APPROVING REPORT OF
RECEIVER'S ACTIVITIES
FOR THE PERIOD FROM
SEPTEMBER 1, 2004
THROUGH AUGUST 31, 2005**

18
19 TO: ALL DEFENDANTS AND THEIR ATTORNEYS OF RECORD,
20 PLAINTIFF, FEDERAL TRADE COMMISSION, AND ALL OTHER PARTIES
21 IN INTEREST:

22
23 PLEASE TAKE NOTICE that Robb Evans, Receiver of defendants Equinox
24 International Corporation, Advanced Marketing Seminars, Inc. and BG Enterprises,
25 Inc., and Related Entities as defined in the Order Preliminarily Approving Stipulated
26 Final Judgment and Class Action Settlement and Setting Fairness Hearing entered
27 April 20, 2000 ("Permanent Receivership Order"), and over various assets as set
28 forth in the Permanent Receivership Order (hereinafter Robb Evans is referred to as

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1 the "Receiver"), hereby submits his: (1) Report of Receiver's Activities
2 September 1, 2004 through August 31, 2005, Exhibit 1 hereto ("Receiver's
3 Report"), constituting the Receiver's twelfth report as permanent receiver. The
4 Receiver seeks a Court order approving the Receiver's Report, authorizing payment
5 of the accrued fees and expenses owed to the Receiver, and approving the payments
6 made and actions taken by the Receiver as described in the Receiver's Report.

7
8 **I.**

9 **MEMORANDUM OF POINTS AND AUTHORITIES**

10
11 The Receiver was initially appointed upon application of the Federal Trade
12 Commission ("FTC") by this Court pursuant to a Temporary Restraining Order
13 Freezing Assets, Appointing a Temporary Receiver and Providing Additional
14 Equitable Relief ("Temporary Receivership Order") dated August 4, 1999. The
15 Temporary Receivership Order, at section V, provides that the temporary receiver
16 was appointed as temporary receiver with the full powers of an equity receiver for
17 Equinox International Corporation and for all of the funds, properties, premises,
18 accounts and other assets directly or indirectly owned by it. The temporary
19 receiver's role was thereafter further clarified and limited by subsequent orders of
20 the Court.

21
22 Subsequently, pursuant to the Permanent Receivership Order, on April 20,
23 2000 the Receiver became permanent receiver over Equinox International
24 Corporation, Advanced Marketing Seminars, Inc. and BG Enterprises, Inc., as well
25 as Related Entities as defined in the Permanent Receivership Order, and over
26 various assets of Bill Gould and others as set forth in the Permanent Receivership
27 Order, with the full powers of an equity receiver. The Permanent Receivership
28 Order requires, at section IX.I, that the Receiver "[p]repare and submit periodic

1 reports, as necessary, to this Court and to the Plaintiffs, describing the Receiver's
2 efforts to comply with the terms of this Order, and recommendations of any
3 additional action required by this Court to ensure that the funds, property, premises,
4 accounts and other assets of Receivership Entities are preserved . . ." Pursuant to
5 the Final Judgment and Order Granting Final Approval of Class Settlement entered
6 February 13, 2001, the Court gave final approval to the Permanent Receivership
7 Order, and retained jurisdiction for purposes of, among other things, supervising the
8 receivership. The initial eleven reports of the Receiver filed since entry of the
9 Permanent Receivership Order and covering the permanent receivership period from
10 its inception through August 31, 2004, have been approved by Court orders.

11
12 Pursuant to the terms of the Permanent Receivership Order, Final Judgment
13 and Order Granting Final Approval of Class Settlement, the Receiver herewith
14 submits this Receiver's Report. The Receiver's Report: (a) describes in detail the
15 status of claim administration and consumer redress issues; (b) discusses the
16 Receiver's motion for an order approving his determinations regarding unresolved
17 claims to be filed concurrently herewith or shortly hereafter; (c) updates the status of
18 IRS claim negotiations; and (d) attaches a statement of sources and uses of funds
19 from March 1, 2000 through August 31, 2005 (including breakdowns for the period
20 from September 1, 2004 through February 28, 2005 and March 1, 2005 through
21 August 31, 2005), and a financial report of administration expenses for the period
22 beginning April 20, 2000 and ending August 31, 2005 (also including breakdowns
23 for the last twelve months, broken out in two six-month segments).

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28 ///

**Robb Evans, Receiver of
Equinox International Corp.,
Advanced Marketing Seminars, Inc.,
BG Management, Inc.,
Related Corporations or Business Entities
and Certain Other Assets**

**REPORT OF RECEIVER'S ACTIVITIES
SEPTEMBER 1, 2004 THROUGH AUGUST 31, 2005**

This report covers the activities of the Permanent Receiver since his last report to the Court for the period ended August 31, 2004. This is the twelfth report to the Court on the progress of the Receivership. It does not constitute an audit of financial condition and is intended only to provide information for use by the Court in assessing the progress of the Receivership.

