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11 Attorneys for Receiver  
12 KRISTA L. FREITAG

13 **UNITED STATES DISTRICT COURT**  
14 **CENTRAL DISTRICT OF CALIFORNIA**  
15 **SOUTHERN DIVISION**

16 Consumer Financial Protection Bureau  
and Maria T. Vullo, Superintendent of  
17 Financial Services of the State of  
New York,

18 Plaintiffs,

19 v.

20 Pension Funding, LLC; Pension  
21 Income, LLC; Steven Covey; Edwin  
Lichtig; and Rex Hofelter,

22 Defendants.  
23  
24  
25  
26  
27  
28

Case No. 8:15-cv-1329

**ELEVENTH INTERIM FEE  
APPLICATION OF ALLEN  
MATKINS LECK GAMBLE  
MALLORY & NATSIS LLP,  
GENERAL COUNSEL TO THE  
RECEIVER FOR PAYMENT OF  
FEES AND REIMBURSEMENT OF  
EXPENSES**

Date: February 1, 2019  
Time: 2:30 p.m.  
Ctrm.: 10A  
Judge: Hon. Josephine L. Staton

Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"), general counsel to Krista L. Freitag ("Receiver"), the Court-appointed receiver for Defendants Pension Funding, LLC, Pension Income, LLC, and their subsidiaries, affiliates, and successors-in-interest (collectively, "Receivership Entities"), hereby submits this Eleventh interim application for approval and payment of fees and reimbursement of expenses ("Application"). This Application covers the period from July 1, 2018, through September 30, 2018 ("Eleventh Application Period"), and seeks interim approval of \$9,750.15 in fees and \$88.14 in expenses, and an order authorizing the Receiver to pay, on an interim basis, 80% of the fees incurred (\$7,800.12) and 100% of expenses incurred. As it has throughout this case, Allen Matkins has discounted its customary hourly rates by 10%.

## I. INTRODUCTION

This equity receivership arises from the Complaint for Violations of the Consumer Financial Protection Act and New York Banking and Financial Services Laws ("Complaint") (Dkt. No. 1) filed on August 20, 2015, by the Consumer Financial Protection Bureau ("Bureau") and Superintendent of Financial Services of the State of New York ("Superintendent"). The Appointment Order confers full powers of an equity receiver, including full power over all funds, assets, books, records, and other real or personal property of the Receivership Entities, and including all funds and assets transferred from Pension Funding, LLC or Pension Income, LLC to entities controlled or managed by Edwin Lichtig or Rex Hofelter, including PGR, LLC. The Appointment Order also authorizes the Receiver to "engage and employ attorneys, accountants, and other persons" to assist her in the performance of her duties. Dkt. No. 61, Section III(C).

The Receiver promptly determined that her experienced staff at E3 Realty Advisors, Inc., dba E3 Advisors ("E3"), as well as experienced, qualified counsel was critical due to the number of people involved, the transactional volume, and complex issues facing the receivership estate. Accordingly, the Receiver has cost-

effectively used her team at E3 to assist in carrying out receivership duties and engaged Allen Matkins to act as her counsel.

In an abundance of caution, the Receiver sought specific Court approval of Allen Matkins' employment, which was granted as reflected in the minutes of the hearing on April 13, 2016. Dkt. Nos. 71, 86. The Court also approved the Receiver's proposal to file reports and fee applications on a quarterly basis. *Id.*

## II. FEE APPLICATION

This fee application should be read in conjunction with the Receiver's Eleventh Interim Report ("Eleventh Report") filed on November 8, 2018 (Dkt. No. 194), which describes in detail the Receiver's activities during the Eleventh Application Period. This Application seeks interim approval of \$9,750.15 in fees for a total of 18.3 hours worked and payment on an interim basis of 80% of that amount, or \$7,800.12. The work performed is described task-by-task on Exhibit A and is broken down into the following categories:

Category	Hours	Amount
General Receivership	1.80	\$1,120.50
Asset Investigation	7.90	\$3,834.45
Reporting	1.80	\$1,012.50
Claims & Distributions	0.60	\$337.50
Third Party Recoveries	2.30	\$1,251.45
Employment/Fees	3.90	\$2,193.75
Total Fees	18.30	\$9,750.15

Allen Matkins has worked diligently and efficiently to assist the Receiver with urgent legal issues facing the receivership estate. The firm's work has allowed the Receiver to preserve and protect the substantial value of receivership estate assets, which has allowed her to distribute more than \$3.3 million to investors with allowed claims. Allen Matkins' work has assisted the Receiver in carrying out her Court-ordered duties and the firm should be compensated on an interim basis.

### III. SUMMARY OF TASKS PERFORMED AND COSTS INCURRED

#### A. Categories and Descriptions of Work

##### 1. General Receivership

Work in this category relates to Allen Matkins assisting the Receiver in addressing concerns relating to potential issues for pensioners after the Receiver's anticipated discharge by the Court and communications with counsel for the Consumer Financial Protection Bureau regarding such concerns. The reasonable and necessary fees for work in this category total \$1,120.50.

##### 2. Asset Investigation

Allen Matkins' time in this category focused on protecting the receivership estate's interests with respect to the 35 pensioner contracts affected by bankruptcy cases and 11 pensioner contracts affected by settlements or default judgments. Allen Matkins continued monitoring the bankruptcy cases for status and payments to the Receivership Entities. This work included:

- Reviewing case dockets and key filings in the cases;
- Preparing and filing necessary proofs of claim and amendments to proofs of claim;
- Communications with counsel representing bankruptcy trustees; and
- Providing updates to the Receiver and advising on recovery strategies.

The reasonable and necessary fees for work in this category total \$3,834.45.

In its order granting Allen Matkins' Third Interim Fee Application, the Court noted that the majority of the time in the Asset Investigation category was billed by partner Yale Kim at \$549 per hour and stated that if the firm's *time-intensive* work in the Asset Investigation category continues, the Court expects that some of that work would be delegated to an associate with a lower hourly rate. Dkt. No. 129, p. 7. Accordingly, in connection with its Fourth through Ninth Interim Fee Applications, Allen Matkins wrote off significant portions of Mr. Kim's time, effectively reducing his hourly rate to that of an associate. However, the number of pensioner contracts

1 affected by bankruptcies has decreased to the point where this work is no longer  
2 time-intensive – less than 8 hours were spent in this category during the entire three-  
3 month application period. Accordingly, Allen Matkins submits that the hourly rates  
4 and limited fees requested (\$3,834.45) are fair and reasonable under the  
5 circumstances.

6 3. Reporting

7 Allen Matkins' time in this category focused on preparing the Receiver's Tenth  
8 Interim Report ("Tenth Report"), which was filed on September 10, 2018. Dkt.  
9 No. 189. The Tenth Report contains a detailed description of the Receiver's activities  
10 during the second quarter of 2018, including cash recovered, forensic accounting  
11 work, investor communications, and post-receivership receipts and disbursements.  
12 The report also includes the Receiver's recommendations for the continued  
13 administration of the receivership estate. The reasonable and necessary fees for this  
14 work total \$1,012.50.

15 4. Claims and Distributions

16 Allen Matkins' time in this category focused on responding to specific  
17 inquiries from investors, pensioners, and their counsel concerning their claims, rising  
18 tide distributions, and other issues related to the receivership. The reasonable and  
19 necessary fees for work in this category total \$337.50.

20 5. Third Party Recoveries

21 Allen Matkins' time in this category focused on a collection action against a  
22 defaulted pensioner (the other three collection actions having previously been  
23 concluded). The firm assisted with completing a settlement of the remaining action,  
24 pursuant to which the defaulted pensioner involved is making payments. The  
25 reasonable and necessary fees for work in this category total \$1,251.45.

26 6. Employment/Fees

27 Allen Matkins time in this category focused on preparing the Tenth Interim  
28 Fee Applications of the Receiver and Allen Matkins, as required by the Court's Local

Rules (L.R. 66-7(f)) and the Appointment Order (Dkt. No. 61, Section VIII). The Tenth Interim Fee Applications were filed on September 10, 2018 (Dkt. Nos. 188-189) and granted by the Court on November 8, 2018 (Dkt. No. 195). Time spent preparing required fee applications has been held to be compensable time. *See In re Nucorp Energy, Inc.*, 764 F.2d 655, 662 (9th Cir. 1985). The reasonable and necessary fees for work in this category total \$2,193.75.

**B. Summary of Expenses Requested for Reimbursement**

Allen Matkins requests the Court approve reimbursement of \$407.10 in out-of-pocket costs. The itemization of such expenses is summarized below by category. The expenses relate to duplication and messenger fees for court filings incurred in connection with the four cases against pensioners who have defaulted on their loan payments. The costs incurred by Allen Matkins during the Ninth Application Period are broken down by category as follows:

Category	Total
Messenger Fees	\$59.24
Document Searches (including PACER, Lexis, Secretary of State)	\$28.90
TOTAL	\$ 88.14

**IV. THE FEES AND COSTS ARE REASONABLE  
AND SHOULD BE ALLOWED**

"As a general rule, the expenses and fees of a receivership are a charge upon the property administered." *Gaskill v. Gordon*, 27 F.3d 248, 251 (7th Cir. 1994). These expenses include the fees and expenses of this Receiver and his professionals, including Allen Matkins. Decisions regarding the timing and amount of an award of fees and costs to the Receiver and his Professionals are committed to the sound discretion of the Court. *See SEC v. Elliot*, 953 F.2d 1560, 1577 (11th Cir. 1992) (rev'd in part on other grounds, 998 F.2d 922 (11th Cir. 1993)).

1 In allowing fees, a court should consider "the time, labor and skill required,  
2 but not necessarily that actually expended, in the proper performance of the duties  
3 imposed by the court upon the receiver[], the fair value of such time, labor and skill  
4 measured by conservative business standards, the degree of activity, integrity and  
5 dispatch with which the work is conducted and the result obtained." *United States v.*  
6 *Code Prods. Corp.*, 362 F. 2d 669, 673 (3d Cir. 1966) (internal quotation marks  
7 omitted). In practical terms, receiver and professional compensation thus ultimately  
8 rests upon the result of an equitable, multi-factor balancing test involving the  
9 "economy of administration, the burden that the estate may be able to bear, the  
10 amount of time required, although not necessarily expended, and the overall value of  
11 the services to the estate." *In re Imperial 400 Nat'l, Inc.*, 432 F.2d 232, 237 (3d Cir.  
12 1970). Regardless of how this balancing test is formulated, no single factor is  
13 determinative and "a reasonable fee is based [upon] all circumstances surrounding  
14 the receivership." *SEC v. W.L. Moody & Co., Bankers (Unincorporated)*,  
15 374 F. Supp. 465, 480 (S.D. Tex. 1974).

16 As a preliminary matter, the Appointment Order confers on the Receiver  
17 substantial duties and powers, including to conduct such investigation and discovery  
18 as is necessary to locate and account for all receivership assets, take such action as is  
19 necessary and appropriate to assume control over and preserve receivership assets,  
20 and employ attorneys and others to investigate and, where appropriate, institute,  
21 pursue, and prosecute all claims and causes of action of whatever kind and nature.  
22 *See* Appointment Order, Section III.

23 The Receiver promptly determined that experienced, qualified counsel was  
24 necessary due to the size and complexity of the receivership estate and the Court  
25 agreed, specifically approving Allen Matkins' employment. Dkt. No. 86. The Court  
26 also approved the Receiver's proposal to file interim reports and fee applications on a  
27 quarterly basis. *Id.*

28



1 Allen Matkins has submitted a detailed fee application, which describes the  
 2 nature of the services rendered, and the identity and billing rate of each individual  
 3 performing each task. *See* Exhibit A. Allen Matkins has endeavored to staff matters  
 4 as efficiently as possible while remaining cognizant of the complexity of issues. The  
 5 request for fees is based on Allen Matkins' customary billing rates charged for  
 6 comparable services provided in other matters, less a 10% discount.

7 The work performed by Allen Matkins was essential to carrying out the  
 8 Receiver's Court-ordered duties. The Receiver and Allen Matkins have worked  
 9 diligently since the Receiver's appointment to preserve and protect the assets of the  
 10 receivership estate, to investigate and recover sums transferred to third parties, and to  
 11 maximize the funds available for ultimate distribution to investors. Moreover, Allen  
 12 Matkins seeks payment of only 80% of fees incurred on an interim basis in  
 13 recognition of the fact that its work in assisting the Receiver is ongoing. Payment of  
 14 the proposed 20% holdback will be sought at the conclusion of the receivership.  
 15 Allen Matkins' fees are fair and reasonable and should be approved and paid on an  
 16 interim basis.

## 17 V. CONCLUSION

18 Allen Matkins therefore respectfully requests this Court enter an Order:

- 19 1. Approving Allen Matkins' fees, on an interim basis, of \$9,750.15;
- 20 2. Authorizing and directing the Receiver to pay 80% of approved fees, or  
 21 \$7,800.12, from the assets of the Receivership Entities;
- 22 3. Approving Allen Matkins' costs in the amount of \$88.14 and authorizing  
 23 and directing the Receiver to reimburse such costs in full; and
- 24 4. For such other and further relief as the Court deems appropriate.

25 Dated: December 20, 2018

ALLEN MATKINS LECK GAMBLE  
 MALLORY & NATSIS LLP

By: /s/ Edward Fates

EDWARD G. FATES  
 Attorneys for Receiver  
 KRISTA L. FREITAG



# **EXHIBIT A**

10/31/18 16:07:30 PROFORMA STATEMENT FOR MATTER 375579-00002 (Krista Freitag, as Receiver for Pension Funding LLC and) (General Receivership)

### **Preliminary Billing Form**

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00002

Matter Name: General Receivership

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

#### **Fees for Matter 375579-00002 (General Receivership)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
09/12/18	7613020	Analysis of closing issues related to case, the investor claimants, possible bar as to future claims/strategy (.4). Call with counsel and advice as to the protections re future claims against pensions (.2).	Zaro, David	0.6	445.50	445.50	WO HD TR_____
09/12/18	7610726	Analyze legal issues concerning potential investor lawsuits against pensioners post-receivership and means to address same (.4); discuss same with Receiver (.2).	Fates, Edward	0.6	337.50	783.00	WO HD TR_____
09/13/18	7613051	Communications with counsel for NY DFS regarding upcoming motions and potential hearings.	Fates, Edward	0.2	112.50	895.50	WO HD TR_____
09/26/18	7622453	Meet and confer with CFPB counsel and Receiver re: issue of potential post-receiver discharge investor actions against pensioners.	Fates, Edward	0.4	225.00	1,120.50	WO HD TR_____

#### **Disbursements for Matter 375579-00002 (General Receivership)**

Trans Date	Index	Type	Quantity	Amt	Circle	Action
07/03/18	2445221	Messenger - - Federal Express Invoice No: 624390935 Paid to:1665 Ship To: Hon Josephine L Staton	1.00	12.26	WO	HD TR_____
07/06/18	2450966	Document Search - - PACER Service Center - Pacer Service 4/01/2018-6/30/2018^4406104-Q22018 8^4406104Q22018	1.00	6.50	WO	HD TR_____
07/06/18	2450967	Document Search - - PACER Service Center - Pacer Service 4/01/2018-6/30/2018^4406104-Q22018 8^4406104Q22018	1.00	0.20	WO	HD TR_____
07/06/18	2450968	Document Search - - PACER Service Center - Pacer Service 4/01/2018-6/30/2018^4406104-Q22018 8^4406104Q22018	1.00	6.20	WO	HD TR_____
07/16/18	2459623	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, ^DLVR CC BY NOON07/17, 8:17-CV-00914-JLS-JC-FREITAG V. BURGUM^283220	1.00	10.00	WO	HD TR_____
08/20/18	2457289	Federal Express Invoice No: 628673890 1665 Ship To: Hon Josephine L Staton	1.00	12.28	WO	HD TR_____
08/22/18	2459395	Federal Express Invoice No: 629339832 1665 Ship To: Hon Josephine L Staton	1.00	12.28	WO	HD TR_____
08/29/18	2460201	Computer Research ^(Kaup personal credit card)` - UCC Connect	1.00	6.00	WO	HD TR_____
08/30/18	2458295	Advanced Costs - - Secretary of State, Filing fee judgment lien change form^83018	1.00	10.00	WO	HD TR_____
09/10/18	2461958	Messenger -- Federal Express Invoice No: 630680488 1665 Ship To: Hon Josephine L Staton	1.00	12.42	WO	HD TR_____

### Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.6	742.50	445.50
001665	Edward Fates	1.2	562.50	675.00
		<u>1.8</u>		<u>1,120.50</u>
Total Fees				1,120.50
Total Disbursements				88.14

## Attorney Billing Instructions

( )	BILL ALL	( )	Hold
( )	BILL FEES ONLY	( )	Write Off
( )	BILL COST ONLY	( )	Transfer All

## Billing Instructions

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)
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## Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	2,419.20	2,191.50	227.70	2,419.20	2,191.50	227.70	32,168.17	24,762.15	7,406.02
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Billed	1,773.43	1,381.50	391.93	1,210.56	1,071.00	139.56	30,959.53	23,641.65	7,317.88
Collected	1,773.43	1,381.50	391.93	1,210.56	1,071.00	139.56	30,959.53	23,641.65	7,317.88
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b><i>WIP Balance</i></b>	<b><i>1,210.34</i></b>	<b><i>1,120.50</i></b>	<b><i>89.84</i></b>						
<b><i>AR Balance</i></b>	<b><i>0.00</i></b>	<b><i>0.00</i></b>	<b><i>0.00</i></b>						
<b><i>Unalloc Payment</i></b>	<b><i>0.00</i></b>								
<b><i>Client Trust Balance</i></b>	<b><i>0.00</i></b>								

## Billing Address

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN:

10/31/18 16:08:10 PROFORMA STATEMENT FOR MATTER 375579-00003 (Krista Freitag, as Receiver for Pension Funding LLC and) (Asset Investigation)

### ***Preliminary Billing Form***

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00003

Matter Name: Asset Investigation

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

#### **Fees for Matter 375579-00003 (Asset Investigation)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
07/11/18	7554698	Communications with Receiver and counsel for pensioner A. Baker regarding lump sum balance owed and payoff.	Fates, Edward	0.4	225.00	225.00	WO HD TR_____
08/06/18	7578007	Communications with Receiver regarding issues with discharge in pensioner Chrapliwy bankruptcy.	Fates, Edward	0.2	112.50	337.50	WO HD TR_____
08/15/18	7585871	Advise Receiver on dismissal of pensioner A. Johnson bankruptcy and strategy and next steps.	Fates, Edward	0.2	112.50	450.00	WO HD TR_____
08/20/18	7590054	Advise L. Ryan regarding lien removal issue for pensioner.	Fates, Edward	0.3	168.75	618.75	WO HD TR_____
08/22/18	7591989	Advise L. Ryan on issues regarding satisfaction of prior judgment against pensioner.	Fates, Edward	0.2	112.50	731.25	WO HD TR_____
08/24/18	7593782	Analyze and advise on satisfaction of pre-receivership judgment against pensioner.	Fates, Edward	0.5	281.25	1,012.50	WO HD TR_____
08/24/18	7594359	Compile information for Acknowledgment of Satisfaction of Judgment for Pension Funding, LLC vs. Paul R. Barnett.	Bell, Melissa	1.3	456.30	1,468.80	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
08/27/18	7595098	Advise on next steps regarding satisfaction of judgment as to pensioner and communications with L. Ryan regarding same.	Fates, Edward	0.3	168.75	1,637.55	WO HD TR_____
08/27/18	7595867	Correspondence regarding Abstract of Judgment recordation and draft Satisfaction of Judgment Form.	Bell, Melissa	0.6	210.60	1,848.15	WO HD TR_____
08/29/18	7598572	Research and obtain copy of Pension Income judgment lien against Paul Barnett; draft and finalize release of judgment lien.	Kaup, John	0.5	137.25	1,985.40	WO HD TR_____
08/29/18	7597769	Work on satisfaction of judgment for pensioner and release of UCC filing with Secretary of State regarding same.	Fates, Edward	0.4	225.00	2,210.40	WO HD TR_____
08/29/18	7598106	Draft Satisfaction of Judgment and strategize regarding Notice of Judgment Lien.	Bell, Melissa	0.3	105.30	2,315.70	WO HD TR_____
09/05/18	7604403	Review status of pensioner bankruptcy matters (.2); analyze issues regarding order dismissing pensioner bankruptcy and advise Receiver regarding collection of balance owed and next steps (.6).	Fates, Edward	0.8	450.00	2,765.70	WO HD TR_____
09/06/18	7605463	Analyze issues and strategy regarding collection and settlement of remaining amounts owed from pensioners and advise Receiver regarding same.	Fates, Edward	0.8	450.00	3,215.70	WO HD TR_____
09/07/18	7606459	Work on collection letter to pensioner with dismissed bankruptcy case.	Fates, Edward	0.3	168.75	3,384.45	WO HD TR_____
09/12/18	7610718	Revisions to letter to pensioners re:	Fates, Edward	0.8	450.00	3,834.45	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		discounted payoff of lump sum balances (.5); discuss same with Receiver (.1); advise L. Ryan regarding termination of UCC filing as to pensioner Barnett (.2).					

### Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000820	John Kaup	0.5	274.50	137.25
001665	Edward Fates	5.2	562.50	2,925.00
002244	Melissa Bell	2.2	351.00	772.20
		<u>7.9</u>		<u>3,834.45</u>
Total Fees				3,834.45
Total Disbursements				0.00

### Attorney Billing Instructions

( )	BILL ALL	( )	Hold
( )	BILL FEES ONLY	( )	Write Off
( )	BILL COST ONLY	( )	Transfer All

### Billing Instructions

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)
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### Account Summary- As Of 09/30/2018

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	23,678.70	22,588.65	1,090.05	11,631.15	11,631.15	0.00	113,366.80	108,060.75	5,306.05
Unbilled Adj	0.90	0.90	0.00	0.90	0.90	0.00	(65.52)	(65.52)	0.00
Billed	39,275.65	33,969.60	5,306.05	13,807.71	13,213.35	594.36	109,466.83	104,160.78	5,306.05
Collected	39,275.65	33,969.60	5,306.05	13,807.71	13,213.35	594.36	109,466.83	104,160.78	5,306.05
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



	<i>Total</i>	<i>Fees</i>	<i>Cost</i>
<i>WIP Balance</i>	<i>12,274.39</i>	<i>11,737.80</i>	<i>536.59</i>
<i>AR Balance</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<i>Unalloc Payment</i>	<i>0.00</i>		
<i>Client Trust Balance</i>	<i>0.00</i>		

**Billing Address**

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN:

**Preliminary Billing Form**

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00004

Matter Name: Reporting

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

**Fees for Matter 375579-00004 (Reporting)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
08/03/18	7576262	Discuss preparation of quarterly interim report with Receiver.	Fates, Edward	0.2	112.50	112.50	WO HD TR_____
08/07/18	7578850	Work on Receiver's Tenth Interim Report (1.1); communications with counsel for CFPB and NY DFS regarding same (.2).	Fates, Edward	1.3	731.25	843.75	WO HD TR_____
08/20/18	7589336	Finalize Receiver's Tenth Interim Report.	Fates, Edward	0.3	168.75	1,012.50	WO HD TR_____

**Proforma Summary**

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.8	562.50	1,012.50
		1.8		1,012.50
Total Fees				1,012.50
Total Disbursements				0.00

**Attorney Billing Instructions**

( )	BILL ALL	( )	Hold
( )	BILL FEES ONLY	( )	Write Off
( )	BILL COST ONLY	( )	Transfer All

**Billing Instructions**

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)

### Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	8,884.35	8,884.35	0.00	2,458.35	2,458.35	0.00	21,887.10	21,887.10	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	1.26	1.26	0.00
Billed	5,561.55	5,561.55	0.00	3,802.05	3,802.05	0.00	20,875.86	20,875.86	0.00
Collected	5,561.55	5,561.55	0.00	3,802.05	3,802.05	0.00	20,875.86	20,875.86	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>5,082.30</b>	<b>5,082.30</b>	<b>0.00</b>						
<b>WIP Balance</b>	<b>5,082.30</b>	<b>5,082.30</b>	<b>0.00</b>						
<b>AR Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>						
<b>Unalloc Payment</b>	<b>0.00</b>								
<b>Client Trust Balance</b>	<b>0.00</b>								

### Billing Address

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN:

10/31/18 16:08:10 PROFORMA STATEMENT FOR MATTER 375579-00006 (Krista Freitag, as Receiver for Pension Funding LLC and) (Claims & Distributions)

### **Preliminary Billing Form**

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00006

Matter Name: Claims & Distributions

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

### **Fees for Matter 375579-00006 (Claims & Distributions)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
07/12/18	7556175	Advise Receiver on responses to specific investor inquiries.	Fates, Edward	0.2	112.50	112.50	WO HD TR_____
08/02/18	7575609	Respond to inquiry from financial advisor for investor regarding timing of distributions.	Fates, Edward	0.2	112.50	225.00	WO HD TR_____
08/28/18	7597037	Respond to inquiry from financial advisor for investor regarding timing of future distributions.	Fates, Edward	0.2	112.50	337.50	WO HD TR_____

### **Proforma Summary**

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.6	562.50	337.50
		0.6		337.50
Total Fees				337.50
Total Disbursements				0.00

### **Attorney Billing Instructions**

( )	BILL ALL	( )	Hold
( )	BILL FEES ONLY	( )	Write Off
( )	BILL COST ONLY	( )	Transfer All

### Billing Instructions

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)
--

### Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	4,086.00	4,086.00	0.00	1,408.50	1,408.50	0.00	33,545.70	33,545.70	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Billed	19,338.30	19,338.30	0.00	3,480.75	3,480.75	0.00	33,208.20	33,208.20	0.00
Collected	19,338.30	19,338.30	0.00	3,480.75	3,480.75	0.00	33,208.20	33,208.20	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>Fees</b>	<b>Cost</b>						
<b>WIP Balance</b>	<b>605.25</b>	<b>605.25</b>	<b>0.00</b>						
<b>AR Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>						
<b>Unalloc Payment</b>	<b>0.00</b>								
<b>Client Trust Balance</b>	<b>0.00</b>								

### Billing Address

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN:

10/31/18 16:08:10 PROFORMA STATEMENT FOR MATTER 375579-00007 (Krista Freitag, as Receiver for Pension Funding LLC and) (Third Party Recoveries)

### **Preliminary Billing Form**

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00007

Matter Name: Third Party Recoveries

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

#### **Fees for Matter 375579-00007 (Third Party Recoveries)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
07/02/18	7548584	Advise Receiver regarding review and analysis of W. Burgum financial hardship documents and settlement terms.	Fates, Edward	0.3	168.75	168.75	WO HD TR_____
07/05/18	7550406	Communications with mediator regarding Burgum settlement terms and advise Receiver regarding same.	Fates, Edward	0.2	112.50	281.25	WO HD TR_____
07/06/18	7551726	Revise terms of settlement agreement (.4); communications with W. Burgum and mediator regarding same (.3).	Fates, Edward	0.7	393.75	675.00	WO HD TR_____
07/09/18	7551915	Communications with W. Burgum and Receiver regarding execution of settlement agreement and payment.	Fates, Edward	0.3	168.75	843.75	WO HD TR_____
07/16/18	7557960	Communications with W. Burgum regarding receipt of payment and filing of stipulation regarding dismissal (.2); finalize same for filing (.2).	Fates, Edward	0.4	225.00	1,068.75	WO HD TR_____
07/16/18	7558860	Finalize and file stipulation regarding dismissal.	Bell, Melissa	0.2	70.20	1,138.95	WO HD TR_____
08/31/18	7599733	Advise on issues relating to timing and status of W. Burgum settlement	Fates, Edward	0.2	112.50	1,251.45	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		payments.					

**Proforma Summary**

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	2.1	562.50	1,181.25
002244	Melissa Bell	0.2	351.00	70.20
		<u>2.3</u>		<u>1,251.45</u>
Total Fees				1,251.45
Total Disbursements				0.00

**Attorney Billing Instructions**

<input type="checkbox"/> BILL ALL	<input type="checkbox"/> Hold
<input type="checkbox"/> BILL FEES ONLY	<input type="checkbox"/> Write Off
<input type="checkbox"/> BILL COST ONLY	<input type="checkbox"/> Transfer All

**Billing Instructions**

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)

**Account Summary- As Of 09/30/2018**

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	43,364.70	43,364.70	0.00	9,758.25	9,758.25	0.00	34,186.95	34,186.95	0.00
Unbilled Adj	(2.07)	(2.07)	0.00	(1.80)	(1.80)	0.00	(2.07)	(2.07)	0.00
Billed	32,933.43	32,933.43	0.00	23,453.10	23,453.10	0.00	32,933.43	32,933.43	0.00
Collected	32,933.43	32,933.43	0.00	23,453.10	23,453.10	0.00	32,933.43	32,933.43	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>WIP Balance</b>	<b>19,910.60</b>	<b>19,909.80</b>	<b>0.80</b>						
<b>AR Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>						
<b>Unalloc Payment</b>	<b>0.00</b>								
<b>Client Trust Balance</b>	<b>0.00</b>								



**Billing Address**

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN:

10/31/18 16:08:10 PROFORMA STATEMENT FOR MATTER 375579-00009 (Krista Freitag, as Receiver for Pension Funding LLC and)  
 (Employment/Fees)

### ***Preliminary Billing Form***

Billing Atty: 001665 - Edward Fates

Matter #: 375579-00009

Matter Name: Employment/Fees

Date of Last Billing: 08-09-2018

Client Name: Krista Freitag, as Receiver for Pension Funding LLC and

Proforma Number

Client/Matter Joint Group # 375579-1

### **Fees for Matter 375579-00009 (Employment/Fees)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
08/01/18	7574676	Review order approving ninth interim fee applications and advise Receiver regarding same.	Fates, Edward	0.2	112.50	112.50	WO HD TR_____
08/07/18	7578248	Work on Allen Matkins tenth interim fee application.	Fates, Edward	0.6	337.50	450.00	WO HD TR_____
08/22/18	7591822	Work on Allen Matkins interim fee application.	Fates, Edward	0.8	450.00	900.00	WO HD TR_____
08/23/18	7592619	Work on Allen Matkins tenth interim fee application (1.1); revisions to Receiver's fee application (.6); meet and confer communications with counsel for CFPB and NY DFS regarding fee applications (.2).	Fates, Edward	1.9	1,068.75	1,968.75	WO HD TR_____
09/10/18	7607474	Finalize Receiver and Allen Matkins tenth fee applications, proposed orders, and notice of hearing.	Fates, Edward	0.4	225.00	2,193.75	WO HD TR_____

### **Proforma Summary**

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.9	562.50	2,193.75
		<u>3.9</u>		<u>2,193.75</u>

Total Fees	2,193.75
Total Disbursements	0.00

### Attorney Billing Instructions

( ) BILL ALL	( ) Hold	
( ) BILL FEES ONLY	( ) Write Off	
( ) BILL COST ONLY	( ) Transfer All	_____

### Billing Instructions

EXPIRES 6/30/2019: LESS 10% ADJUSTMENT (AUTOMATIC)
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### Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	9,369.45	9,369.45	0.00	4,068.00	4,068.00	0.00	18,806.85	18,806.85	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Billed	9,914.40	9,914.40	0.00	5,515.65	5,515.65	0.00	16,613.10	16,613.10	0.00
Collected	9,914.40	9,914.40	0.00	5,515.65	5,515.65	0.00	16,613.10	16,613.10	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>				<b>Total</b>			<b>Total</b>		
<b>WIP Balance</b>	<b>4,078.80</b>	<b>4,078.80</b>	<b>0.00</b>						
<b>AR Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>						
<b>Unalloc Payment</b>	<b>0.00</b>								
<b>Client Trust Balance</b>	<b>0.00</b>								

### Billing Address

Krista Freitag, as Receiver for Pension Funding LLC and  
E3 Advisors  
401 W. 'A' Street, Suite 1830  
San Diego, CA 92101  
ATTN: