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10 Attorneys for Receiver
11 THOMAS C. HEBRANK

12 UNITED STATES DISTRICT COURT
13 SOUTHERN DISTRICT OF CALIFORNIA
14

15 SECURITIES AND EXCHANGE
COMMISSION,

16 Plaintiff,

17 v.

18 LOUIS V. SCHOOLER and FIRST
19 FINANCIAL PLANNING
CORPORATION d/b/a WESTERN
20 FINANCIAL PLANNING
CORPORATION,

21 Defendants.
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23
24
25
26
27
28

Case No. 3:12-cv-02164-GPC-JMA

**TWENTY-SEVENTH INTERIM FEE
APPLICATION OF ALLEN
MATKINS LECK GAMBLE
MALLORY & NATSIS LLP,
COUNSEL TO RECEIVER**

Date: October 25, 2019
Time: 1:30 p.m.
Ctrm.: 2D
Judge: Hon. Gonzalo P. Curiel

Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"), counsel for Thomas C. Hebrank ("Receiver"), Court-appointed receiver for First Financial Planning Corporation d/b/a Western Financial Planning Corporation ("Western"), and its subsidiaries and the General Partnerships listed in Schedule 1 to the Preliminary Injunction Order entered on March 13, 2013 (collectively, "Receivership Entities"), hereby submits this Twenty-Seventh Interim Application for payment of professional fees and reimbursement of costs for the time period January 1, 2019, through March 31, 2019 ("Twenty-Seventh Application Period"). Allen Matkins incurred \$19,599.80 in fees and \$119.02 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$15,679.84, and 100% of costs incurred. As it has throughout the case, Allen Matkins has discounted its customary hourly rates by 10%.

I. FEE APPLICATION SUMMARY

During the Twenty-Seventh Application Period, Allen Matkins provided a total of 39.90 hours of service for a total of \$19,599.80 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$15,679.84. The firm has provided its services in the following categories, as discussed in further detail below and as set forth task-by-task in Exhibit A:

Category	Hours	Total
General Receivership	9.40	\$4,864.50
Reporting	2.70	\$1,397.25
Operations and Asset Sales	18.80	\$8,680.55
Claims and Distributions	4.90	\$2,535.75
Third Party Recoveries	3.20	\$1,656.00
Employment/Fees	0.90	465.75
Total Fees	39.90	\$19,599.80

As the table reflects, the majority of the work done during the Twenty-Seventh Application Period was in the Operations and Asset Sales categories as the Receiver's focus has been on maximizing the value of receivership properties

1 through sales pursuant to the Court-approved Modified Orderly Sale Process. At
2 this point, the Court has approved sales of receivership properties with purchase
3 prices totaling more than \$23.8 million.

4 **II. TASKS PERFORMED**

5 During the Twenty-Seventh Application Period, Allen Matkins worked
6 diligently to assist the Receiver with legal issues affecting the receivership. The
7 following is a discussion of Allen Matkins' work, broken down by the categories
8 listed above.

9 **A. General Receivership**

10 Work in this category focused on discussions with counsel for the SEC
11 regarding the Receiver's accounting and the revised calculation of the proposed
12 disgorgement amount under the Final Judgment. Allen Matkins assisted in
13 preparing the Receiver's declaration in support of the SEC's motion for a revised
14 final judgment against Louis Schooler. Dkt. 1704-3.

15 The firm also advised the Receiver regarding a subpoena to testify at trial
16 issued by an investor in an action against his former accountants. Finally, Allen
17 Matkins advised the Receiver and communicated with counsel for the SEC
18 regarding a notice of tax foreclosure sale relating to a property owned by Louis
19 Schooler. The reasonable and necessary fees for work in this category total
20 \$4,864.50.

21 **B. Reporting**

22 This category includes time spent preparing the Receiver's Twenty-Sixth
23 Interim Report filed on January 30, 2019. Dkt. No. 1700. The report includes
24 detailed updates regarding enforcement of judgments against the LinMar entities,
25 closed and pending sales of properties, and receipts and disbursements for the
26 receivership estate. The reasonable and necessary fees for work in this category
27 total \$1,397.25.

28

1 **C. Operations and Asset Sales**

2 Allen Matkins' time in this category focused on assisting the Receiver with
3 legal issues relating to the ongoing operations of Western and the GPs, including
4 sales of receivership properties via the Modified Orderly Sale Process, easement
5 and condemnation issues, and issues relating to property taxes and assessments.

6 1. Freetrade/Suntec/Via 188

7 During the prior application period, Allen Matkins assisted the Receiver in
8 preparing a motion for approval of the sale of the Freetrade/Suntec/Via 188
9 property for \$149,000, which was filed on November 20, 2018. Dkt. No. 1675.
10 During this application period, a notice that no overbids were received was filed on
11 January 18, 2019 (Dkt. No. 1688), and the motion was granted on January 28, 2019
12 (Dkt. No. 1699).

13 2. Borderland/Prosperity

14 During the prior application period, Allen Matkins assisted the Receiver in
15 preparing a motion for approval of the sale of the Borderland/Prosperity property
16 for \$169,000, which was filed on December 12, 2018. Dkt. No. 1680. During this
17 application period, a notice that no overbids were received was filed on January 11,
18 2019 (Dkt. No. 1686), and the motion was granted on January 28, 2019 (Dkt.
19 No. 1698).

20 3. Fernley I

21 Allen Matkins assisted the Receiver in preparing a motion for approval of the
22 sale of the Fernley I property for \$390,000, which was filed on March 6, 2019.
23 Dkt. 1701. The motion was granted on June 17, 2019. Dkt. 1726.

24 4. Remaining 65 Acres of Stead I

25 Allen Matkins assisted the Receiver in preparing a motion for approval of the
26 sale of the remaining 65-acre portion of the Stead I property for \$475,000, which
27 was filed on March 28, 2019. Dkt. 1707. The motion was granted on June 4, 2019.
28 Dkt. 1723.

1 5. Other Issues Pertaining to GP Properties

2 Allen Matkins advised the Receiver regarding various other legal issues
3 pertaining to GP properties, including working on letters of intent and purchase and
4 sale agreements to be sent to prospective purchasers, and preparing notices to
5 investors regarding offers received for certain GP properties.

6 The reasonable and necessary fees for Allen Matkins' work in this category
7 total \$8,680.55.

8 **D. Claims and Distributions**

9 Allen Matkins assisted in addressing unique issues with investor
10 distributions, as well as a claim asserted by the Franchise Tax Board, which was
11 later withdrawn. The firm also assisted in preparing monthly case updates to
12 investors and responded to several direct inquiries from investors or their counsel
13 regarding distributions. Finally, Allen Matkins began work on the Receiver's
14 motion for authority to make a second interim distribution, which was filed on
15 April 8, 2019 and granted on June 17, 2019. Dkt. 1714, 1727. The reasonable and
16 necessary fees for this work total \$2,535.75.

17 **E. Third Party Recoveries**

18 Allen Matkins' work in this category focused on recovery on the judgment
19 against LinMar III. The sale of the LinMar III property by the post-judgment
20 receiver closed on December 31, 2019 and the Receiver was able to recover
21 \$120,000 from the proceeds of the sale. During the Twenty-Seventh Application
22 Period, Allen Matkins assisted in efforts to wrap up the post-judgment receivership,
23 including communications with the post-judgment receiver and counsel for the SEC
24 regarding the disposition of remaining funds held by the post-judgment receiver.
25 The reasonable and necessary fees for work in this category total \$1,656.00.

26 **F. Employment/Fees**

27 Although fee applications are a necessary component of federal equity
28 receiverships, neither the Receiver nor his professionals bill time for preparing their

own detailed applications. Allen Matkins assisted the Receiver in preparing his Twenty-Fifth Interim Fee Application, which was filed on January 22, 2019. Dkt. No. 1690. The firm also advised on preparation of the Tenth Interim Fee Application of Duffy Kruspodin & Company and the Second Interim Fee Application of the Holley Driggs firm in Nevada, which were filed together with the Twenty-Fifth Fee Applications of the Receiver and Allen Matkins. Dkt. Nos. 1692, 1693. The reasonable and necessary fees for this work total \$465.75.

G. Summary of Costs Requested

Allen Matkins requests the Court approve reimbursement of \$119.02 for out-of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A. Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins has reduced its request for reimbursement of copy costs to five cents per page and written off any excess copy charges incurred.

III. FEES AND COSTS INCURRED AND PAID TO DATE

From inception of the receivership through March 31, 2019, the Receiver incurred fees and costs of \$2,339,855.44, of which amount \$459,093.96 is subject to holdback pending approval of the Receiver's final fee application at the conclusion of the receivership, \$41,288.03 is awaiting the Court's review and approval, and \$1,847,699.45 has been approved by the Court and paid to date. During the same time period, Allen Matkins has incurred fees and costs of \$1,757,859.54, of which amount \$359,680.16 is subject to holdback pending approval of the Allen Matkins' final fee application at the conclusion of the receivership, \$19,718.82 is awaiting the Court's review and approval, and \$1,382,380.52 has been approved by the Court and paid to date. Finally, during the same time period, tax accountant Duffy Kruspodin & Company, LLP ("Duffy") has incurred fees and costs totaling \$972,104.93, all of which has been paid to date for preparing tax returns for Western, GP, and other non-GP Receivership Entities.

IV. APPROVAL OF REQUESTED FEES AND COSTS

In its Order Granting in Part First Interim Fee Applications ("First Fee Order"), the Court analyzed the case law regarding approval of interim fee applications in regulatory receiverships and determined the following factors should be considered: (1) the complexity of the receiver's tasks; (2) the fair value of the time, labor, and skill measured by conservative business standards; (3) the quality of work performed, including the results obtained and the benefit to the receivership estate; (4) the burden the receivership estate may safely be able to bear; and (5) the Commission's opposition or acquiescence. Dkt. No. 169, p. 7.

A. Complexity of Tasks

Here, the tasks performed by Allen Matkins are significantly complex and the number of hours billed to complete them are reasonable. These tasks include (a) analyzing corporate documents, loan agreements, and other contracts, (b) advising the Receiver regarding federal equity receivership, debtor/creditor rights, real property, contract, insurance, tax, civil procedure, judgment enforcement and other applicable areas of law, and (c) assisting the Receiver in selling assets, and protecting the Receivership Entities' interests in pending litigation, (d) assisting the Receiver in analyzing investor claims and distributing receivership assets in a manner that treats investors fairly and equitably, and (e) providing detailed reports to the Court and interested parties.

B. Fair Value of Time, Labor & Skill

The Court has previously determined on multiple occasions, including on April 10, 2017, that the discounted hourly rates of Allen Matkins represent the fair value of their time, labor, and skill. Dkt. No. 1460. Accordingly, Allen Matkins' discounted hourly rates continue to represent the fair value of its time, labor, and skill.

1 **C. Quality of Work Performed**

2 Allen Matkins has diligently and competently assisted the Receiver in all
3 aspects of the receivership, including preserving and protecting the assets of the
4 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
5 addressing Western's cash shortage, reducing Western's operating expenses as well
6 as administrative expenses of the receivership, selling assets and collecting loans,
7 protecting the Receivership Entities' interests in pending litigation and other legal
8 matters, preserving and pursuing causes of action against third parties, formulating
9 plans and procedures for the determination of investor claims and the fair and
10 equitable distribution of receivership estate assets, and preparing detailed reports to
11 the Court and interested parties. These services have allowed the Receiver to
12 preserve and protect the value of the Receivership Entities' assets for the benefit of
13 investors.