Asset Evaluation and Sales

Previous reports have chronicled in detail the sale of the estate assets. I have accepted an offer to sell 86,609 shares of Inherent.Com, which is the controlling interest of this website service firm, and one of the few remaining meager assets left in the Receivership estate. Inherent.Com has become insolvent because of the changes in the internet-service market and the widespread competition. Without an immediate infusion of cash, the company will be unable to operate. I have attempted to sell the company and the shares for four years. There are no other offers to buy the company assets or any of its shares, and no other known potential buyers. The existing and only buyer is the current offer of \$.10 per share, totaling \$8,661, in a package with the balance of the outstanding shares of the minority interest.

Internal Revenue Service Issues

As previously reported, the IRS claims for approximately \$12 million are still pending. The Federal Trade Commission's attorney successfully arranged for the Department of Justice to intervene in the dispute arising from the competing claims from two agencies of the U.S. government. We tendered a settlement offer and received a favorable verbal response. We were receiving periodic confirmations that the proposed settlement was progressing through the approval process of the Department of Justice. Recent reports have been sporadic, however, and the Federal Trade Commission and

others are requesting updated information. The Receiver will post new information about the settlement on the website as soon as it is available.

Claim Administration and Consumer Redress

As previously reported, on December 11, 2003, the Court signed an Order Establishing Claims Bar Dates, Claims Objection Procedures and Approving Receiver's Prior Claims Determinations.

Non-Distributor Claims:

The Receiver served a Notice of Claims Bar Date to 107 persons or entities. The 107 served included the regular service list and all known actual or potential pre-receivership non-distributor claimants. The non-distributor service list included actual or potential product liability claims, water damage claims, and claims from vendors, service providers, property owners, and their attorneys if available.

Thirteen claimants followed the directions in the Notice of Claims Bar date and submitted claims to the Receiver's office on or before the bar date of June 25, 2004. The 13 claims totaled \$1,705,472. The Receiver has studied the claims and has prepared, and will soon file his Motion for the Court's approval regarding his determination on these claims. That Motion will include notice to all claimants and will request a scheduled hearing on the Receiver's objections that he has been unable to resolve with claimants. The claims and the arguments of the unresolved claimants will be included without changes in the Receiver's Motion.

Distributor Claims:

The December 11, 2003 Order approved the Receiver's prior Distributor Claim determinations and the request to establish detailed Distributor Claim Objection Procedures. The Distributor Claim Objection Procedures requested by the Receiver, and approved by this Court, sought to provide the maximum amount of claim benefits to the largest group of approved claimants. The underlying principle of the Claim Administration Procedures was to require complete and acceptable documentation for the portions of claims that exceed the average amount claimed by all distributors, or the amount determined to be usual.

Following directions in the approved Order, the Receiver's staff mailed letters to 4,933 claimants describing how their claims were revised and the amount of the revision. About 950 of the letters were returned as undeliverable because claimants failed to inform the Receiver of a change of address. The Receiver's office requested updated address information from the United States Post Office and obtained some revised addresses.

Of the approximate 4,000 distributor claimants that received the letter describing how claims were revised and the amount of the revision, 187 did not agree with the Receiver's changes. The Receiver's staff has resolved all but eight of the claimant disagreements, often with additional mutually agreed-upon revisions.

The Receiver will include his recommended determination on the distributor claims in the previously described Motion. That Motion will include notice to all claimants and will request a scheduled hearing on the Receiver's objections that he has been unable to resolve with claimants. The claims and the arguments of the unresolved claimants will be included without changes in the Receiver's Motion.

Communication with Claimants:

The Receiver's office continues to respond to numerous inquiries about the status of the claims administration process and timeframe for distribution of the redress fund. Previously we reported that the Receiver's office redesigned the Equinoxinternational.com website by providing online claim status verification for the claimants. Claimants can also enter a change of address online. The site is SSL capable, which means all sensitive information entered by a claimant is secure and protected from disclosure to third parties. Additional information, including copies of the Receiver's reports and Court documents, is also available on the website.

The amount of funding available for redress depends on the resolution of the pending claims from the IRS, Class Counsel Fees that may be awarded, and other final expenses.

Sources and Uses of Funds: September 1, 2004 through August 31, 2005

Under Tab 1 is a statement of cash inflow and outflow for the current reporting period, and for the period after February 28, 2000, the date used to estimate the value of assets turned over to the Receivership Estate. During this reporting period, cash outflow for the six months ending August 31, 2005 totaled \$89,465, compared to \$20,661 for the previous six months, primarily for completing closing tax returns for most of the Receivership entities and for increased estate expenses. Estate cash basis expenses were \$17,015 higher than in the previous six months from completing work on Claims Administration and preparing exhibits and text for the Receiver's Motion.

