

1 DAVID R. ZARO (BAR NO. 124334)
TED FATES (BAR NO. 227809)
2 KIM A. BUI (BAR NO. 274113)
ALLEN MATKINS LECK GAMBLE
3 MALLORY & NATSIS LLP
501 West Broadway, 15th Floor
4 San Diego, California 92101-3541
Phone: (619) 233-1155
5 Fax: (619) 233-1158
E-Mail: dzaro@allenmatkins.com
6 tfates@allenmatkins.com
kbui@allenmatkins.com

7 Attorneys for Receiver
8 THOMAS C. HEBRANK

9 **UNITED STATES DISTRICT COURT**
10 **SOUTHERN DISTRICT OF CALIFORNIA**

11 SECURITIES AND EXCHANGE
COMMISSION,

12 Plaintiff,

13 v.

14 LOUIS V. SCHOOLER and FIRST
15 FINANCIAL PLANNING
CORPORATION d/b/a WESTERN
16 FINANCIAL PLANNING
CORPORATION,

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

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

Date: November 8, 2013
Time: 1:30 p.m.
Ctrm: 9D
Judge: Hon. Gonzalo P. Curiel

**[NO ORAL ARGUMENT UNLESS
REQUESTED BY THE COURT]**

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, including the General Partnerships ("GPs") set up by Western (collectively, "Receivership Entities"), hereby submits this fourth interim application for payment of professional fees and reimbursement of costs for the time period April 1, 2013 through June 30, 2013 ("Fourth Application Period"). Allen Matkins incurred \$44,496.00 in fees and \$1,033.04 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$35,596.80 and 100% of costs incurred.

I. FEE APPLICATION

The Temporary Restraining Order ("TRO") and Preliminary Injunction Order vests the Receiver with authority to employ counsel. TRO, Dkt. No. 10, Part VII.C. and G; Preliminary Injunction Order, Docket No. 174, Part III.C. and G. Pursuant to that authority, the Receiver engaged Allen Matkins as his general counsel for this matter. During the Fourth Application Period, Allen Matkins provided a total of 109.6 hours of service for a total of \$44,496.00 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount.¹

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:

General Receivership	\$8,337.15
Asset Investigation	\$2,134.35
Reporting	\$21,546.00
Operations and Asset Sales	\$970.65
Claims and Distributions	\$1,624.05
Third Party Recoveries	\$4,568.85
Pending Litigation	\$1,213.65
Employment/Fees	\$4,101.30
Total Fees	\$44,496.00

¹ Payment of amounts held back from interim fee applications will be sought at the conclusion of the receivership in connection with applications of the Receiver and his professionals for final approval of all fees and costs.

II. TASKS PERFORMED DURING FOURTH APPLICATION PERIOD

During the Fourth Application Period, Allen Matkins worked diligently to assist the Receiver with legal issues affecting the receivership. As reflected in the bills attached as Exhibit A, the legal work performed by Allen Matkins' attorneys and staff during the Fourth Application Period did not overlap with or duplicate the Receiver's work. The following is a discussion of Allen Matkins' work during the Fourth Application Period, broken down by the categories listed above.²

A. General Receivership

This category includes Allen Matkins' time in reviewing and preparing a response to Defendants' Motion for Modification of the Preliminary Injunction Order to Remove the Real Estate General Partnerships from the Receivership. The motion was filed on May 23, 2013, withdrawn on May 29, 2013, and re-filed the same day. Docket Nos. 193-195. The Receiver's response was filed on June 21, 2013. Docket No. 206

Allen Matkins also assisted the Receiver in responding to a property tax notice received from the Clark County Treasurer with regard to the property known as the LV Kade Property. The property taxes for this property were not paid prior to the Receiver's appointment. Allen Matkins assisted the Receiver in sending a letter to the Clark County Treasurer advising of the receivership and the stay of legal proceedings affecting the LV Kade Property.

Finally, Allen Matkins assisted the Receiver in recording the Preliminary Injunction Order in the county property records for each county in which the Receivership Entities own land. The recordings ensure that all potential creditors of the GPs are put on constructive notice of the receivership and the stay of legal

² While every effort is made to be consistent and accurate in the allocation of activities to various categories, certain activities may lend themselves to more than one category, or may simply be difficult to categorize. Nevertheless, Exhibit A reflects actual time spent on any given activity and contains an accurate description of services provided.

1 proceedings. The amount of reasonable and necessary fees for this category of work
2 during the Fourth Application Period total \$8,337.15.

3 **B. Asset Investigation**

4 This category includes time assisting the Receiver in investigating assets and
5 potential assets of the Receivership Entities. During the Fourth Application Period,
6 Allen Matkins' work in this area focused primarily on loans Western made to various
7 LinMar entities ("LinMar Borrowers"). Allen Matkins prepared and issued
8 subpoenas to the LinMar Borrowers and Mr. Schooler, reviewed and advised the
9 Receiver regarding Mr. Schooler's response to the subpoenas, and communicated
10 with Mr. Schooler's counsel. Allen Matkins also reviewed a written proposal to
11 repay the loans from Mr. Schooler, discussed a counter-proposal with the Receiver,
12 and prepared a written response to the proposal.

13 This category also includes Allen Matkins' time reviewing documents obtained
14 from the Securities and Exchange Commission ("Commission") with regard to Real
15 Asset Locators, Inc. ("RAL"), an entity confirmed to be part of the receivership by
16 the Preliminary Injunction Order entered on March 13, 2013. The reasonable and
17 necessary fees for Allen Matkins' work in this category total \$2,134.35.

18 **C. Reporting**

19 Allen Matkins assisted the Receiver in preparing three detailed reports to the
20 Court during the Fourth Application Period. The Receiver's Fourth Interim Report
21 was filed on May 2, 2013. Docket No. 184. This report provides a detailed
22 description of the Receiver's activities and the financial condition of the Receivership
23 Entities through the first quarter of 2013. The Fourth Interim Report, including the
24 Receiver's recommendations therein, was approved on May 10, 2013. Docket
25 No. 189.

26 Allen Matkins also continued assisting the Receiver in preparing Part One of
27 his Forensic Accounting Report. This work began in March and was completed in
28 April. This report details the flow of the approximately \$108 million raised from

1 investors in Western's final 13 land transactions (46 GPs), including the purchase of
2 the land interests by Western, funds raised from investors (including the financing of
3 investments by Western), funds transferred to Western, Western's initial investments
4 in the GPs, and land parcels retained by Western. The report was filed on April 18,
5 2013 (Docket No. 182) and approved on May 10, 2013 (Docket No. 191).

6 Finally, Allen Matkins assisted the Receiver in preparing his Report and
7 Recommendations Regarding Valuation of Real Estate Assets of Receivership
8 Entities ("Valuation Report"). Substantial time and analysis went into analyzing and
9 presenting the financial data and developing the proposed investor voting process
10 with the goal of treating all investors fairly and equitably under the circumstances of
11 the case. The report was filed on June 20, 2013. Although the Court ultimately
12 declined to approve the proposed investor voting process, it accepted many of the
13 Receiver's recommendations, including that an informational packet be provided to
14 investors, the GPs' release from the receivership be conditioned on Western's equity
15 in the GPs being reduced to cash, and Western collecting on loans made to the GPs
16 to cover shortfalls in operational funds. Allen Matkins' reasonable and necessary
17 fees for work in this category total \$21,546.00.

18 **D. Operations and Asset Sales**

19 Allen Matkins assisted and advised the Receiver regarding various legal issues
20 relating to the sale of 2008 Lexus automobile, tax returns for RAL, real property
21 interests owned by Western, Western personnel, and Western's operations. The
22 reasonable and necessary fees for work in this category totals \$970.65.

23 **E. Claims and Distributions**

24 This category includes time assisting the Receiver in responding to inquiries
25 from investors and their counsel regarding the receivership, claims, distributions and
26 related issues. Allen Matkins also assisted the Receiver in maintaining and updating
27 the database of all investor names and mailing addresses, and filing an unredacted
28 schedule of investor claims under seal as instructed by the Court. The investor

1 database work, which totaled 5.7 hours, was performed by a case administrator at an
2 hourly rate of \$76.50. The amount of reasonable and necessary fees for this work
3 total \$1,624.05.

4 **F. Third Party Recoveries**

5 Allen Matkins' work in this category focuses on assisting the Receiver in
6 evaluating claims against the LinMar Borrowers and requesting authorization from
7 the Court to pursue such claims. The Receiver's Motion for Authority to Pursue
8 Claims Against LinMar Borrowers was filed on May 23, 2013. Docket No. 192.
9 Defendants opposed the motion on June 21, 2013 (Docket No. 205) and the Receiver
10 replied on July 18, 2013 (Docket No. 359). The Court granted the motion on
11 August 18, 2013. Docket No. 470. The reasonable and necessary fees for work in
12 this category totals \$4,568.85.

13 **G. Pending Litigation**

14 As discussed in the Receiver's interim reports, there are several pending
15 lawsuits and FINRA arbitrations in which one or more of the Receivership Entities
16 are parties. During the Fourth Application Period, Allen Matkins assisted the
17 Receiver in communicating with counsel for the parties in these cases. Allen
18 Matkins also assisted the Receiver in preparing a status report requested by the Ninth
19 Circuit Court of Appeals, which has before it a pending appeal in a case involving
20 Western. Finally, Allen Matkins assisted the Receiver in monitoring developments
21 in these cases, the Nevada eminent domain matter, and in settlement communications
22 with Sierra Pacific's counsel. These settlement discussions later resulted in a
23 proposed settlement with Sierra Pacific on terms favorable to the four GPs involved.
24 The Receiver's motion for approval of the settlement was filed on July 16, 2013
25 (Docket No. 256) and taken under submission by the Court on August 12, 2013
26 (Docket No. 468). The reasonable and necessary fees for Allen Matkins' work in this
27 category during the Fourth Application Period total \$1,213.65.

28

1 **H. Employment/Fees**

2 Although fee applications are a necessary component of federal equity
3 receiverships, neither the Receiver nor his professionals bill time for preparing their
4 own detailed applications. It is not reasonable or fair, however, to require the
5 Receiver and his professionals to also defend their fee applications without any
6 compensation for the work involved. Accordingly, this category includes Allen
7 Matkins' time responding to Mr. Schooler's objections to the Second Interim Fee
8 Applications of the Receiver and Allen Matkins. This consisted of reviewing and
9 analyzing Mr. Schooler's objections to the fee applications and drafting a reply brief.
10 Docket No. 185. The Second Fee Applications were granted in part on May 10,
11 2013. Docket No. 190. The reasonable and necessary fees for this work total
12 \$4,101.30.

13 **I. Summary of Costs Requested**

14 Allen Matkins requests the Court approve reimbursement of \$1,033.04 in out-
15 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
16 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins
17 has reduced its request for reimbursement of copy costs to five cents per page and
18 written off any excess copy charges incurred.

19 **III. ALLEN MATKINS' FEES ARE REASONABLE**
20 **AND SHOULD BE APPROVED**

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

1 **A. Complexity of Tasks**

2 Here, the tasks performed by Allen Matkins are significantly complex and the
3 number of hours billed to complete them are reasonable. These tasks include
4 (a) analyzing corporate documents, loan agreements, and other contracts,
5 (b) advising the Receiver regarding federal equity receivership, debtor/creditor, real
6 property, contract, employment, insurance, tax, civil procedure, appellate procedure,
7 and other applicable areas of law, and (c) assisting the Receiver in selling assets,
8 collecting on loans, protecting the Receivership Entities' interests in pending
9 litigation matters, and provide detailed reports to the Court and interested parties on
10 his activities and forensic accounting work. In addition, Allen Matkins wrote off and
11 did not charge for 19.5 hours of time (\$7,046.55) during the Fourth Application
12 Period.

13 **B. Fair Value of Time, Labor & Skill**

14 The Court has determined the discounted hourly rates of the Receiver and
15 Allen Matkins represent the fair value of their time, labor, and skill. As they have
16 throughout the case, Allen Matkins' attorney rates for representing the Receiver
17 range from \$265.50 to \$585 per hour, with paralegal and case administrator time at
18 \$211.50 and \$76.50 per hour, respectively. For this application, the blended hourly
19 rate is \$405.98 per hour. The Court has held that these rates are comparable to those
20 charged by other law firms representing receivers in similar matters and represent the
21 fair value of the time, labor and skill provided.

22 **C. Quality of Work Performed**

23 Allen Matkins diligently and competently assisted the Receiver in all aspects
24 of the receivership, including preserving and protecting the assets of the
25 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
26 addressing Western's cash shortage, reducing Western's operating expenses as well
27 as administrative expenses of the receivership, selling assets and collecting on loans,
28 addressing pending litigation, preparing a detailed forensic accounting report and real

1 estate valuation report, and keeping the Court and interested parties apprised of the
2 Receiver's activities. These services have allowed the Receiver to preserve and
3 protect the value of the Receivership Entities' assets for the benefit of investors and
4 creditors.

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

6 The Receiver proposes the approved fees and costs be paid from Western's
7 assets above and beyond cash necessary to make payments on loans secured by GP
8 properties. Western's equity in the GPs will be reduced to cash as provided in the
9 Court's August 18, 2013. Docket No. 470, pp. 25-26. The sale of office furniture
10 and equipment authorized by the Court is expected to generate approximately
11 \$30,000. Docket No. 465. Further, the Court has instructed the Receiver to continue
12 to collect loans Western made to the GPs to cover shortfalls in operational funds.
13 Docket No. 470, p. 26. The Court has also authorized the Receiver to commence
14 actions to collect on loans Western made to the LinMar entities. *Id.* at p. 28. Finally,
15 Mr. Schooler has represented to the Court that he is "absolutely committed" to
16 covering the monthly shortfall between amounts collected from the GPs and amounts
17 owed on loans secured by GP properties. *Id.* at p. 12. Accordingly, Western's cash
18 position is substantially better than it has been and should continue to improve.
19 Western can certainly afford to pay the approved receivership fees and costs without
20 putting it at any risk of being unable to make mortgage payments.

21 **E. Commission's Opposition or Acquiescence**

22 Prior to filing, the Receiver and Allen Matkins provided these fee applications
23 to counsel for the Commission in substantially final form. Counsel for the
24 Commission has advised that the Commission has no opposition to the fees and costs
25 requested.

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

1 **IV. CONCLUSION**

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

4 1. Approving payment of fees to Allen Matkins on an interim basis
5 of \$35,596.80;

6 2. Approving reimbursement of expenses to Allen Matkins on an
7 interim basis of \$1,033.04;

8 3. Authorizing and directing the Receiver to pay these amounts to
9 Allen Matkins from assets of the Receivership Entities; and

10 4. Granting such further and other relief as the Court deems just and
11 proper.

12
13 Dated: August 29, 2013

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

14
15 By: /s/ Ted Fates

16 TED FATES
17 Attorneys for Receiver
18 THOMAS C. HEBRANK
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EXHIBIT INDEX

Exhibit A	Detailed Time Reports	12
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EXHIBIT A

EXHIBIT A

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00002

Matter Name: General Receivership

Date of Last Billing: 05-31-2013

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

Proforma Number
Client/Matter Joint Group # 372640-1**Fees for Matter 372640-00002 (General Receivership)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/11/13	5844317	Discuss notice received from treasurer for Clark County, Nevada regarding Victory Lap Partners with Receiver; prepare response to same.	Fates, Edward G.	0.4	167.40	167.40
04/15/13	5847485	Draft letter to Clark County Treasurer regarding injunction in response to Notice of Intent to Deed regarding Victory Lap Partners, et al.	Fates, Edward G.	0.5	209.25	376.65
04/19/13	5852923	Discuss status re recording of preliminary injunction order in property records for GP and Western properties with J. Batiste	Fates, Edward G.	0.2	83.70	460.35
04/22/13	5855053	Assist with recording of preliminary injunction order/appointment of permanent receivership.	Kaup, John T.	0.8	169.20	629.55
04/22/13	5853785	Attention to issues regarding recording of order in county property records.	Fates, Edward G.	0.2	83.70	713.25
04/23/13	5856635	Assist with recordings of preliminary injunction/permanent receivership order.	Kaup, John T.	0.3	63.45	776.70
04/24/13	5857495	Prepare letters to recorders regarding preliminary injunction/permanent	Kaup, John T.	0.2	42.30	819.00

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		receivership order.				
04/29/13	5861588	Research Nevada statutes and finalize transmittals to recorders of preliminary injunction/permanent receiver order.	Kaup, John T.	0.4	84.60	903.60
05/06/13	5870655	Follow up on recordings of preliminary injunction/permanent receiver orders and telephone calls with various recorders and inquiries.	Kaup, John T.	0.8	169.20	1,072.80
05/07/13	5873479	Telephone call and emails with Lyon County Clerk regarding Assessor's tax bills.	Kaup, John T.	0.3	63.45	1,136.25
05/15/13	5879981	Review and finalize letter to Clark County Recorder.	Kaup, John T.	0.1	21.15	1,157.40
05/22/13	5886039	Review IRS notice regarding RAL tax return examination.	Fates, Edward G.	0.1	41.85	1,199.25
05/23/13	5887906	Review and analyze Schooler's motion to modify preliminary injunction and dissolve receivership (.4); discuss motion with Receiver (.2).	Fates, Edward G.	0.6	251.10	1,450.35
05/24/13	5889510	Meet and confer with SEC's counsel regarding Schooler's motion to modify preliminary injunction (.4); advise Receiver regarding same (.1).	Fates, Edward G.	0.5	209.25	1,659.60
05/27/13	5891661	Review and evaluate motion filed by Schooler as to Receiver and related filings and assess response and impact upon receivership and email.	Zaro, David R.	0.6	351.00	2,010.60
05/28/13	5892611	Review issues with counsel regarding motion to dismiss Receiver.	Zaro, David R.	0.4	234.00	2,244.60
05/29/13	5892549	Review Schooler's notice to withdraw	Fates, Edward G.	0.4	167.40	2,412.00

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		motion to modify preliminary injunction and advise Receiver regarding same (.1); review Schooler's new motion to dissolve receivership over GPs (.3).				
06/03/13	5898157	Analyze motion to modify preliminary injunction/dissolve receivership over GPs; work on response to same.	Fates, Edward G.	2.8	1,171.80	3,583.80
06/04/13	5898750	Work on response to Schooler's motion to modify preliminary injunction/dissolve receivership over GPs.	Fates, Edward G.	3.9	1,632.15	5,215.95
06/05/13	5900178	Confer with Receiver and SEC's counsel regarding Schooler's motion to modify preliminary injunction/dissolve receivership over GPs (.4); work on response to motion (.3).	Fates, Edward G.	0.7	292.95	5,508.90
06/10/13	5906053	Discuss IRS audit of Real Asset Locators 2010 tax return with Receiver.	Fates, Edward G.	0.2	83.70	5,592.60
06/11/13	5907208	Work on response to motion to modify preliminary injunction.	Fates, Edward G.	0.3	125.55	5,718.15
06/14/13	5910803	Review order regarding settlement conference.	Fates, Edward G.	0.1	41.85	5,760.00
06/15/13	5912083	Review and evaluate Western/Schooler's motion to modify preliminary injunction order and assess draft of response (.4); advice to counsel as to response, revisions to draft, and address overall strategy and approach with counsel (.5).	Zaro, David R.	0.9	526.50	6,286.50
06/15/13	5911215	Work on response to motion to modify	Fates, Edward G.	1.3	544.05	6,830.55

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		preliminary injunction to remove GPs from receivership (1.1); discuss same with Receiver (.2).				
06/17/13	5911300	Review SEC's Rule 26 initial disclosures.	Fates, Edward G.	0.3	125.55	6,956.10
06/18/13	5913940	Review Schooler's initial disclosures.	Fates, Edward G.	0.1	41.85	6,997.95
06/19/13	5914146	Discuss response to Motion to Modify Preliminary Injunction with Receiver; revise same.	Fates, Edward G.	0.7	292.95	7,290.90
06/20/13	5915898	Work on response to Schooler's Motion to Modify Preliminary Injunction and discuss same with Receiver (1.6); review Schooler's request for oral argument (.2).	Fates, Edward G.	1.8	753.30	8,044.20
06/21/13	5916769	Revise and finalize response to Schooler's motion to modify preliminary injunction order.	Fates, Edward G.	0.7	292.95	8,337.15

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
04/04/13	1939643	Document Search Pacer Service 1/01/13 - 03/31/13^LAAM0021-Q12013	1.00	22.40
04/05/13	1934538	Duplication	464.00	23.20
04/08/13	1934539	Duplication	690.00	34.50
04/09/13	1936130	Duplication	933.00	46.65
04/15/13	1941296	Postage	1.00	13.80
04/15/13	1941301	Reprographics (Outside) - CD/DVD	1.00	15.00
04/16/13	1938518	Duplication	103.00	5.15

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
04/17/13	1938519	Duplication	22.00	1.10
04/17/13	1938521	Reprographics (Outside) - Color	312.00	78.00
04/18/13	1938520	Duplication	24.00	1.20
04/18/13	1938522	Reprographics (Outside) - Color	156.00	39.00
04/18/13	1941299	Reprographics (Outside) - Velobinding	1.00	1.10
04/18/13	1941388	CalExpress - - Filing Fees USDC - SOUTHERN DISTRICT ^ 107051	1.00	10.00
04/23/13	1941389	CalExpress - - Service of Process ALLEN MATKINS LECK GAMBLE MALLORY ^ 107051	1.00	176.80
04/23/13	1943698	Advanced Costs - - Allen Matkins Leck Gamble -MB - Douglas County Recorder - Preliminary Injunction Order ^MB Ck#3419	1.00	36.00
04/23/13	1943699	Advanced Costs - - Allen Matkins Leck Gamble -MB - Lyong County Recorder - Preliminary Injunction Order ^MB Ck# 3420	1.00	36.00
04/23/13	1943700	Advanced Costs - - Allen Matkins Leck Gamble -MB - Storey County Recorder - Preliminary Injunction Order ^MB Ck# 3423	1.00	36.00
04/23/13	1943701	Advanced Costs - - Allen Matkins Leck Gamble -MB - Washoe County Recorder - Preliminary Injunction Order ^MB Ck# 3424	1.00	39.00
04/23/13	1950411	Advanced Costs - - Allen Matkins Leck Gamble -MB - Yuma County Recorder, MB Ck#3425 - Preliminary Injunction Order	1.00	28.00
04/23/13	1950412	Advanced Costs - - Allen Matkins Leck Gamble -MB - Santa Fe County Recorder - MB Ck#3427 - Preliminary Injunction Order	1.00	25.00
04/23/13	1961884	Recordation Fees - - Allen Matkins Leck Gamble -MB - San Diego County Recorder - recording fee , PC Ck#3426, issue date 4/23/13	1.00	90.00
04/29/13	1940406	Duplication	579.00	28.95
04/29/13	1948828	Postage	1.00	41.52
05/02/13	1945384	Duplication	59.00	2.95

08/16/13 11:21:10 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
05/03/13	1945385	Duplication	67.00	3.35
05/03/13	1953579	CalExpress - - Service of Process R USDC SOUTHERN DISTRICT ANNEX ^ 107294	1.00	12.60
05/07/13	1953580	CalExpress - - Filing Fees & DISTRICT COURT ^ 107294	1.00	24.00
05/14/13	1944295	Recordation Fees - - Clark County Recorder - Preliminary Injunction Order	1.00	39.00
06/05/13	1953196	Duplication	319.00	15.95
06/05/13	1959473	Postage	1.00	14.72
06/14/13	1954635	Duplication	241.00	12.05
06/17/13	1969702	CalExpress - - Service of Process USDC SOUTHERN DISTRICT ANNEX ^ 107902	1.00	18.00
06/18/13	1959474	Postage	1.00	13.80
06/21/13	1960435	Duplication	305.00	15.25
06/21/13	1969703	CalExpress - - Service of Process USDC SOUTHERN DISTRICT ANNEX ^ 107902	1.00	18.00
06/25/13	1956412	Text Editing	0.20	6.00
06/27/13	1958718	Text Editing	0.20	6.00
06/27/13	1958998	Text Editing	0.10	3.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	1.9	585.00	1,111.50
000820	John T. Kaup	2.9	211.50	613.35
001665	Edward G. Fates	15.8	418.50	6,612.30
		<hr/> 20.6		<hr/> 8,337.15
Total Fees				8,337.15
Total Disbursements				1,033.04

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00003 (Asset Investigation) 372640-00003

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00003

Matter Name: Asset Investigation

Date of Last Billing: 05-31-2013

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00003 (Asset Investigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/01/13	5834938	Communications with Receiver regarding service of LinMar subpoenas.	Fates, Edward G.	0.1	41.85	41.85
04/02/13	5835952	Discuss service of LinMar subpoenas with Receiver.	Fates, Edward G.	0.1	41.85	83.70
04/03/13	5836712	Review information relating to ownership/acquisition of Carroll Canyon Road office building.	Fates, Edward G.	0.2	83.70	167.40
04/05/13	5839745	Review letter from Schooler's counsel in response to LinMar subpoenas; brief review of documents produced.	Fates, Edward G.	0.4	167.40	334.80
04/08/13	5840530	Discuss letter from Schooler's counsel regarding documents/payment of LinMar notes with Receiver and draft response to same (.5); download and review documents from SEC relating to Real Asset Locators (.7).	Fates, Edward G.	1.2	502.20	837.00
04/09/13	5842128	Communications with Schooler's counsel regarding production of LinMar documents; forward same to Receiver.	Fates, Edward G.	0.3	125.55	962.55

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/16/13	5848162	Review motion papers filed by lender in action against LinMar Tacoma borrowers; communications with Schooler's counsel regarding additional LinMar documents; send same to Receiver.	Fates, Edward G.	0.4	167.40	1,129.95
04/17/13	5849983	Review correspondence and documents received from LinMar Tacoma entity.	Fates, Edward G.	0.2	83.70	1,213.65
04/22/13	5854152	Review letters from Schooler's counsel regarding repayment/collection on LinMar loans; discuss same with Receiver; draft response.	Fates, Edward G.	1.1	460.35	1,674.00
04/23/13	5855568	Work on response to letter from Schooler's counsel regarding LinMar loans; discuss same with Receiver.	Fates, Edward G.	0.3	125.55	1,799.55
04/24/13	5856310	Discuss response to letter from Schooler's counsel with Receiver and revise, finalize and send same (.5); discuss investigation regarding RAL with Receiver (.1).	Fates, Edward G.	0.6	251.10	2,050.65
05/07/13	5870642	Discuss status regarding appraisals and issues regarding Holding LLC entities with Receiver.	Fates, Edward G.	0.2	83.70	2,134.35

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	5.1	418.50	2,134.35
		<u>5.1</u>		<u>2,134.35</u>
Total Fees				2,134.35
Total Disbursements				0.00

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing: 05-31-2013

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/01/13	5834885	Begin work on Receiver's Fourth Interim Report (.5); communications with Receiver regarding forensic work (.1); preliminary review of forensic worksheets and discuss same with Receiver (.3).	Fates, Edward G.	0.9	376.65	376.65
04/02/13	5835588	Call with Receiver and S. Hoslett to review forensic accounting data and discuss content and format of forensic report, part 1.	Fates, Edward G.	0.9	376.65	753.30
04/03/13	5836902	Send excerpts of Schooler's deposition transcript to Receiver and S. Hoslett.	Fates, Edward G.	0.2	83.70	837.00
04/05/13	5838702	Discuss interim report and status of forensic report with Receiver; work on interim report.	Fates, Edward G.	1.2	502.20	1,339.20
04/09/13	5842401	Work on Receiver's fourth interim report.	Fates, Edward G.	0.6	251.10	1,590.30
04/10/13	5843707	Discuss initial draft of forensic report with Receiver; review exhibits regarding same; review and revise report.	Fates, Edward G.	2.3	962.55	2,552.85
04/11/13	5846990	Review and revise draft report to address legal issues for Receiver's	Zaro, David R.	1.6	936.00	3,488.85

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Forensic Accounting Report Part One and address and revise next steps (1.1); email and telephone call to advise counsel and Receiver as to further revisions regarding report (.5).				
04/11/13	5844694	Review and provide comments to revised forensic accounting report; discuss same with Receiver.	Fates, Edward G.	1.2	502.20	3,991.05
04/12/13	5845647	Discuss revisions to forensic report with Receiver and D. Zaro; prepare proposed order approving report.	Fates, Edward G.	0.7	292.95	4,284.00
04/16/13	5848267	Work on Receiver's Fourth Interim Report (1.1); work on Receiver's Forensic Accounting Report: Part One and discuss same with Receiver (.8).	Fates, Edward G.	1.9	795.15	5,079.15
04/17/13	5849021	Work on forensic report and proposed order; finalize same.	Fates, Edward G.	0.7	292.95	5,372.10
04/18/13	5850722	Discuss information needed for Fourth Interim Report and strategy regarding GP properties, appraisals, etc. with Receiver; work on report.	Fates, Edward G.	1.7	711.45	6,083.55
04/19/13	5852606	Discuss land appraisals received, analysis of same, and strategy regarding disposition of properties with Receiver	Fates, Edward G.	0.7	292.95	6,376.50
04/22/13	5853794	Discuss appraisals and loan balances for GP properties with Receiver.	Fates, Edward G.	0.3	125.55	6,502.05
04/22/13	5859252	Work on list of all investor claimants for filing with court.	Batiste, Janine	0.3	22.95	6,525.00
04/23/13	5854678	Review spreadsheet showing analysis of appraisals, loan balances, estimated cost of sale, etc. for GP	Fates, Edward G.	2.3	962.55	7,487.55

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		properties, discuss same with Receiver and SEC's counsel, and review co-tenancy agreements and discuss same with Receiver (1.7); work on fourth interim report and discuss same with Receiver (.6).				
04/24/13	5856316	Discuss content and exhibits to interim report with Receiver; revise interim report.	Fates, Edward G.	0.9	376.65	7,864.20
04/25/13	5860408	Review draft of report and advice to counsel regarding legal issues regarding accounting and further discovery regarding principals.	Zaro, David R.	0.4	234.00	8,098.20
04/25/13	5857172	Work on Fourth Interim Report, gather exhibits thereto, discuss same with Receiver.	Fates, Edward G.	1.5	627.75	8,725.95
04/26/13	5860415	Follow up on issues regarding report, accounting and legal issues regarding limiting scope of examination.	Zaro, David R.	0.4	234.00	8,959.95
04/26/13	5858770	Work on redacted schedule of investor claims for report; finalize report.	Fates, Edward G.	0.6	251.10	9,211.05
04/30/13	5862104	Revisions to Fourth Interim Report regarding Western land parcels and recommendation regarding listing of same; discuss same with Receiver.	Fates, Edward G.	0.7	292.95	9,504.00
05/01/13	5866162	Discuss receipts/disbursements schedule for report with Receiver.	Fates, Edward G.	0.1	41.85	9,545.85
05/02/13	5866400	Finalize Fourth Interim Report regarding information from receipts/disbursement schedule; discuss same with Receiver.	Fates, Edward G.	0.6	251.10	9,796.95

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/10/13	5875007	Review orders approving Fourth Interim Report and Forensic Accounting Report: Part 1; advise Receiver regarding same.	Fates, Edward G.	0.2	83.70	9,880.65
05/13/13	5875515	Work on report regarding real estate evaluation (1.1); discuss mechanics of proposed investor voting and status on part two of forensic report with Receiver (.2).	Fates, Edward G.	1.3	544.05	10,424.70
05/14/13	5877165	Work on report regarding real estate evaluation and investor voting regarding disposition of properties (1.7); discuss same with Receiver (.2).	Fates, Edward G.	1.9	795.15	11,219.85
05/20/13	5885749	Review issues regarding second phase of accounting and follow up advice to counsel regarding legal issues.	Zaro, David R.	0.3	175.50	11,395.35
05/23/13	5887392	Work on report regarding evaluation of real estate assets; discuss same with Receiver.	Fates, Edward G.	0.4	167.40	11,562.75
05/24/13	5889992	Analyze issues regarding real estate report and discuss same with Receiver	Fates, Edward G.	0.2	83.70	11,646.45
05/28/13	5891857	Work on report regarding real estate evaluation.	Fates, Edward G.	1.4	585.90	12,232.35
05/29/13	5894412	Review draft of Receiver's report and recommendations and follow up advice to counsel regarding same.	Zaro, David R.	0.3	175.50	12,407.85
05/29/13	5892205	Work on report regarding real estate evaluation and proposed order approving report.	Fates, Edward G.	2.4	1,004.40	13,412.25

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/30/13	5895289	Call to follow up on proposed draft motion and recommendations of Receiver and legal advice re same.	Zaro, David R.	0.2	117.00	13,529.25
05/30/13	5893279	Work on report regarding real estate evaluation (1.1); discuss same with Receiver (.2); call with SEC's counsel regarding same (.1).	Fates, Edward G.	1.4	585.90	14,115.15
06/05/13	5900640	Work on report and recommendations regarding real estate assets.	Fates, Edward G.	2.2	920.70	15,035.85
06/11/13	5906438	Discuss real estate appraisals and report regarding same with Receiver.	Fates, Edward G.	0.1	41.85	15,077.70
06/12/13	5908323	Work on real estate report; discuss same with Receiver.	Fates, Edward G.	0.6	251.10	15,328.80
06/17/13	5913162	Address issues as to report and valuation of assets and follow up on Receiver recommended approach to case (.4); follow up on preliminary injunction modification motion and coordination of response with Receiver's report and proposal (.2).	Zaro, David R.	0.6	351.00	15,679.80
06/17/13	5911301	Work on Receiver's report regarding valuation of real estate assets, investor voting, disposition of properties, and related issues; discuss same with Receiver.	Fates, Edward G.	5.6	2,343.60	18,023.40
06/18/13	5912773	Review tables and exhibits to real estate report; discuss same and report with Receiver; draft and revise report.	Fates, Edward G.	3.8	1,590.30	19,613.70
06/19/13	5914141	Work on real estate valuation report; discuss same with Receiver; meet and confer with SEC's counsel regarding report.	Fates, Edward G.	1.3	544.05	20,157.75

08/16/13 11:51:53 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/20/13	5916880	Review and evaluate draft report on values, proposal of Receiver and revise draft pleading (.9); advice as to pleading and revisions and follow up on brief (.4).	Zaro, David R.	1.3	760.50	20,918.25
06/20/13	5915522	Revise and finalize real estate valuation report and exhibits.	Fates, Edward G.	1.1	460.35	21,378.60
06/24/13	5920364	Communications with Schooler's counsel regarding land appraisals; advise Receiver regarding same.	Fates, Edward G.	0.2	83.70	21,462.30
06/25/13	5920365	Advise Receiver regarding transmission of land appraisals to Schooler's counsel.	Fates, Edward G.	0.1	41.85	21,504.15
06/28/13	5924092	Discuss production of appraisals to Schooler's counsel with Receiver.	Fates, Edward G.	0.1	41.85	21,546.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	5.1	585.00	2,983.50
001665	Edward G. Fates	44.3	418.50	18,539.55
001763	Janine Batiste	0.3	76.50	22.95
		<u>49.7</u>		<u>21,546.00</u>
Total Fees				21,546.00
Total Disbursements				0.00

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing: 05-31-2013

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

Proforma Number

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
04/02/13	5836130	Discuss car and coin sales and Western cash flow issues with Receiver.	Fates, Edward G.	0.2	83.70	83.70
04/19/13	5852608	Discuss potential sales of real properties owned by Western with Receiver	Fates, Edward G.	0.2	83.70	167.40
04/22/13	5853790	Discuss issues regarding Western and Real Asset Locators tax returns with Receiver (.2); review contract with auctioneer regarding 2008 Lexus and revise same (.2).	Fates, Edward G.	0.4	167.40	334.80
04/29/13	5861355	Review information on values of properties owned by Western; discuss potential sales of same with Receiver.	Fates, Edward G.	0.3	125.55	460.35
05/13/13	5880096	Advice and legal counsel as to sale of Western assets and partnership properties, strategy, legal authority and title issues.	Zaro, David R.	0.3	175.50	635.85
05/13/13	5876432	Advise Receiver regarding operational and employee issues.	Fates, Edward G.	0.2	83.70	719.55
06/13/13	5909871	Discuss cash flow and operating	Fates, Edward G.	0.2	83.70	803.25

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		issues with Receiver.				
06/26/13	5920501	Discuss legal issues regarding attorney and broker mortgages on Borda and other properties with Receiver.	Fates, Edward G.	0.4	167.40	970.65

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.3	585.00	175.50
001665	Edward G. Fates	1.9	418.50	795.15
		<u>2.2</u>		<u>970.65</u>
Total Fees				970.65
Total Disbursements				0.00

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing: 05-31-2013

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/03/13	5836908	Review communications regarding completion of K-1s and transmission of same to investors.	Fates, Edward G.	0.2	83.70	83.70
04/05/13	5838615	Communications with Receiver regarding changes to investor account contact information.	Fates, Edward G.	0.1	41.85	125.55
04/08/13	5841131	Call from counsel for investor (.2); discuss Schooler's letter to investors with Receiver (.1).	Fates, Edward G.	0.3	125.55	251.10
04/10/13	5844363	Review correspondence from investors; make appropriate updates to investor address list.	Batiste, Janine	0.3	22.95	274.05
04/15/13	5859248	Review correspondence from investors; make appropriate updates to investor address list.	Batiste, Janine	0.3	22.95	297.00
04/17/13	5849049	Respond to investor inquiry.	Fates, Edward G.	0.1	41.85	338.85
04/19/13	5852921	Discuss redacted and unredacted lists of investors and claim amounts with Receiver	Fates, Edward G.	0.2	83.70	422.55
04/19/13	5859250	Review correspondence from investors; make appropriate updates	Batiste, Janine	0.4	30.60	453.15

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		to investor address list.				
04/22/13	5854051	Discuss schedule of investor and claims with Receiver; communications with court clerk regarding same.	Fates, Edward G.	0.4	167.40	620.55
04/23/13	5855107	Review letter from Schooler to investors.	Fates, Edward G.	0.1	41.85	662.40
04/23/13	5859253	Work on list of all investor claimants for filing with court.	Batiste, Janine	0.5	38.25	700.65
04/25/13	5859254	Work on list of all investor claimants for filing with court.	Batiste, Janine	2.2	168.30	868.95
04/26/13	5859255	Work on list of all investor claimants for filing with court.	Batiste, Janine	2.0	153.00	1,021.95
05/09/13	5873161	Work on cover pleading for under seal filing of unredacted investor list; finalize same.	Fates, Edward G.	0.3	125.55	1,147.50
05/29/13	5894411	Review issues related to possible plan and distribution of assets; address Receiver's approach to general partners and votes; advice to counsel regarding same.	Zaro, David R.	0.6	351.00	1,498.50
06/11/13	5906251	Respond to inquiry from attorney hired by investor regarding liquidation of GP ownership units.	Fates, Edward G.	0.3	125.55	1,624.05

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.6	585.00	351.00
001665	Edward G. Fates	2.0	418.50	837.00
001763	Janine Batiste	5.7	76.50	436.05
		<u>8.3</u>		<u>1,624.05</u>
Total Fees				1,624.05

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00007

Matter Name: Third Party Recoveries

Date of Last Billing:

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

Proforma Number

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
05/13/13	5876575	Discuss Western's claims for collection on loans to LinMar entities and Motion for Authority to Pursue Claims with Receiver.	Fates, Edward G.	0.2	83.70	83.70
05/14/13	5878332	Discuss LinMar documents produced by Schooler, strategy regarding collection actions, and seeking authority to commence same with Receiver.	Fates, Edward G.	0.4	167.40	251.10
05/15/13	5878704	Draft Motion for Authority to Pursue Claims Against LinMar Borrowers.	Fates, Edward G.	2.8	1,171.80	1,422.90
05/17/13	5882132	Work on Motion for Authority to Pursue Claims Against LinMar Borrowers.	Fates, Edward G.	0.4	167.40	1,590.30
05/20/13	5885735	Review and evaluate LinMar loans, documents and possible collection issues; research and analysis of the possible fraudulent conveyance claim; advice to counsel regarding same.	Zaro, David R.	0.7	409.50	1,999.80
05/20/13	5883034	Work on motion regarding authority to pursue collection claims against LinMar (.4); discuss same with	Fates, Edward G.	0.5	209.25	2,209.05

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver (.1).				
05/21/13	5885852	Review and revise LinMar motion to file action to recover on notes and loans to LinMar entities/Schooler (.4); advice to counsel as to legal issues related to collection and loans (.2).	Zaro, David R.	0.6	351.00	2,560.05
05/21/13	5884814	Work on Motion for Authority to Pursue Claims Against LinMar Borrowers.	Fates, Edward G.	0.3	125.55	2,685.60
05/22/13	5886073	Draft Receiver's declaration and proposed order regarding Motion for Authority to Pursue Claims Against LinMar Borrowers.	Fates, Edward G.	0.8	334.80	3,020.40
05/23/13	5887007	Discuss motion regarding LinMar loans with Receiver and SEC's counsel (.4); finalize same (.4); communications with counsel for secured creditor on LinMar Tacoma regarding status of Washington case (.2).	Fates, Edward G.	1.0	418.50	3,438.90
05/30/13	5893623	Review order setting briefing schedule on Motion for Authority to Pursue Claims Against LinMar Borrowers and Schooler's motion to modify preliminary injunction.	Fates, Edward G.	0.1	41.85	3,480.75
06/20/13	5916240	Review Schooler's opposition to motion to pursue LinMar claims, supporting declarations and exhibits; analyze arguments regarding promissory notes; discuss same with Receiver.	Fates, Edward G.	1.2	502.20	3,982.95
06/21/13	5917294	Analyze issues raised in Schooler's opposition to LinMar motion; begin work on reply; discuss same and	Fates, Edward G.	1.4	585.90	4,568.85

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		recovery strategy with Receiver.				

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	1.3	585.00	760.50
001665	Edward G. Fates	9.1	418.50	3,808.35
		<u>10.4</u>		<u>4,568.85</u>
Total Fees				4,568.85
Total Disbursements				0.00

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00008

Matter Name: Pending Litigation

Date of Last Billing: 05-31-2013

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00008 (Pending Litigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/01/13	5834935	Communications with parties to pending FINRA arbitrations regarding entry of Preliminary Injunction Order.	Fates, Edward G.	0.4	167.40	167.40
04/09/13	5841564	Draft status report requested by Ninth Circuit in pending Endurance appeal.	Fates, Edward G.	1.1	460.35	627.75
04/09/13	5841809	Review Nevada Supreme Court court order, status report filed by Sierra Pacific, and discuss strategy regarding response with local counsel in Nevada.	Fates, Edward G.	0.3	125.55	753.30
05/10/13	5875009	Review orders entered by court in Endurance litigation.	Fates, Edward G.	0.1	41.85	795.15
05/13/13	5876370	Review order denying motion to amend answer in Endurance action as moot due to stay in SEC action.	Fates, Edward G.	0.1	41.85	837.00
05/14/13	5876972	Review order dismissing appeal in Sierra Pacific matter in Nevada.	Fates, Edward G.	0.1	41.85	878.85
05/20/13	5883388	Call from Sierra Pacific's counsel regarding status of consideration of settlement proposal.	Fates, Edward G.	0.2	83.70	962.55
06/19/13	5915031	Review letter asserting attorney lien from counsel for WFP Securities and	Fates, Edward G.	0.4	167.40	1,129.95

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		other defendants in Endurance action; discuss same with Receiver.				
06/21/13	5916851	Review order from Ninth Circuit in Endurance appeal; advise Receiver regarding same.	Fates, Edward G.	0.2	83.70	1,213.65

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	2.9	418.50	1,213.65
		<hr/> 2.9		<hr/> 1,213.65
Total Fees				1,213.65
Total Disbursements				0.00

08/16/13 11:18:38 PROFORMA STATEMENT FOR MATTER 372640-00009 (Employment/Fees) 372640-00009

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing:

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/05/13	5838704	Communications with local counsel in Nevada regarding fee application; review and revise application; prepare proposed order and notice to investors.	Fates, Edward G.	1.4	585.90	585.90
04/08/13	5840258	Assist in preparing fee application for local counsel in Nevada; discuss same with Receiver; send same to SEC's counsel.	Fates, Edward G.	0.8	334.80	920.70
04/11/13	5844859	Communications with local counsel in Nevada regarding bills for fee application; communications with SEC's counsel regarding position on fee application.	Fates, Edward G.	0.4	167.40	1,088.10
04/26/13	5859162	Review Schooler's opposition to fee applications; discuss same with Receiver; work on reply brief.	Fates, Edward G.	1.7	711.45	1,799.55
04/30/13	5866712	Work on reply to Schooler's objection to Second Interim Fee Applications (2.7).	Fates, Edward G.	2.7	1,129.95	2,929.50
05/02/13	5931668	Discuss edits to reply to Defendants' objection to fee applications with Receiver and finalize reply.	Fates, Edward G.	1.0	418.50	3,348.00

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/07/13	5870523	Communications with Receiver and T. Kelton regarding Duffy fee application.	Fates, Edward G.	0.6	251.10	3,599.10
05/09/13	5873701	Review order taking hearing off calendar; advise Receiver regarding same; discuss issues regarding funds for payment of approved fees and costs with Receiver.	Fates, Edward G.	0.4	167.40	3,766.50
05/10/13	5875005	Review order regarding second interim fee applications; advise Receiver and local counsel in Nevada regarding same.	Fates, Edward G.	0.4	167.40	3,933.90
06/14/13	5910397	Assist in finalizing and filing Duffy accounting firm first interim fee application.	Fates, Edward G.	0.2	83.70	4,017.60
06/18/13	5913004	Finalize letter to investors regarding notice of Duffy fee applications and discuss same with Receiver.	Fates, Edward G.	0.2	83.70	4,101.30

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	9.8	418.50	4,101.30
		<u>9.8</u>		<u>4,101.30</u>
Total Fees				4,101.30
Total Disbursements				0.00