

# CONSULTANTS ON LINE, INC.

Cost Management  
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P.O. Box 80325  
Lafayette, Louisiana 70598

Recycling & Environmental  
Industrial Project Mgmt.  
Administrative - Accounting  
Computer - Technical

September 19, 1992

Mr. Paul Blanco  
4263 S. Judson Street  
Houston, Texas 77005

REF: Omni Craft Industries, Inc.

Dear Paul,

As per our continued conversations of the serious problems that have arisen with Jeff Ackermann representation of Omnicraft Industries, Inc. and Podoba Investment and the transfer and sale of assets I will no longer be able to assist you if Mr. Ackermann is not "immediately" terminated from any further representation of Omnicraft Industries, Inc. I formerly notified Jeff he needed to resign on September 10th to no resolve. He wants to choose the new attorney with good reasons. These matters are serious Paul.

Since I began raising all the issues of grave concern to Mr. Ackermann he has avoided most contact with me. Paul, when I raised the first issue of unlisted assets, Mr. Ackermann stated to me that like anyone else would do he was going to follow the money. What he met Paul was that his interest were with the Podoba account and "not" Omnicraft or you, because the Podoba's have the money. If you recall Mr. Ackermann placed me on notice to "stop" pulling any Omnicraft records and that I was not allowed on the premise anymore. They realized my information was coming from records I was reviewing and pulling from Omnicraft files.

I have serious problems that Jeff has continuously refused to meet to address the issues of the \$500,000 of assets that were not shown on the transfer together with the fact that he continues to refuse to discuss why the Podoba's are not making their payments for the assets. He again refused to contact me about a meeting of all parties so that you and I could bring these issues forth for resolve. As a matter of fact he has refused any meetings since the creditors meeting.

I regret these circumstances but unless you take immediate action I will have to resign. Again, I can not re-iterate enough that you are subject to serious consequences over these matters and you need proper representation. This is why Jeff told the Podoba's not to hire me. After meeting with me and reviewing my credentials apparently he was concerned that I was qualified to analyze the serious issues and might cause Podoba and him problems. Paul, I have a ethical duty to present what I have learned to the court. Please advise me immediately.

Sincerely,

  
Sue Bell

EXHIBIT

39B

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# OmniCraft Industries

523 N. UNIVERSITY  
LAFAYETTE, LOUISIANA 70506  
(318) 234-5690

September 21, 1992

Mr. Jeffrey Ackermann  
Dorio, McGoffin & Stagg  
P. O. Box 51308  
Lafayette, Louisiana 70505

RE: OMNICRAFT INDUSTRIES, INC.  
CHAPTER 11

Dear Mr. Ackermann:

Please let this stand as written notice that your services as counsel for Debtor in Possession are terminated.

This date OMNICRAFT INDUSTRIES, INC. will request arrangements to pick up all OMNICRAFT INDUSTRIES, INC. records which are presently in your possession. Thanking you for your attention to this matter.

Sincerely,

*Paul Blanco*  
Paul Blanco

*James Salley  
hired  
Sandy Sued*

cc: Sue Bell  
James D. Salley  
Harry Truelow