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03-CV-D

July 26, 2003

Committee on Rules of Practice and Procedure
of the
Judicial Conference of the United States
Washington, D.C. 20544

Gentlemen:

This letter is to follow up on your recent questionnaire on class actions.

Enclosed is one page from a class action involving former share owners of Integra Corporation. This service date was May 27, 2003. The class action began about the year 1993. The paper record is voluminous.

Focusing on class action rule 23 reform, one should note the status of the small stock holder. The Colorado federal court asserts that rule 23 allows a large corporate entity to sue as a class a multitude of small defendants. This is somewhat the reverse structure that was originally contemplated to be the relief to be granted by rule 23.

The small stock holder has neither the resources nor the amount at risk to justify hiring a law firm to present a defense. There has been a mailing of pleadings about one a month, and postage and printing for a hundred addressees costs for each mailing about two or three hundred dollars.

The few substantial stock holders (several connected with brokerage houses or retirement mutual funds) have put together very extensive discovery packages and expert witness material. However, those parties never come to trial on the merits. After each side measures the strength of the opposition they settle out of court on undisclosed terms. The whole performance is a travesty of rule 23.

Enclosed also is one page from the letter of July 22, 2003 from Lindquist & Venum, PLLP. The show is not over. Relief will be appreciated in the form of a revised rule 23.

William S. Karn

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ATTORNEYS AT LAW

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PATRICK D. FRYE
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July 22, 2003

Opt Out Defendants
On attached distribution list

Re: *Jeffrey A. Weinman, as Trustee of the Integra Unsecured Creditors' Trust
v. Fidelity Capital Appreciation Fund, et al.*

Dear Sir or Madam:

This letter is intended to comply with Local Rule 7.1A's requirement for a meeting and conference prior to filing motions practice. Specifically, following the July 8, 2003 entry of default against you, the Trustee intends to move the Court for entries of default judgment. In light of your opting out of the \$7 per share class settlement and subsequent refusal to engage in the opt-out litigation, the Trustee will seek a default judgment against you in the amount of \$7 per share of ShowBiz Pizza Time you received in that company's 1988 spin-off from Integra-a Hotel and Restaurant Company.

By this letter, the Trustee seeks your agreement to the relief set forth in the previous paragraph. He does not anticipate that you will agree to entry of a default judgment against you; however, should you wish to meet and confer on this issue, please contact me no later than Wednesday, July 30, 2003. Absent a response to this letter by that time, the Trustee will assume that you do not consent to the relief discussed in this letter, and will so reflect in his Local Rule 7.1A Certificate of Compliance.

Very truly yours,



Patrick D. Frye

PDF/llr

cc: J. Smiley, Esq.

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO
JUDGE WALKER D. MILLER**

Civil Action No. 94-WM-2581 (BNB)

In re:)	Adversary Proceeding No. 94-1370-PAC
)	Chapter 11
INTEGRA REALTY RESOURCES, INC.,)	Case No. 92-18853-DEC
and)	
INTEGRA - A HOTEL AND RESTAURANT)	Case No. 92-18854-PAC
COMPANY)	
Tax I.D. No. 48-0764252)	
and)	
BHC OF DENVER, INC.,)	Case No. 92-18855-CEM
Tax I.D. No. 74-27914828)	
)	Jointly Administered under
Debtors.)	Case No. 92-18853-DEC
)	
Jeffrey A. Weinman, as Trustee)	
for the Integra Unsecured Creditors' Trust,)	
)	
Plaintiff,)	
)	
v.)	
)	
Fidelity Capital Appreciation Fund, <i>et al.</i> ,)	
)	
Defendants.)	

**MOTION TO DISMISS CERTAIN DEFENDANTS
(May 27, 2003)**

PLAINTIFF, JEFFREY A. WEINMAN, as TRUSTEE for the INTEGRA UNSECURED CREDITORS' TRUST (the "Trust"), through his counsel, Lindquist & Vennum P.L.L.P., states as follows:

The United States Bankruptcy Court for the District of Colorado (the "Bankruptcy Court"), by an Order dated February 11, 1994, confirmed the First Amended Chapter 11 Plan of Reorganization for Integra – A Hotel & Restaurant Company ("Integra") dated as of November 19, 1993 (the "Plan") and appointed Jeffrey A. Weinman as the Trustee of the Integra Unsecured Creditors' Trust (the "Trustee" and the "Trust" respectively).

Certain claims of Integra have been assigned to the Trust pursuant to the Plan, including all claims against any person or entity arising from the December 1988 distribution by Integra of 3,822,230 shares of ShowBiz Pizza Time, Inc., common stock (the "ShowBiz stock") to the holders of record of Integra common stock on December 9, 1988 (the "Spin-Off"). The Trustee, on July 11, 1994, filed this adversary proceeding against Fidelity Capital Appreciation Fund (the "Fund") and all other persons or entities similarly situated, those being with certain exceptions all of the beneficial transferees of the ShowBiz Stock in the Spin-Off.

The Bankruptcy Court, by an Order dated February 8, 1995, certified a defendant class pursuant to Fed. R. Civ. P. 23(b)(1), consisting of all persons or entities that were the beneficial recipients of the ShowBiz stock in the Spin-Off (except those with whom settlement had then been reached). Based upon the initial Complaint, the class included more than 800 Defendants. On October 14, 1994, the Trust filed a First Amended Complaint naming approximately 5500 additional Defendants. Subsequent amendments to the Complaint were filed on March 8, 1995, and July 7, 1995, and August 30, 1996. The Defendants named in the Complaints are the entities identified by the Trust using the best information available to the Trust as being the owners of the ShowBiz stock received from the December 1988 distribution.

The Trustee and the Fund entered into an Amended Settlement Agreement dated December 1, 1997 (the "Settlement Agreement") to settle and compromise the liability and