Financial Report

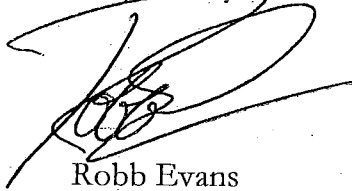
Under Tab 1 is the Receiver's Financial Report of Administration Expenses for the period beginning April 20, 2000 and ending August 31, 2005.

Conclusion

I respectfully request that:

- This Report be approved.
- I be authorized to pay the accrued fees and expenses owing myself.
- My actions in making other payments and taking such other actions described in this Report, including the sale of the shares of Inherent.Com, be confirmed.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Robb Evans', written over a horizontal line.

Robb Evans
Receiver

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to February 28, 2005

CASH INFLOW	3/1/00-8/31/04	9/1/04-2/28/05	Total
Sale of Automobiles	2,891,682.33	0.00	2,891,682.33
Pre 4/20/00 Sale of Automobiles	195,000.00	0.00	195,000.00
Sale of Stock (Sold Prior to 4/20/00)	2,694,832.22	0.00	2,694,832.22
Interest, Refunds, Settlements & Other	1,803,701.26	123,133.09	1,926,834.35
Product Inventory	1,605,927.57	0.00	1,605,927.57
Sale of Audio Visual & Seminar Sets	218,955.31	0.00	218,955.31
Transfer in from Bill Gould's Accounts	17,858.95	0.00	17,858.95
Pre 4/20/00 Sales and other income	4,403,022.06	0.00	4,403,022.06
Pre 4/20/00 Borrowing	2,349,897.78	0.00	2,349,897.78
Credit Card Reserves	616,044.47	0.00	616,044.47
Keogh Plan Termination - Bill Gould	131,675.33	0.00	131,675.33
Litigation Settlement	227,700.00	0.00	227,700.00
Sale of Boats	4,220,838.75	0.00	4,220,838.75
Lake Las Vegas Land - Net Sale	2,189,537.88	0.00	2,189,537.88
Life Insurance Cash Value	888,565.23	0.00	888,565.23
Sale of Furniture and other	323,103.29	0.00	323,103.29
Sale of 2 FL Houses	735,412.47	0.00	735,412.47
Internation Purity	620,344.00	0.00	620,344.00
Sale of La Jolla Residence	3,332,798.28	0.00	3,332,798.28
Sale of Colorado Ranch	4,990,893.92	0.00	4,990,893.92
419A Plan	2,245,157.64	0.00	2,245,157.64
Sale of plane	3,678,484.90	0.00	3,678,484.90
Sale of Patents	1,385,000.00	0.00	1,385,000.00
Sale of Jewelry	186,987.00	0.00	186,987.00
Sale of Art	97,622.04	0.00	97,622.04
Sale of IPC	2,121,248.72	0.00	2,121,248.72
Sale of Stock	149,991.94	0.00	149,991.94
Sale of Ravenwood	25,000.00	0.00	25,000.00
Sale of 750 Lake Drive - Net	7,836,648.00	0.00	7,836,648.00
Unreconciled Difference	126,171.74	0.00	126,171.74
TOTAL CASH INFLOW	52,310,103.08	123,133.09	52,433,236.17

3/1/00-8/31/04	9/1/04-2/28/05	Total
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CASH OUTFLOW

CORPORATE EXPENSES:

	Pre 4/20/00	Post 4/20/00	Total		
Payroll/Benefits	1,102,936.46	2,432,227.49	3,535,163.95	0.00	3,535,163.95
Payoff Pre 4/20/00 Borrowing	0.00	1,496,200.00	1,496,200.00	0.00	1,496,200.00
Travel	206,175.09	27,985.96	234,161.05	0.00	234,161.05
Telephone/Pager	114,663.52	122,484.16	237,147.68	0.00	237,147.68
Shipping/Postage	166,679.55	224,276.19	390,955.74	0.00	390,955.74
Rent	165,128.33	469,319.17	634,447.50	0.00	634,447.50
Computer/Equipment	4,825.41	93,902.07	98,727.48	0.00	98,727.48
Consultant/Technical	388,378.05	130,856.86	519,234.91	0.00	519,234.91
Legal Fees	(3) 3,148,737.62	873,514.68	4,022,252.30	1,900.00	4,024,152.30
Insurance - Corporate Assets	40,000.85	110,220.49	150,221.34	0.00	150,221.34
Utilities	3,346.41	5,436.25	8,782.66	0.00	8,782.66
Building Maintenance & Security	30,406.04	42,695.70	73,101.74	0.00	73,101.74
Office Supplies	52,849.76	9,850.37	62,700.13	0.00	62,700.13
Dues/Memberships	4,464.89	2,874.00	7,338.89	0.00	7,338.89
Mexico Liquidation	0.00	144,015.68	144,015.68	0.00	144,015.68
Taiwan Liquidation	0.00	284,417.19	284,417.19	0.00	284,417.19
Temporary Labor	89,388.39	29,846.42	119,234.81	0.00	119,234.81
Contract Labor	25,362.46	17,003.00	42,365.46	0.00	42,365.46

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to February 28, 2005

	3/1/00-8/31/04			9/1/04-2/28/05		Total	
CASH OUTFLOW (CONTINUED)	Pre 4/20/00	Post 4/20/00	Total				
<u>CORPORATE EXPENSES (CONTINUED):</u>							
Product/Inventory	153,833.75	139,525.49	293,359.24	0.00		293,359.24	
Equipment & Furniture Leases	130,915.41	75,779.60	206,695.01	0.00		206,695.01	
Interest on Line of Credit	0.00	313,100.42	13,100.42	0.00		13,100.42	
Litigation Settlement	58,333.34	79,647.13	137,980.47	0.00		137,980.47	
Marketing	26,250.00	0.00	26,250.00	0.00		26,250.00	
Miscellaneous	31,044.38	18,398.76	49,443.14	0.00		49,443.14	
Taxes/Licenses	249,803.50	233,919.98	483,723.48	0.00		483,723.48	
Accounting/Professional	15,289.68	243,781.43	259,071.11	0.00		259,071.11	
Seminar Expenses	462,053.66	0.00	462,053.66	0.00		462,053.66	
Refund of Seminar Deposits	77,471.28	97,151.25	174,622.53	0.00		174,622.53	
<i>Subtotal</i>	<i>6,748,337.83</i>	<i>7,718,429.74</i>	<i>14,166,767.57</i>	<i>1,900.00</i>		<i>14,168,667.57</i>	
<i>Percentage of Total</i>	<i>47.63%</i>	<i>54.48%</i>	<i>99.99%</i>	<i>0.01%</i>		<i>100.00%</i>	
<u>CONSUMER RELATED EXPENSES:</u>							
Refunds	652,243.65	0.00	652,243.65	0.00		652,243.65	
Rebates and Bonuses	1,577,379.10	0.00	1,577,379.10	0.00		1,577,379.10	
Consumer Claim Administration	(4) 0.00	1,168,057.72	1,168,057.72	0.00		1,168,057.72	
Class Counsel Fees & Expense	0.00	583,959.01	583,959.01	0.00		583,959.01	
<i>Subtotal</i>	<i>2,229,622.75</i>	<i>1,752,016.73</i>	<i>3,981,639.48</i>	<i>0.00</i>		<i>3,981,639.48</i>	
<i>Percentage of Total</i>	<i>56.00%</i>	<i>44.00%</i>	<i>100.00%</i>	<i>0.00%</i>		<i>100.00%</i>	
<u>PARTNERSHIP ASSET EXPENSES:</u>							
Colorado Ranch	30,043.60	206,042.58	236,086.18	0.00		236,086.18	
Houseboat	0.00	2,706.57	2,706.57	0.00		2,706.57	
Airplane	278,350.17	485,365.34	763,715.51	0.00		763,715.51	
Yacht	(1) 233,418.91	4,628,846.79	4,862,265.70	0.00		4,862,265.70	
Insurance - Partnership Assets	45,208.08	798,235.83	843,443.91	0.00		843,443.91	
Vehicle Repair/Maintenance	39,229.32	1,395.43	40,624.75	0.00		40,624.75	
Property Maintenance/Partnership Assets	7,281.31	99,040.71	106,322.02	0.00		106,322.02	
Property Mortgages/Partnership Assets	46,636.34	220,431.20	267,067.54	0.00		267,067.54	
Completing Construction at 750 Lake Drive	375,000.00	3,222,525.36	3,597,525.36	(7,254.65)		3,590,270.71	
International Purity	(2) 191,732.88	2,511,220.08	2,702,952.96	0.00		2,702,952.96	
Patent	172,115.18	0.00	172,115.18	0.00		172,115.18	
Utilities	25,826.58	117,291.94	143,118.52	0.00		143,118.52	
<i>Subtotal</i>	<i>1,444,842.37</i>	<i>12,293,101.83</i>	<i>13,737,944.20</i>	<i>(7,254.65)</i>		<i>13,730,689.55</i>	
<i>Percentage of Total</i>	<i>10.52%</i>	<i>89.53%</i>	<i>100.05%</i>	<i>-0.05%</i>		<i>100.00%</i>	

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to February 28, 2005

	3/1/00-8/31/04		9/1/04-2/28/05		Total
CASH OUTFLOW (CONTINUED)	Pre 4/20/00	Post 4/20/00	Total		
RECEIVERSHIP EXPENSES:					
<i>Subtotal</i>	104,391.43	1,787,889.77	1,892,281.20	26,015.47	1,918,296.67
<i>Percentage of Total</i>	5.44%	93.20%	98.64%	1.36%	100.00%
BILL GOULDD RELATED EXPENSES:					
Payments to Bill Gould	0.00	84,500.00	84,500.00	0.00	84,500.00
Bill Gould Personal	3,063.47	95.36	3,158.83	0.00	3,158.83
Child/Alimony	15,500.00	0.00	15,500.00	0.00	15,500.00
<i>Subtotal</i>	18,563.47	84,595.36	103,158.83	0.00	103,158.83
<i>Percentage of Total</i>	18.00%	82.00%	100.00%	0.00%	100.00%
TOTAL CASH OUTFLOW	10,545,759.05	23,636,036.24	33,881,795.27	20,660.83	33,902,456.10
<i>Percentage of Total</i>	31.11%	69.72%	99.94%	0.06%	100.00%
NET CASH FLOW			18,428,307.81	102,472.26	18,530,780.07
Beginning Cash Balance as of March 1, 2000			1,302,488.20	19,730,796.01	1,302,488.20
Ending Cash Balance			19,730,796.01	19,833,268.27	19,833,268.27

(1) Total includes loan payments of \$2,662,887.12.

(2) Total includes loan payments of \$1,637,303.78, \$94,924.81 for settled water damage claim, \$33,593.36 for fees related to the sale of UV patent, and \$183,071.93 for payroll and property maintenance.

(3) Total includes \$606,460.96 Court approved reimbursements of legal fees for plaintiffs states.

(4) includes \$296,481.72 paid to Claims Administrator for work completed for class counsel.

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to August 31, 2005

CASH INFLOW	3/1/00-2/28/05	3/1/05-8/31/05	Total
Sale of Automobiles	2,891,682.33	0.00	2,891,682.33
Pre 4/20/00 Sale of Automobiles	195,000.00	0.00	195,000.00
Sale of Stock (Sold Prior to 4/20/00)	2,694,832.22	0.00	2,694,832.22
Interest, Refunds, Settlements & Other	1,926,834.35	162,709.81	2,089,544.16
Product Inventory	1,605,927.57	0.00	1,605,927.57
Sale of Audio Visual & Seminar Sets	218,955.31	0.00	218,955.31
Transfer in from Bill Gould's Accounts	17,858.95	0.00	17,858.95
Pre 4/20/00 Sales and other income	4,403,022.06	0.00	4,403,022.06
Pre 4/20/00 Borrowing	2,349,897.78	0.00	2,349,897.78
Credit Card Reserves	616,044.47	0.00	616,044.47
Keogh Plan Termination - Bill Gould	131,675.33	0.00	131,675.33
Litigation Settlement	227,700.00	0.00	227,700.00
Sale of Boats	4,220,838.75	0.00	4,220,838.75
Lake Las Vegas Land - Net Sale	2,189,537.88	0.00	2,189,537.88
Life Insurance Cash Value	888,565.23	0.00	888,565.23
Sale of Furniture and other	323,103.29	0.00	323,103.29
Sale of 2 FL Houses	735,412.47	0.00	735,412.47
Internation Purity	620,344.00	0.00	620,344.00
Sale of La Jolla Residence	3,332,798.28	0.00	3,332,798.28
Sale of Colorado Ranch	4,990,893.92	0.00	4,990,893.92
419A Plan	2,245,157.64	0.00	2,245,157.64
Sale of plane	3,678,484.90	0.00	3,678,484.90
Sale of Patents	1,385,000.00	0.00	1,385,000.00
Sale of Jewelry	186,987.00	0.00	186,987.00
Sale of Art	97,622.04	0.00	97,622.04
Sale of IPC	2,121,248.72	0.00	2,121,248.72
Sale of Stock	149,991.94	0.00	149,991.94
Sale of Ravenwood	25,000.00	0.00	25,000.00
Sale of 750 Lake Drive - Net	7,836,648.00	0.00	7,836,648.00
Unreconciled Difference	126,171.74	0.00	126,171.74
TOTAL CASH INFLOW	52,433,236.17	162,709.81	52,595,945.98
	3/1/00-2/28/05	3/1/05-8/31/05	Total

CASH OUTFLOW	Pre 4/20/00	Post 4/20/00	Total		
CORPORATE EXPENSES:					
Payroll/Benefits	1,102,936.46	2,432,227.49	3,535,163.95	0.00	3,535,163.95
Payoff Pre 4/20/00 Borrowing	0.00	1,496,200.00	1,496,200.00	0.00	1,496,200.00
Travel	206,175.09	27,985.96	234,161.05	0.00	234,161.05
Telephone/Pager	114,663.52	122,484.16	237,147.68	0.00	237,147.68
Shipping/Postage	166,679.55	224,276.19	390,955.74	0.00	390,955.74
Rent	165,128.33	469,319.17	634,447.50	0.00	634,447.50
Computer/Equipment	4,825.41	93,902.07	98,727.48	0.00	98,727.48
Consultant/Technical	388,378.05	130,856.86	519,234.91	46,337.00	565,571.91
Legal Fees	(3) 3,148,737.62	875,414.68	4,024,152.30	0.00	4,024,152.30
Insurance - Corporate Assets	40,000.85	110,220.49	150,221.34	0.00	150,221.34
Utilities	3,346.41	5,436.25	8,782.66	0.00	8,782.66
Building Maintenance & Security	30,406.04	42,695.70	73,101.74	0.00	73,101.74
Office Supplies	52,849.76	9,850.37	62,700.13	0.00	62,700.13
Dues/Memberships	4,464.89	2,874.00	7,338.89	0.00	7,338.89
Mexico Liquidation	0.00	144,015.68	144,015.68	0.00	144,015.68
Taiwan Liquidation	0.00	284,417.19	284,417.19	0.00	284,417.19
Temporary Labor	89,388.39	29,846.42	119,234.81	0.00	119,234.81
Contract Labor	25,362.46	17,003.00	42,365.46	0.00	42,365.46

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to August 31, 2005

	3/1/00-2/28/05	3/1/05-8/31/05	Total		
CASH OUTFLOW (CONTINUED)	Pre 4/20/00	Post 4/20/00	Total		
CORPORATE EXPENSES (CONTINUED):					
Product/Inventory	153,833.75	139,525.49	293,359.24	0.00	293,359.24
Equipment & Furniture Leases	130,915.41	75,779.60	206,695.01	0.00	206,695.01
Interest on Line of Credit	0.00	13,100.42	13,100.42	0.00	13,100.42
Litigation Settlement	58,333.34	79,647.13	137,980.47	0.00	137,980.47
Marketing	26,250.00	0.00	26,250.00	0.00	26,250.00
Miscellaneous	31,044.38	18,398.76	49,443.14	0.00	49,443.14
Taxes/Licenses	249,803.50	233,919.98	483,723.48	0.00	483,723.48
Accounting/Professional	15,289.68	243,781.43	259,071.11	0.00	259,071.11
Seminar Expenses	462,053.66	0.00	462,053.66	0.00	462,053.66
Refund of Seminar Deposits	77,471.28	97,151.25	174,622.53	0.00	174,622.53
<i>Subtotal</i>	<i>6,748,337.83</i>	<i>7,420,329.74</i>	<i>14,168,667.57</i>	<i>46,337.00</i>	<i>14,215,004.57</i>
<i>Percentage of Total</i>	<i>47.47%</i>	<i>52.20%</i>	<i>99.67%</i>	<i>0.33%</i>	<i>100.00%</i>
CONSUMER RELATED EXPENSES:					
Refunds	652,243.65	0.00	652,243.65	0.00	652,243.65
Rebates and Bonuses	1,577,379.10	0.00	1,577,379.10	0.00	1,577,379.10
Consumer Claim Administration (4)	0.00	1,168,057.72	1,168,057.72	0.00	1,168,057.72
Class Counsel Fees & Expense	0.00	583,959.01	583,959.01	0.00	583,959.01
<i>Subtotal</i>	<i>2,229,622.75</i>	<i>1,752,016.73</i>	<i>3,981,639.48</i>	<i>0.00</i>	<i>3,981,639.48</i>
<i>Percentage of Total</i>	<i>56.00%</i>	<i>44.00%</i>	<i>100.00%</i>	<i>0.00%</i>	<i>100.00%</i>
PARTNERSHIP ASSET EXPENSES:					
Colorado Ranch	30,043.60	206,042.58	236,086.18	0.00	236,086.18
Houseboat	0.00	2,706.57	2,706.57	0.00	2,706.57
Airplane	278,350.17	485,365.34	763,715.51	0.00	763,715.51
Yacht (1)	233,418.91	4,628,846.79	4,862,265.70	0.00	4,862,265.70
Insurance - Partnership Assets	45,208.08	798,235.83	843,443.91	0.00	843,443.91
Vehicle Repair/Maintenance	39,229.32	1,395.43	40,624.75	0.00	40,624.75
Property Maintenance/Partnership Assets	7,281.31	99,040.71	106,322.02	0.00	106,322.02
Property Mortgages/Partnership Assets	46,636.34	220,431.20	267,067.54	0.00	267,067.54
Completing Construction at 750 Lake Drive	375,000.00	3,215,270.71	3,590,270.71	0.00	3,590,270.71
International Purity (2)	191,732.88	2,511,220.08	2,702,952.96	98.75	2,703,051.71
Patent	172,115.18	0.00	172,115.18	0.00	172,115.18
Utilities	25,826.58	117,291.94	143,118.52	0.00	143,118.52
<i>Subtotal</i>	<i>1,444,842.37</i>	<i>12,285,847.18</i>	<i>13,730,689.55</i>	<i>98.75</i>	<i>13,730,788.30</i>
<i>Percentage of Total</i>	<i>10.52%</i>	<i>89.48%</i>	<i>100.00%</i>	<i>0.00%</i>	<i>100.00%</i>

Robb Evans, Receiver of Equinox International Corp. et al.
Cash Inflow and Outflow Statement
From March 1, 2000 to August 31, 2005

	3/1/00-2/28/05		3/1/05-8/31/05		Total
CASH OUTFLOW (CONTINUED)	Pre 4/20/00	Post 4/20/00	Total		
RECEIVERSHIP EXPENSES:					
<i>Subtotal</i>	104,391.43	1,813,905.24	1,918,296.67	43,029.56	1,961,326.23
<i>Percentage of Total</i>	5.32%	92.48%	97.81%	2.19%	100.00%
BILL GOULDD RELATED EXPENSES:					
Payments to Bill Gould	0.00	84,500.00	84,500.00	0.00	84,500.00
Bill Gould Personal	3,063.47	95.36	3,158.83	0.00	3,158.83
Child/Alimony	15,500.00	0.00	15,500.00	0.00	15,500.00
<i>Subtotal</i>	18,563.47	84,595.36	103,158.83	0.00	103,158.83
<i>Percentage of Total</i>	18.00%	82.00%	100.00%	0.00%	100.00%
TOTAL CASH OUTFLOW	10,545,759.04	23,356,697.03	33,902,456.07	89,465.34	33,991,921.41
<i>Percentage of Total</i>	31.02%	68.71%	99.74%	0.26%	100.00%
NET CASH FLOW			18,530,780.10	73,244.47	18,604,024.57
Beginning Cash Balance as of March 1, 2000			1,302,488.20	19,833,268.30	1,302,488.20
Ending Cash Balance			19,833,268.30	19,906,512.77	19,906,512.77

(1) Total includes loan payments of \$2,662,887.12.

(2) Total includes loan payments of \$1,637,303.78, \$94,924.81 for settled water damage claim, \$33,593.36 for fees related to the sale of UV patent, and \$183,071.93 for payroll and property maintenance.

(3) Total includes \$606,460.96 Court approved reimbursements of legal fees for plaintiffs states.

(4) includes \$296,481.72 paid to Claims Administrator for work completed for class counsel.

Robb Evans, Receiver of Equinox International Corp. et al.
Administration Expenses
For the Period from Inception April 20, 2000 to February 28, 2005

	Previously Reported 4/20/00-8/31/04	9/1/04-2/28/05	Total
Receiver's Expenses			
Receiver's Fee	100,510.00	2,180.00	102,690.00
Receiver's Out of Pocket Expenses	13,580.19	0.00	13,580.19
Total Receiver's Expenses	114,090.19	2,180.00	116,270.19
Project Coordinators	326,904.90	4,250.00	331,154.90
Accounting & Support	439,746.42	17,464.66	457,211.08
Out of Pocket Expenses	83,953.97	0.00	83,953.97
Total Staff Expenses	850,605.29	21,714.66	872,319.95
Legal Expense	536,940.19	3,376.07	540,316.26
Asset Liquidation	190,566.88	0.00	190,566.88
Occupancy & Maintenance	66,585.12	5,477.18	72,062.30
Postage & Delivery	15,255.20	355.20	15,610.40
Insurance	2,198.10	0.00	2,198.10
Telephone & Supplies	14,907.55	837.47	15,745.02
Miscellaneous Expenses	4,823.75	220.00	5,043.75
Total Expenses	1,795,972.27	34,160.58	1,830,132.85
Percent of total	98.13%	1.87%	100.00%
Cumulative Percent of Total	98.13%	100.00%	

Robb Evans, Receiver of Equinox International Corp. et al.
Administration Expenses
For the Period from Inception April 20, 2000 to February 28, 2005

	Paid	Accrued but Unpaid	Total
Receiver's Expenses			
Receiver's Fee	100,030.00	2,660.00	102,690.00
Receiver's Out of Pocket Expenses	13,580.19	0.00	13,580.19
Total Receiver's Expenses	113,610.19	2,660.00	116,270.19
Project Coordinators	330,634.90	520.00	331,154.90
Accounting & Support	451,486.08	5,725.00	457,211.08
Out of Pocket Expenses	83,953.97	0.00	83,953.97
Total Staff Expenses	866,074.95	6,245.00	872,319.95
Legal Expense	540,316.26	0.00	540,316.26
Asset Liquidation	184,404.38	6,162.50	190,566.88
Occupancy & Maintenance	72,062.30	0.00	72,062.30
Postage & Delivery	15,610.40	0.00	15,610.40
Insurance	2,198.10	0.00	2,198.10
Telephone & Supplies	15,734.91	10.11	15,745.02
Miscellaneous Expenses	5,043.75	0.00	5,043.75
Total Expenses	1,815,055.24	15,077.61	1,830,132.85

Robb Evans, Receiver of Equinox International Corp. et al.
Administration Expenses
For the Period from Inception April 20, 2000 to August 31, 2005

	Previously Reported 4/20/00-2/28/05	3/1/05-8/31/05	Total
Receiver's Expenses			
Receiver's Fee	102,690.00	3,640.00	106,330.00
Receiver's Out of Pocket Expenses	13,580.19	565.26	14,145.45
Total Receiver's Expenses	116,270.19	4,205.26	120,475.45
Project Coordinators	331,154.90	3,988.00	335,142.90
Accounting & Support	457,211.08	13,467.16	470,678.24
Out of Pocket Expenses	83,953.97	230.40	84,184.37
Total Staff Expenses	872,319.95	17,685.56	890,005.51
Legal Expense	540,316.26	11,297.02	551,613.28
Asset Liquidation	190,566.88	0.00	190,566.88
Occupancy & Maintenance	72,062.30	9,239.22	81,301.52
Postage & Delivery	15,610.40	399.23	16,009.63
Insurance	2,198.10	0.00	2,198.10
Telephone & Supplies	15,745.02	82.12	15,827.14
Miscellaneous Expenses	5,043.75	0.00	5,043.75
Total Expenses	1,830,132.85	42,908.41	1,873,041.26
Percent of total	97.71%	2.29%	100.00%
Cumulative Percent of Total	97.71%	100.00%	

Robb Evans, Receiver of Equinox International Corp. et al.
Administration Expenses
For the Period from Inception April 20, 2000 to August 31, 2005

	Paid	Accrued but Unpaid	Total
Receiver's Expenses			
Receiver's Fee	100,030.00	6,300.00	106,330.00
Receiver's Out of Pocket Expenses	13,580.19	565.26	14,145.45
Total Receiver's Expenses	113,610.19	6,865.26	120,475.45
Project Coordinators	334,854.90	288.00	335,142.90
Accounting & Support	469,939.24	739.00	470,678.24
Out of Pocket Expenses	84,184.37	0.00	84,184.37
Total Staff Expenses	888,978.51	1,027.00	890,005.51
Legal Expense	550,911.28	702.00	551,613.28
Asset Liquidation	184,404.38	6,162.50	190,566.88
Occupancy & Maintenance	81,103.01	198.51	81,301.52
Postage & Delivery	16,009.63	0.00	16,009.63
Insurance	2,198.10	0.00	2,198.10
Telephone & Supplies	15,825.95	1.19	15,827.14
Miscellaneous Expenses	5,043.75	0.00	5,043.75
Total Expenses	1,858,084.80	14,956.46	1,873,041.26

PROOF OF SERVICE

I, the undersigned, declare and certify as follows:

I am over the age of eighteen years, not a party to the within action and employed in the County of Los Angeles, State of California. I am employed in the office of FRANDZEL ROBINS BLOOM & CSATO, L.C., members of the Bar of the above-entitled Court, and I made the service referred to below at their direction. My business address is 6500 Wilshire Boulevard, Seventeenth Floor, Los Angeles, California 90048-4920.

On November 29, 2005, I served true copy(ies) of the **MOTION FOR ORDER APPROVING REPORT OF RECEIVER'S ACTIVITIES FOR THE PERIOD FROM SEPTEMBER 1, 2004 THROUGH AUGUST 31, 2005**, the original(s) of which is(are) affixed hereto, to the party(ies) listed on the attached service list.

- BY MAIL: I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing with the United States Postal Service. Under that practice, it would be deposited with the United States Postal Service that same day in the ordinary course of business. Such document(s) were placed in envelopes addressed to the person(s) served hereunder for collection and mailing with postage thereon fully prepaid at Los Angeles, California, on that same day following ordinary business practices.
- BY FACSIMILE: At approximately _____, I caused said document(s) to be transmitted by facsimile. The telephone number of the sending facsimile machine was (323) 651-2577. The name(s) and facsimile machine telephone number(s) of the person(s) served are set forth in the service list. The document was transmitted by facsimile transmission, and the sending facsimile machine properly issued a transmission report confirming that the transmission was complete and without error.
- BY OVERNIGHT DELIVERY: I deposited such document(s) in a box or other facility regularly maintained by the overnight service carrier, or delivered such document(s) to a courier or driver authorized by the overnight service carrier to receive documents, in an envelope or package designated by the overnight service carrier with delivery fees paid or provided for, addressed to the person(s) served hereunder.
- BY EXPRESS MAIL: I deposited such document(s) in a box or other facility regularly maintained by the United States Postal Service, in an envelope or package designated by the United States Postal Service with delivery fees paid or provided for, addressed to the person(s) served hereunder.
- BY PERSONAL SERVICE: I personally delivered such document(s) to the person(s) served hereunder.

I certify under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.

Executed on November 29, 2005, at Los Angeles, California.


HELEN FLAX

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