14 **D. Receivership Estate's Ability to Bear Burden of Fees**

15 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
16 Receivership Entities (Western and the GPs) have been pooled, creating a common
17 pool of receivership estate cash from which mortgages, property taxes, and other
18 operating expenses have been and will continue to be paid. The cash balance has
19 grown and will continue to grow as properties are sold through the Court-approved
20 Modified Orderly Sale Process (Dkt. Nos. 1309, 1359). As a result of sales closed
21 as of March 31, 2019, and factoring in interim distributions that had been cashed as
22 of that date, the receivership estate held approximately \$8.2 million.

23 As noted above, on June 17, 2019, the Court approved a second interim
24 distribution to investors with allowed claims in the total amount of \$6 million. As
25 part of the Receiver's motion, a reserve sufficient to pay the ongoing fees and costs
26 of the receivership was maintained. Therefore, the receivership estate has the
27 ability to pay the fees and costs requested herein.

28

E. Commission's Opposition or Acquiescence

Accordingly, the five factors identified by the Court for considering interim fee applications all support interim approval and payment of the requested fees and costs.

WHEREFORE, the Receiver and Allen Matkins respectfully request entry of an order:

Dated: July 17, 2019

By: */s/ Edward Fates*

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	11
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EXHIBIT A

EXHIBIT A

04/30/19 09:49:54 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00002

Matter Name: General Receivership

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412522

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00002 (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/03/19	7712288	Communications with G. Rodriguez and SEC counsel regarding tax sale notices for properties held by Schooler trust (.4); advise Receiver and G. Rodriguez regarding revised calculation of Schooler disgorgement figure (.4).	Fates, Edward	0.8	414.00	414.00	WO HD TR_____
01/15/19	7723303	Communications with counsel for SEC regarding motion to stay litigation due to government shutdown (.3); advise client regarding same (.1).	Fates, Edward	0.4	207.00	621.00	WO HD TR_____
01/18/19	7726280	Review order granting SEC request for continuance due to shutdown, advise Receiver regarding same.	Fates, Edward	0.2	103.50	724.50	WO HD TR_____
01/24/19	7730015	Communications with Receiver regarding subpoena to testify at trial for investor action against CPA firm.	Fates, Edward	0.4	207.00	931.50	WO HD TR_____
01/29/19	7734456	Communications with Receiver and SEC counsel regarding analysis of Schooler disgorgement.	Fates, Edward	0.4	207.00	1,138.50	WO HD TR_____
01/31/19	7738447	Communications with Receiver and SEC counsel regarding Schooler	Fates, Edward	0.2	103.50	1,242.00	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		disgorgement issues.					
02/04/19	7741785	Communications with Receiver and counsel for investor regarding subpoena to testify at state court trial.	Fates, Edward	0.4	207.00	1,449.00	WO HD TR_____
02/04/19	7743120	Discuss status and next steps regarding Schooler disgorgement analysis with Receiver.	Fates, Edward	0.2	103.50	1,552.50	WO HD TR_____
02/06/19	7744510	Review revised Schooler disgorgement analysis and discuss same with Receiver.	Fates, Edward	0.4	207.00	1,759.50	WO HD TR_____
02/07/19	7745921	Calls with SEC counsel and Receiver to discuss revised Schooler disgorgement analysis.	Fates, Edward	0.7	362.25	2,121.75	WO HD TR_____
02/08/19	7747260	Communications with Receiver and SEC counsel regarding issues concerning revised disgorgement calculation (.5); discuss witness testimony issues for investor trial with Receiver (.3); communications with counsel for investor regarding same (.3).	Fates, Edward	1.1	569.25	2,691.00	WO HD TR_____
02/11/19	7748900	Communications with Receiver and counsel for investor regarding Receiver appearance at trial for testimony.	Fates, Edward	0.3	155.25	2,846.25	WO HD TR_____
02/15/19	7753861	Communications with SEC counsel and Receiver re: status of revised Schooler disgorgement calculation.	Fates, Edward	0.3	155.25	3,001.50	WO HD TR_____
02/21/19	7757314	Communications with Receiver and G. Rodriguez regarding revisions to Schooler disgorgement calculation.	Fates, Edward	0.4	207.00	3,208.50	WO HD TR_____
02/22/19	7758999	Discuss revisions to Schooler	Fates, Edward	0.3	155.25	3,363.75	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		disgorgement analysis with Receiver.					
03/14/19	7778569	Communications with SEC counsel regarding Receiver declaration explaining revised Schooler disgorgement calculation (.3); work on declaration (.7); communications with Receiver regarding same (.2).	Fates, Edward	1.2	621.00	3,984.75	WO HD TR_____
03/20/19	7784392	Communications with SEC counsel and Receiver regarding revised Schooler disgorgement calculation.	Fates, Edward	0.3	155.25	4,140.00	WO HD TR_____
03/21/19	7785842	Communications with Receiver regarding revised Schooler disgorgement calculation, review same.	Fates, Edward	0.2	103.50	4,243.50	WO HD TR_____
03/22/19	7786431	Communications with Receiver and SEC counsel regarding revised Schooler disgorgement calculation and declaration regarding same, finalize declaration.	Fates, Edward	0.8	414.00	4,657.50	WO HD TR_____
03/25/19	7788075	Review SEC motion regarding revised calculation of Schooler disgorgement, advise Receiver regarding same.	Fates, Edward	0.4	207.00	4,864.50	WO HD TR_____

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt	Circle Action
01/22/19	2506728	Messenger - - Nationwide Legal, LLC, USDC, Southern District, ^8175	1.00	27.00	WO HD TR_____
01/28/19	2506729	Messenger - - Nationwide Legal, LLC, USDC, Southern District, SCHOOLER^8175	1.00	43.25	WO HD TR_____

Trans Date	Index	Type	Quantity	Amt	Circle	Action
01/29/19	2499104	Messenger -- Federal Express Invoice No: 644799890 1665 Ship To: Ms Cheryl Noah	1.00	12.77	WO	HD TR_____
03/07/19	2510678	Messenger - - Nationwide Legal, LLC, USDC, Southern District, HOT DELIVERY^8893	1.00	18.00	WO	HD TR_____
03/28/19	2519845	Messenger - - Nationwide Legal, LLC, USDC, Southern District,^9087	1.00	18.00	WO	HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	9.4	517.50	4,864.50
		9.4		4,864.50
Total Fees				4,864.50
Total Disbursements				119.02

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 03/31/2019

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	67,461.52	58,199.65	9,261.87	4,983.52	4,864.50	119.02	431,398.59	393,930.93	37,467.66
Unbilled Adj	(1,073.06)	0.41	(1,073.47)	0.00	0.00	0.00	(7,769.74)	(65.05)	(7,704.69)
Billed	134,081.92	125,135.76	8,946.16	1,909.89	1,604.25	305.64	418,645.33	389,001.38	29,643.95
Collected	134,081.92	125,135.76	8,946.16	1,909.89	1,604.25	305.64	418,645.33	389,001.38	29,643.95

AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	6,511.90	6,158.25	353.65						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
 c/o E3 Advisors
 501 West Broadway, Suite 800
 San Diego, CA 92101
 ATTN:

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412523

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/16/19	7724495	Work on Receiver's 26th interim report (1.3); discuss same with Receiver and G. Rodriguez (.2).	Fates, Edward	1.5	776.25	776.25	WO HD TR_____
01/25/19	7731431	Revisions to Receiver's 26th report, discuss same with Receiver.	Fates, Edward	0.6	310.50	1,086.75	WO HD TR_____
01/30/19	7735727	Revise and finalize Receiver's 26th report and exhibits (.4); communications with Receiver regarding same (.2).	Fates, Edward	0.6	310.50	1,397.25	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	2.7	517.50	1,397.25
		2.7		1,397.25
Total Fees				1,397.25
Total Disbursements				0.00

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05;
no text editing

Account Summary- As Of 03/31/2019

		Fiscal YTD		Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	11,385.00	11,385.00	0.00	1,397.25	1,397.25	0.00	161,463.95	161,072.10	391.85
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(6.83)	5.69	(12.52)
Billed	22,400.10	22,400.10	0.00	1,863.00	1,863.00	0.00	160,059.87	159,680.54	379.33
Collected	22,400.10	22,400.10	0.00	1,863.00	1,863.00	0.00	160,059.87	159,680.54	379.33
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>						
WIP Balance	3,984.75	3,984.75	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

04/30/19 09:49:54 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412524

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00005 (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/11/19	7719251	Communications with G. Rodriguez regarding lack of qualified overbids for Borderland sale (.2); prepare notice of same and lack of opposition to sale motion (.4).	Fates, Edward	0.6	310.50	310.50	WO HD TR_____
01/18/19	7725856	Discuss timing of approval of Borderland sale, lack of overbids for Freetrade sale, and timing/strategy regarding sales of remaining properties with G. Rodriguez (.6); work on notice of non-receipt of overbids for Freetrade sale motion (.3);	Fates, Edward	0.9	465.75	776.25	WO HD TR_____
01/28/19	7732255	Review orders approving Borderland and Freetrade properties, advise Receiver regarding same.	Fates, Edward	0.2	103.50	879.75	WO HD TR_____
02/22/19	7758539	Discuss sale terms and title issues for Fernley I property with G. Rodriguez (.8); work on motion for approval of sale (1.5).	Fates, Edward	2.3	1,190.25	2,070.00	WO HD TR_____
02/25/19	7760405	Discuss amendment to Fernley I purchase and sale agreement with G. Rodriguez and counsel (.5); revisions to sale approval motion (.4); discuss	Fates, Edward	1.1	569.25	2,639.25	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
		same with Receiver and G. Rodriguez (.2).						
02/25/19	7760519	Prepare First Amendment to PSA for Fernley.	Lorenzen, Jonathan	0.4	163.80	2,803.05	WO	HD TR_____
02/27/19	7763124	Discuss title issues and buyer assignment issue for Fernley sale with G. Rodriguez.	Fates, Edward	0.2	103.50	2,906.55	WO	HD TR_____
03/04/19	7769551	Review Letter of Intent for PSA for Stead I property.	Lorenzen, Jonathan	0.2	81.90	2,988.45	WO	HD TR_____
03/05/19	7769916	Revisions to investor notice regarding offers on remaining Stead parcels (.3); discuss status and strategy regarding Fernley sale with G. Rodriguez (.3).	Fates, Edward	0.6	310.50	3,298.95	WO	HD TR_____
03/05/19	7777222	Draft and revise the Purchase and Sale Agreement with Blake Hoffmann for the Stead I property in Washoe County, Nevada.	Thiels, Megan	4.1	1,332.50	4,631.45	WO	HD TR_____
03/06/19	7771049	Revisions to Fernley I sale motion in light of assignment of PSA to buyer's affiliate (.4); work on Receiver declaration in support of motion (.7); discuss same with Receiver and G. Rodriguez (.2); advise on assignment agreement, discuss same with G. Rodriguez (.4).	Fates, Edward	1.7	879.75	5,511.20	WO	HD TR_____
03/06/19	7771090	Review and revise PSA for Stead 1; review proposed assignment of Buyer's interest from Lansing for Fernley.	Lorenzen, Jonathan	1.4	573.30	6,084.50	WO	HD TR_____
03/14/19	7779309	Revise investor notice regarding offer for Vista Tecate property,	Fates, Edward	0.2	103.50	6,188.00	WO	HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		communications with G. Rodriguez regarding same.					
03/14/19	7778816	Review Tenant's executed version of PSA for Stead 1 and coordinate execution.	Lorenzen, Jonathan	0.4	163.80	6,351.80	WO HD TR_____
03/22/19	7786379	Revisions to investor notices regarding offers for ABL/Mextec and Yuma properties.	Fates, Edward	0.4	207.00	6,558.80	WO HD TR_____
03/25/19	7788052	Initial work on motion regarding sale of remaining portion of Stead I property (.4); communications with G. Rodriguez regarding same (.2).	Fates, Edward	0.6	310.50	6,869.30	WO HD TR_____
03/26/19	7788554	Communications with G. Rodriguez regarding lack of overbids for Fernley sale and deadline for same (.2); work on notice regarding same (.4); work on motion regarding sale of remainder of Stead I property (1.7); communications with G. Rodriguez regarding sale motion (.2); work on Receiver declaration in support of sale motion (.6).	Fates, Edward	3.1	1,604.25	8,473.55	WO HD TR_____
03/27/19	7790165	Prepare notice of motion and proposed order approving sale of remainder of Stead I property.	Fates, Edward	0.4	207.00	8,680.55	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	12.3	517.50	6,365.25
002115	Jonathan Lorenzen	2.4	409.50	982.80
002306	Megan Thiels	4.1	325.00	1,332.50
		<u>18.8</u>		<u>8,680.55</u>

Total Fees 8,680.55
Total Disbursements 0.00

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 03/31/2019

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	119,498.75	119,322.75	176.00	8,680.55	8,680.55	0.00	414,150.85	413,923.85	227.00
Unbilled Adj	(176.82)	(0.82)	(176.00)	0.00	0.00	0.00	(213.17)	13.83	(227.00)
Billed	171,617.33	171,617.33	0.00	18,153.00	18,153.00	0.00	405,257.13	405,257.13	0.00
Collected	171,617.33	171,617.33	0.00	18,153.00	18,153.00	0.00	405,257.13	405,257.13	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WIP Balance	23,743.15	23,743.15	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

04/30/19 09:49:54 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412525

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/15/19	7723281	Revisions to monthly case update for investors.	Fates, Edward	0.3	155.25	155.25	WO HD TR_____
01/22/19	7728221	Revise answers to frequently asked questions for receivership website.	Fates, Edward	0.2	103.50	258.75	WO HD TR_____
02/07/19	7746889	Respond to direct inquiry from investor regarding timing of distributions.	Fates, Edward	0.2	103.50	362.25	WO HD TR_____
02/12/19	7750537	Revisions to monthly case update (.3); communications with Receiver regarding timing of further interim distributions (.2).	Fates, Edward	0.5	258.75	621.00	WO HD TR_____
03/11/19	7775576	Discuss issues with new FTB claim with G. Rodriguez, communications with counsel for FTB regarding same.	Fates, Edward	0.8	414.00	1,035.00	WO HD TR_____
03/12/19	7776811	Communications with FTB re: withdrawal of claim for previously resolved tax amounts.	Fates, Edward	0.4	207.00	1,242.00	WO HD TR_____
03/19/19	7782629	Revisions to monthly update to investors on sales and distributions (.3); respond to direct inquiry from investor (.2).	Fates, Edward	0.5	258.75	1,500.75	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
03/28/19	7791367	Discuss plan and timing for second round of interim distributions with Receiver and G. Rodriguez.	Fates, Edward	0.3	155.25	1,656.00	WO HD TR_____
03/29/19	7792542	Analyze and advise Receiver and G. Rodriguez on issues/strategy for second interim distribution (.3); work on motion for authority regarding same (1.4).	Fates, Edward	1.7	879.75	2,535.75	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	4.9	517.50	2,535.75
		4.9		2,535.75
Total Fees				2,535.75
Total Disbursements				0.00

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 03/31/2019

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	48,392.55	48,392.55	0.00	2,535.75	2,535.75	0.00	179,012.25	179,012.25	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(2.15)	(2.15)	0.00
Billed	55,164.15	55,164.15	0.00	1,763.10	1,763.10	0.00	176,474.35	176,474.35	0.00

Collected	55,164.15	55,164.15	0.00	1,763.10	1,763.10	0.00	176,474.35	176,474.35	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	5,537.25	5,537.25	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

04/30/19 09:49:54 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00007

Matter Name: Third Party Recoveries

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412526

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00007 (Third Party Recoveries)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/03/19	7713421	Discuss issues related to closing of LinMar III sale and steps to conclude post-judgment receivership with G. Rodriguez.	Fates, Edward	0.2	103.50	103.50	WO HD TR_____
02/01/19	7741236	Communications with G. Rodriguez regarding status and wrap up of post-judgment receivership.	Fates, Edward	0.2	103.50	207.00	WO HD TR_____
02/28/19	7764064	Communications with post-judgment receiver regarding final report and stipulation and order regarding discharge (.2); Discuss issue regarding residual funds with G. Rodriguez (.2); Communications with SEC counsel regarding same (.3); Work on stipulation and order discharging post-judgment receiver (.4).	Fates, Edward	1.1	569.25	776.25	WO HD TR_____
03/01/19	7768133	Review final report from post-judgment receiver (.2); communications with Receiver regarding same and stipulation/order discharging receiver (.1); revisions to stipulation (.3).	Fates, Edward	0.6	310.50	1,086.75	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
03/05/19	7769641	Communications with SEC counsel regarding post-judgment receivership closing issues, discuss same with Receiver.	Fates, Edward	0.4	207.00	1,293.75	WO HD TR_____
03/07/19	7772434	Communications with post-judgment receiver regarding revisions to stipulation and order regarding disposition of remaining funds, closure of receivership, and discharge of post-judgment receiver.	Fates, Edward	0.4	207.00	1,500.75	WO HD TR_____
03/13/19	7777905	Communications with SEC counsel regarding LinMar III post-judgment receivership closing issues.	Fates, Edward	0.2	103.50	1,604.25	WO HD TR_____
03/14/19	7778566	Communications with SEC counsel regarding LinMar III issues.	Fates, Edward	0.1	51.75	1,656.00	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.2	517.50	1,656.00
		3.2		1,656.00
Total Fees				1,656.00
Total Disbursements				0.00

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 03/31/2019

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	14,287.44	14,287.44	0.00	1,656.00	1,656.00	0.00	150,936.84	150,936.84	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(2.80)	(2.80)	0.00
Billed	8,383.50	8,383.50	0.00	773.19	773.19	0.00	149,278.04	149,278.04	0.00
Collected	8,383.50	8,383.50	0.00	773.19	773.19	0.00	149,278.04	149,278.04	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WIP Balance	6,010.50	6,010.50	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

04/30/19 09:49:54 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 04-04-2019

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1412527

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
01/03/19	7712225	Follow up meet and confer communications with SEC counsel regarding fee applications.	Fates, Edward	0.2	103.50	103.50	WO HD TR_____
01/08/19	7716250	Communications with local counsel in NV regarding timing/status of fee application.	Fates, Edward	0.2	103.50	207.00	WO HD TR_____
01/17/19	7724694	Meet and confer communications with SEC counsel (.1); finalize Receiver, Duffy, and NV local counsel fee applications (.4).	Fates, Edward	0.5	258.75	465.75	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.9	517.50	465.75
		0.9		465.75
Total Fees				465.75
Total Disbursements				0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off

() BILL COST ONLY () Transfer All

Billing Instructions

EXPIRES 6/30/2020: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05;
 no text editing

Account Summary- As Of 03/31/2019

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	10,971.00	10,971.00	0.00	465.75	465.75	0.00	34,030.35	34,030.35	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(44.26)	(44.26)	0.00
Billed	7,659.00	7,659.00	0.00	4,657.50	4,657.50	0.00	33,520.34	33,520.34	0.00
Collected	7,659.00	7,659.00	0.00	4,657.50	4,657.50	0.00	33,520.34	33,520.34	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	2,432.25	2,432.25	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
 c/o E3 Advisors
 501 West Broadway, Suite 800
 San Diego, CA 92101
 ATTN: