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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.
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25
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27
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Case No. 8:15-cv-1329

**TENTH 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: November 9, 2018
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 tenth interim application for approval and payment of fees and reimbursement of expenses ("Application"). This Application covers the period from April 1, 2018, through June 30, 2018 ("Tenth Application Period"), and seeks interim approval of \$30,197.70 in fees and \$407.10 in expenses, and an order authorizing the Receiver to pay, on an interim basis, 80% of the fees incurred (\$24,158.16) 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 Tenth Interim Report ("Tenth Report") filed on August 20, 2018 (Dkt. No. 187), which describes in detail the Receiver's activities during the Tenth Application Period. This Application seeks interim approval of \$30,197.70 in fees for a total of 67 hours worked and payment on an interim basis of 80% of that amount, or \$24,158.16. The work performed is described task-by-task on Exhibit A and is broken down into the following categories:

Category	Hours	Amount
Asset Investigation	9.90	\$5,541.75
Reporting	7.60	4,069.80
Claims & Distributions	.50	267.75
Third Party Recoveries	45.90	18,658.35
Employment/Fees	3.10	1,660.05
Total Fees	67.00	\$30,197.70

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. 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 \$5,541.75.

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 affected by bankruptcies has decreased to the point where this work is no longer time-intensive – less than 10 hours were spent in this category during the entire three-month application period. Moreover, only 7.3 hours have been billed to this category thus far in the third quarter. Accordingly, Allen Matkins submits that the hourly rates and limited fees requested (\$5,541.75) are fair and reasonable under the circumstances.

1 2. Reporting

2 Allen Matkins' time in this category focused on preparing the Receiver's Ninth
3 Interim Report ("Ninth Report"), which was filed on May 9, 2018. Dkt. No. 174.
4 The Ninth Report contains a detailed description of the Receiver's activities during
5 the first quarter of 2018, including cash recovered, forensic accounting work,
6 investor communications, and post-receivership receipts and disbursements. The
7 report also includes the Receiver's recommendations for the continued administration
8 of the receivership estate.

9 At the Court's instruction, the Receiver also submitted an estimated timeline to
10 conclude the receivership, which Allen Matkins assisted in preparing, including an
11 ex parte application for permission to file the estimated timeline under seal, which
12 was granted. Dkt. Nos. 175-179. The reasonable and necessary fees for this work
13 total \$4,069.80.

14 3. Claims and Distributions

15 Allen Matkins' time in this category focused on responding to specific
16 inquiries from investors, pensioners, and their counsel concerning their claims, rising
17 tide distributions, and other issues related to the receivership. The reasonable and
18 necessary fees for work in this category total \$267.75.

19 4. Third Party Recoveries

20 Allen Matkins' time in this category focused on a collection action against a
21 defaulted pensioner (the other three collection actions having previously been
22 concluded). Allen Matkins assisted with efforts to settle the remaining action, but
23 the pensioner would not agree to settle. As a result, the Receiver had to file a motion
24 for summary judgment, which Allen Matkins assisted in preparing. On June 4, 2018,
25 the Receiver and Allen Matkins participated in a mediation with the pensioner, at
26 which point the pensioner agreed to provide personal financial information and
27 engage in meaningful settlement discussions. Ultimately, these discussions resulted
28 in a settlement, pursuant to which the pensioner has been making payments, and a

1 stipulation to dismiss the action. More than half of the work in this category was
 2 performed by associate Melissa Bell at a discounted hourly rate of \$306. The
 3 reasonable and necessary fees for work in this category total \$18,658.35.

4 5. Employment/Fees

5 Allen Matkins time in this category focused on preparing the Ninth Interim
 6 Fee Applications of the Receiver and Allen Matkins, as required by the Court's Local
 7 Rules (L.R. 66-7(f)) and the Appointment Order (Dkt. No. 61, Section VIII). The
 8 Ninth Interim Fee Applications were filed on June 22, 2018 (Dkt. Nos. 181-182) and
 9 granted by the Court on July 31, 2018 (Dkt. No. 186). Time spent preparing required
 10 fee applications has been held to be compensable time. *See In re Nucorp*
 11 *Energy, Inc.*, 764 F.2d 655, 662 (9th Cir. 1985). The reasonable and necessary fees
 12 for work in this category total \$1,660.05.

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

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

Category	Total
Messenger Fees	\$303.42
Document Searches (including PACER, Lexis, Secretary of State)	27.20
Duplication/Postage	76.48
TOTAL	\$ 407.10

**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)).

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

As a preliminary matter, the Appointment Order confers on the Receiver substantial duties and powers, including to conduct such investigation and discovery as is necessary to locate and account for all receivership assets, take such action as is necessary and appropriate to assume control over and preserve receivership assets,

1 and employ attorneys and others to investigate and, where appropriate, institute,
2 pursue, and prosecute all claims and causes of action of whatever kind and nature.
3 *See* Appointment Order, Section III.

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

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

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

25 V. CONCLUSION

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

- 27 1. Approving Allen Matkins' fees, on an interim basis, of \$30,197.70;
- 28

1 2. Authorizing and directing the Receiver to pay 80% of approved fees, or
2 \$24,158.16, from the assets of the Receivership Entities;

3 3. Approving Allen Matkins' costs in the amount of \$407.10 and
4 authorizing and directing the Receiver to reimburse such costs in full; and

5 4. For such other and further relief as the Court deems appropriate.
6

7 Dated: September 10, 2018

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

8
9 By: /s/ Edward Fates

EDWARD G. FATES
Attorneys for Receiver
KRISTA L. FREITAG
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EXHIBIT A

09/07/18 14:00:00 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 1378973

Client/Matter Joint Group # 375579-1

Fees for Matter 375579-00003 (Asset Investigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/02/18	7463348	Review status of pensioner bankruptcy cases and chapter 13 plan distributions.	Kim, Yale	0.2	112.50	112.50
04/03/18	7464066	Review status of Stephen Wilson chapter 7 case and discharge (.2); draft memo to Receiver re status of Alvin Johnson pensioner bankruptcy (.1).	Kim, Yale	0.3	168.75	281.25
04/09/18	7468773	Review and update monthly pensioner bankruptcy chart.	Kim, Yale	1.2	675.00	956.25
04/10/18	7469950	Draft memo to Receiver and Lisa Ryan re updated pensioners bankruptcy chart (.2); review updated pensioners bankruptcy chart (.1).	Kim, Yale	0.3	168.75	1,125.00
04/12/18	7472299	Review status of pensioners bankruptcy cases.	Kim, Yale	0.2	112.50	1,237.50
04/17/18	7475668	Review status of pensioners bankruptcy cases and pending chapter 13 plan distributions.	Kim, Yale	0.2	112.50	1,350.00
04/19/18	7477758	Review status of Salisbury chapter 13 plan distribution for receivership	Kim, Yale	0.2	112.50	1,462.50

09/07/18 14:00:00 PROFORMA STATEMENT FOR MATTER 375579-00003 (Krista Freitag, as Receiver for Pension Funding LLC and) (Asset Investigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		estate.				
04/23/18	7480369	Review status of Seager, Roiter, and Salisbury pensioner bankruptcies.	Kim, Yale	0.2	112.50	1,575.00
05/01/18	7490243	Review status of pensioner bankruptcy cases.	Kim, Yale	0.4	225.00	1,800.00
05/03/18	7491910	Correspond with Receiver re status of Alvin Johnson claim and bankruptcy filing (.2); review Alvin Johnson chapter 13 bankruptcy pleadings (.4).	Kim, Yale	0.6	337.50	2,137.50
05/04/18	7494423	Draft memo to Receiver re status of Alvin Johnson bankruptcy, plan treatment, and claims bar date.	Kim, Yale	0.2	112.50	2,250.00
05/07/18	7494430	Review update to pensioners bankruptcy chart (.4); review status of chapter 13 account ledger re pensioners bankruptcy plan distributions (.1).	Kim, Yale	0.5	281.25	2,531.25
05/08/18	7495870	Correspond with Lisa Ryan re receivership claim against Alvin Johnson.	Kim, Yale	0.2	112.50	2,643.75
05/10/18	7498788	Review status of pensioners bankruptcy cases.	Kim, Yale	0.2	112.50	2,756.25
05/11/18	7499465	Review chapter 13 account ledger reports for pensioner bankruptcy cases (.2); draft proof of claim and attachment for Alvin Johnson (1.8); review memo from Lisa Ryan re payments received on claim amount (.1).	Kim, Yale	2.1	1,181.25	3,937.50
05/14/18	7500484	Draft updates to pensioners bankruptcy chart (1.2); finalize Johnson proof of claim for Johnson	Kim, Yale	1.6	900.00	4,837.50

09/07/18 14:00:00 PROFORMA STATEMENT FOR MATTER 375579-00003 (Krista Freitag, as Receiver for Pension Funding LLC and) (Asset Investigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(.2); correspond with Receiver re updated pensioners bankruptcy chart and proof of claim (.2).				
05/15/18	7501564	Correspond with Receiver re review and approval of Johnson proof of claim for filing (.2); finalize proof of claim (.1).	Kim, Yale	0.3	168.75	5,006.25
05/30/18	7515231	Communications with NDC administrator regarding access to distribution information for pensioner A. Johnson bankruptcy.	Fates, Edward	0.2	107.10	5,113.35
06/06/18	7524309	Review the status of Johnson, Salisbury and Lemka bankruptcy matters and advise on next steps.	Fates, Edward	0.3	160.65	5,274.00
06/15/18	7533186	Review and analyze updates and new information regarding A. Baker and S. Salisbury bankruptcy matters.	Fates, Edward	0.3	160.65	5,434.65
06/29/18	7545136	Analyze post-confirmation amendment to chapter 13 plan in A. Baker bankruptcy.	Fates, Edward	0.2	107.10	5,541.75

Disbursements for Matter 375579-00003 (Asset Investigation)

Trans Date	Index	Type	Quantity	Amt
04/05/18	2424586	Document Search - - Pacer Service 1/01/2018-3/3/12018^4406104-Q	1.00	27.20
04/09/18	2418391	Duplication	3.00	0.57
04/26/18	2425256	Text Editing ^Compare Documents - Word and PDF USER DEFINED 1: 002244	0.20	6.00

09/07/18 14:00:00 PROFORMA STATEMENT FOR MATTER 375579-00003 (Krista Freitag, as Receiver for Pension Funding LLC and) (Asset Investigation)

Trans Date	Index	Type	Quantity	Amt
04/27/18	2430133	Messenger - - Nationwide Legal, LLC, JUDGE STATON'S CHAMBERS, ^COPIES, 8:17-CV-00914-FREITAG V BURGUM^280381	1.00	20.00
05/02/18	2427087	Duplication	361.00	68.59
05/07/18	2430134	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, ^DELIVER COURTESY CPYJUDGE STATON, 8:17CV00915 JLS-FREITAG V LEE^280381	1.00	5.00
05/09/18	2429739	Messenger - - Federal Express Invoice No: 618567474 1665 Ship To: Hon Josephine L Staton	1.00	12.28
05/09/18	2430132	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, ^PLS DELIVER CC TOJUDGE STATON, 8:17-CV-00915-JLS-JC- FREITAG V. LEE^280381	1.00	5.00
05/11/18	2429718	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Carmen Christopher	1.00	20.75
05/11/18	2429719	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Alanna Carbis	1.00	17.44
05/11/18	2429720	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Melissa O Neill	1.00	20.75
05/11/18	2429721	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Travis P Brennan	1.00	12.28
05/11/18	2429722	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Edwin Lichtig	1.00	17.44
05/11/18	2429723	Messenger - - Federal Express Invoice No: 618565382 2055 Ship To: Rex Hofelter	1.00	16.72
05/14/18	2428762	Duplication	3.00	0.57
05/14/18	2430072	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, ^SEAL,)APPL.,ORDERJUDGE STATON BY 11AM, 8:15-CV-01329-CONSUMER V. PENSION^170947	1.00	32.20

09/07/18 14:00:00 PROFORMA STATEMENT FOR MATTER 375579-00003 (Krista Freitag, as Receiver for Pension Funding LLC and) (Asset Investigation)

Trans Date	Index	Type	Quantity	Amt
05/21/18	2438905	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, ^DELIVER COURTESYCOPIES UNDER SEALTO JUDGE, 8:15CV-1329-CONSUMER FINANCIAL^171992	1.00	30.00
06/07/18	2435639	Reprographics - Color	3.00	0.75
06/08/18	2439047	Messenger - - Nationwide Legal, LLC, USDC/SANTA ANA, STIP TO CONTINUE^DELIVER COURTESY CPYSTATON BY NOON, 8:17CV00914 JLS-FREITAG V BURGUM^281515	1.00	69.00
06/22/18	2442152	Messenger - - Federal Express Invoice No: 623001658 1665 Ship To: Hon Josephine L Staton	1.00	12.28
06/27/18	2445007	Federal Express Invoice No: 623623119 1665 Ship To: Hon Josephine L Staton	1.00	12.28

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.0	535.50	535.50
001938	Yale Kim	8.9	562.50	5,006.25
		<u>9.9</u>		<u>5,541.75</u>
Total Fees				5,541.75
Total Disbursements				407.10

08/13/18 09:20:32 PROFORMA STATEMENT FOR MATTER 375579-00004 (Krista Freitag, as Receiver for Pension Funding LLC and) (Reporting)

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 1378974

Client/Matter Joint Group # 375579-1

Fees for Matter 375579-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/12/18	7472908	Discuss status, strategy, and timing for proposed scale back of receivership with Receiver and report regarding same.	Fates, Edward	0.6	321.30	321.30
04/27/18	7485039	Prepare message to courtroom deputy regarding under seal filing issue and discuss same with Receiver.	Fates, Edward	0.5	267.75	589.05
04/30/18	7486456	Discuss with Receiver and finalize message to courtroom deputy regarding under seal filing request.	Fates, Edward	0.4	214.20	803.25
04/30/18	7488610	Call with Receiver regarding estimated timeline for receivership and discussions with counsel for CFPB regarding same.	Fates, Edward	0.2	107.10	910.35
05/01/18	7490286	Revisions to timeline/plan for wrapping up receivership and discuss same with Receiver.	Fates, Edward	0.7	374.85	1,285.20
05/02/18	7490895	Work on Receiver's Ninth Interim Report (1.4); discuss same with Receiver (.3).	Fates, Edward	1.7	910.35	2,195.55
05/07/18	7494183	Meet and confer communications with counsel for CFPB and counsel for	Fates, Edward	0.4	214.20	2,409.75

08/13/18 09:20:32 PROFORMA STATEMENT FOR MATTER 375579-00004 (Krista Freitag, as Receiver for Pension Funding LLC and) (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		New York Department of Financial Services regarding Ninth Interim Report and timeline.				
05/09/18	7496768	Communications with courtroom deputy regarding submission of estimated timeline (.2); advise Receiver regarding same and next steps (.2); initial work on application to file under seal and report regarding estimated timeline (.5); meet and confer communications regarding interim report and estimated timeline (.2); finalize interim report (.2).	Fates, Edward	1.3	696.15	3,105.90
05/11/18	7499197	Work on response to January 25, 2018 order, ex parte application to file under seal, supporting declaration and proposed order (1.4); discuss same with Receiver (.1).	Fates, Edward	1.5	803.25	3,909.15
05/18/18	7505952	Finalize under seal filing of estimated timeline per Court order.	Fates, Edward	0.3	160.65	4,069.80

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	7.6	535.50	4,069.80
		7.6		4,069.80
Total Fees				4,069.80
Total Disbursements				0.00

08/13/18 09:20:32 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 1378975

Client/Matter Joint Group # 375579-1

Fees for Matter 375579-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/17/18	7504964	Respond to inquiry from counsel for investor regarding timing of final distributions.	Fates, Edward	0.2	107.10	107.10
06/22/18	7539788	Call from counsel for investor regarding pensioner collections and further distributions.	Fates, Edward	0.3	160.65	267.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.5	535.50	267.75
		0.5		267.75
Total Fees				267.75
Total Disbursements				0.00

08/13/18 09:20:32 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 1378976

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
04/08/18	7468495	Continue to revise Memorandum of Points and Authorities in support of Motion for Summary Judgment.	Bell, Melissa	2.5	765.00	765.00
04/10/18	7470369	Communications with Receiver and counsel for B. Lee regarding delinquent settlement payment.	Fates, Edward	0.2	107.10	872.10
04/10/18	7470835	Work on motion for summary judgment as to W. Burgum, supporting declarations, separate statement of undisputed facts, and proposed order.	Fates, Edward	2.1	1,124.55	1,996.65
04/10/18	7470952	Continue to revise Motion for Summary Judgment.	Bell, Melissa	0.7	214.20	2,210.85
04/11/18	7471154	Communications with counsel for B. Lee regarding status of settlement payment and withdrawal of counsel (.2); advise Receiver regarding same (.1).	Fates, Edward	0.3	160.65	2,371.50
04/15/18	7474290	Continue to revise Motion for Summary Judgment and related filings.	Bell, Melissa	3.9	1,193.40	3,564.90
04/16/18	7475504	Continue to revise Motion for	Bell, Melissa	1.0	306.00	3,870.90

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Summary Judgment and related documents.				
04/20/18	7479356	Continue to revise Motion for Summary Judgment and related documents.	Bell, Melissa	1.9	581.40	4,452.30
04/23/18	7479796	Revisions to motion for summary judgment against W. Burgum and related papers (.6); revise communication to mediator and W. Burgum regarding upcoming mediation date (.1).	Fates, Edward	0.7	374.85	4,827.15
04/23/18	7480877	Draft Stipulation for Dismissal of Complaint against B. Lee per terms of Settlement Agreement and correspondence regarding the same.	Bell, Melissa	0.6	183.60	5,010.75
04/23/18	7480878	Strategize and revise Motion for Summary Judgment regarding W. Burgum; Correspondence with D. Levene regarding upcoming court-ordered mediation.	Bell, Melissa	1.8	550.80	5,561.55
04/24/18	7481830	Continue to revise Motion documents; Correspondence with K. Freitag regarding declaration; correspondence with D. Levene regarding mediation.	Bell, Melissa	0.5	153.00	5,714.55
04/24/18	7481831	Correspondence with B. Lee regarding stipulation.	Bell, Melissa	0.1	30.60	5,745.15
04/26/18	7483515	Final review and revisions to motion for summary judgment and supporting papers.	Fates, Edward	0.3	160.65	5,905.80
04/26/18	7484370	Continue to revise and finalize declarations in support of Motion for	Bell, Melissa	0.4	122.40	6,028.20

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Summary Judgment and correspondence regarding the same.				
04/27/18	7485469	Finalize and file Motion for Summary Judgment and related documents.	Bell, Melissa	1.4	428.40	6,456.60
04/30/18	7486451	Advise on mediation issues for W. Burgum matter.	Fates, Edward	0.4	214.20	6,670.80
04/30/18	7486079	Correspondence with W. Burgum and mediator D. Levene.	Bell, Melissa	0.2	61.20	6,732.00
05/01/18	7490503	Correspondence with W. Burgum regarding upcoming mediation; Telephone conference with D. Levene.	Bell, Melissa	0.5	153.00	6,885.00
05/02/18	7491295	Correspondence with W. Burgum and D. Levene.	Bell, Melissa	0.1	30.60	6,915.60
05/03/18	7492680	Correspondence with B. Lee regarding stipulation for dismissal.	Bell, Melissa	0.5	153.00	7,068.60
05/04/18	7493470	Advise regarding dismissal without prejudice of B. Lee collection action.	Fates, Edward	0.2	107.10	7,175.70
05/04/18	7493806	Correspondence with B. Lee and D. Levene regarding stipulated dismissal. File Stipulated Dismissal.	Bell, Melissa	0.4	122.40	7,298.10
05/07/18	7494342	Advise regarding substitution of counsel issue for dismissal of B. Lee action.	Fates, Edward	0.2	107.10	7,405.20
05/07/18	7495212	Correspondence regarding stipulation for dismissal and substitution of counsel in Freitag v. Lee case.	Bell, Melissa	0.3	91.80	7,497.00
05/08/18	7496529	Advise on mediation strategy and communications with mediator in W. Burgum matter (.2); communications with counsel for B. Lee regarding	Fates, Edward	0.3	160.65	7,657.65

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		withdrawal and dismissal of action (.1).				
05/08/18	7496653	Telephone conference with mediator D. Levene regarding Burgum mediation (.4); Correspondence and review Lee's counsel's Motion to Withdraw as Attorney and refile stipulation regarding dismissal (.3).	Bell, Melissa	0.7	214.20	7,871.85
05/22/18	7508251	Advise on mediation strategy and preparation of mediation brief for W. Burgum matter.	Fates, Edward	0.5	267.75	8,139.60
05/22/18	7508682	Draft Plaintiff's Confidential and Non-confidential Mediation briefs for upcoming Freitag v. Burgum court-ordered mediation.	Bell, Melissa	1.6	489.60	8,629.20
05/23/18	7508769	Revisions to mediation brief and confidential statement to mediator.	Fates, Edward	1.2	642.60	9,271.80
05/23/18	7509733	Revise confidential and non-confidential mediation briefs in Burgum case and correspondence regarding the same.	Bell, Melissa	0.8	244.80	9,516.60
05/24/18	7510971	Discuss mediation brief and confidential statement in Burgum matter with Receiver.	Fates, Edward	0.3	160.65	9,677.25
05/24/18	7511686	Correspondence regarding Burgum mediation brief.	Bell, Melissa	0.2	61.20	9,738.45
05/25/18	7511682	Discuss mediation brief and confidential statement with Receiver (.2); revise and finalize same (.5).	Fates, Edward	0.7	374.85	10,113.30
05/25/18	7512626	Correspondence regarding Burgum mediation brief.	Bell, Melissa	0.1	30.60	10,143.90

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/31/18	7518193	Respond to inquiry from mediator regarding June 4 mediation in Burgum matter.	Fates, Edward	0.2	107.10	10,251.00
06/01/18	7520217	Discuss preparation and strategy for June 4 mediation in Burgum matter with Receiver (.4); advise on response to request from Burgum for extension of deadline to oppose motion for summary judgment (.2).	Fates, Edward	0.6	321.30	10,572.30
06/01/18	7520315	Strategize regarding Burgum mediation. Telephone conference with W. Burgum regarding joint stipulation extending his time to file an opposition to the motion for summary judgment.	Bell, Melissa	0.3	91.80	10,664.10
06/04/18	7521167	Work on stipulation and proposed order extending deadlines regarding motion for summary judgment (.4); participate in mediation and communications with mediator, Burgum, and Receiver regarding same (3.1); review financial disclosures provided by Burgum (.4); discuss inquiry from B. Lee regarding payments with Receiver (.2).	Fates, Edward	4.1	2,195.55	12,859.65
06/04/18	7523085	Correspondence with B. Lee.	Bell, Melissa	0.1	30.60	12,890.25
06/04/18	7523086	Revise Stipulation extending Defendant Burgum's time to respond to Motion for Summary Judgment and correspondence regarding the same. Attend Mediation.	Bell, Melissa	1.3	397.80	13,288.05
06/05/18	7523524	Work on settlement communication to W. Burgum and mediator (.6); discuss	Fates, Edward	0.8	428.40	13,716.45

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		same with Receiver (.2).				
06/05/18	7525312	Revise and execute joint stipulation and correspondence regarding the same.	Bell, Melissa	0.6	183.60	13,900.05
06/06/18	7524769	Calls with W. Burgum and mediator regarding revised settlement demand, payment terms, financial documentation, and related issues (1.4); advise Receiver regarding same (.2); review order extending MSJ dates and advise on next steps regarding conflict with continued hearing date (.2).	Fates, Edward	1.8	963.90	14,863.95
06/06/18	7525299	Review Judge Staton's Order regarding continuing the Motion for Summary Judgment Hearing Date and strategize regarding stipulation to continue the new date.	Bell, Melissa	0.1	30.60	14,894.55
06/07/18	7525446	Review and advise on stipulation to extend hearing date on motion for summary judgment in Burgum.	Fates, Edward	0.3	160.65	15,055.20
06/07/18	7526430	Draft stipulation for Additional Continuance of Hearing on Motion for Summary Judgment and correspondence regarding the same.	Bell, Melissa	0.3	91.80	15,147.00
06/08/18	7526566	Respond to W. Burgum regarding further request to extend MSJ briefing deadlines and revise stipulation.	Fates, Edward	0.3	160.65	15,307.65
06/08/18	7527805	Correspondence.	Bell, Melissa	0.2	61.20	15,368.85
06/09/18	7527827	Correspondence regarding stipulation.	Bell, Melissa	0.2	61.20	15,430.05
06/13/18	7530994	Communications with W. Burgum	Fates, Edward	0.3	160.65	15,590.70

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding production of financial documents in connection with tentative settlement.				
06/15/18	7532689	Communications with W. Burgum regarding receipt of financial documents.	Fates, Edward	0.2	107.10	15,697.80
06/18/18	7534675	Communications with W. Burgum and Receiver regarding additional financial documents produced, review of same, and verification of financial representations.	Fates, Edward	0.6	321.30	16,019.10
06/21/18	7538083	Calls with mediator and Receiver regarding settlement terms and Burgum financial documents.	Fates, Edward	0.7	374.85	16,393.95
06/28/18	7544392	Review and analyze issues raised by W. Burgum's late-filed opposition to motion for summary judgment, separate statement of disputed facts, and declaration.	Fates, Edward	0.9	481.95	16,875.90
06/29/18	7544554	Discuss issues regarding Burgum's late opposition to motion for summary judgment and review of financial hardship documents with Receiver (.3); work on settlement agreement with W. Burgum and stipulated judgment (1.6).	Fates, Edward	1.9	1,017.45	17,893.35
06/29/18	7546089	Review and analyze Defendant Burgum's Opposition, Declaration, and Statement of genuine disputes of material facts and strategize regarding same. Draft stipulated judgment. Draft voluntary dismissal.	Bell, Melissa	2.5	765.00	18,658.35

08/13/18 09:20:32 PROFORMA STATEMENT FOR MATTER 375579-00007 (Krista Freitag, as Receiver for Pension Funding LLC and) (Third Party Recoveries)

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	20.1	535.50	10,763.55
002244	Melissa Bell	25.8	306.00	7,894.80
		<hr/> 45.9		<hr/> 18,658.35
Total Fees				18,658.35
Total Disbursements				0.00

08/13/18 09:20:32 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 1378977

Client/Matter Joint Group # 375579-1

Fees for Matter 375579-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/17/18	7504658	Work on Allen Matkins ninth fee application.	Fates, Edward	0.5	267.75	267.75
05/22/18	7508468	Work on Allen Matkins ninth interim fee application.	Fates, Edward	1.2	642.60	910.35
06/04/18	7522317	Revisions to Receiver's ninth interim fee application.	Fates, Edward	0.6	321.30	1,231.65
06/05/18	7522865	Revisions to Receiver's ninth fee application (.2); meet and confer communications with counsel for CFPB and New York Superintendent regarding same (.1).	Fates, Edward	0.3	160.65	1,392.30
06/21/18	7537176	Update and finalize ninth interim fee applications, notice of hearing, and proposed orders.	Fates, Edward	0.4	214.20	1,606.50
06/27/18	7542736	Review and finalize declaration regarding service of fee applications per local rules.	Fates, Edward	0.1	53.55	1,660.05

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.1	535.50	1,660.05

08/13/18 09:20:32 PROFORMA STATEMENT FOR MATTER 375579-00009 (Krista Freitag, as Receiver for Pension Funding LLC and)
(Employment/Fees)

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Total Fees	3.1	1,660.05
Total Disbursements		1,660.05
		0.00