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7 THOMAS C. HEBRANK

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

10
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.
18

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

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

Date: March 6, 2015
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, including the General Partnerships ("GPs") set up by Western (collectively, "Receivership Entities"), hereby submits this ninth interim application for payment of professional fees and reimbursement of costs for the time period July 1, 2014 through September 30, 2014 ("Ninth Application Period"). Allen Matkins incurred \$86,642.55 in fees and \$1,141.22 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$69,314.04 and 100% of costs incurred. As it has throughout the case, Allen Matkins has discounted its customary hourly rates by 10%.

I. FEE APPLICATION

During the Ninth Application Period, Allen Matkins provided a total of 194.90 hours of service for a total of \$86,642.55 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$69,314.04. 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	91.50	\$42,576.30
Asset Investigation	3.80	1,638.90
Reporting	6.60	3,059.10
Operations and Asset Sales	27.50	11,725.65
Claims and Distributions	7.80	3,615.30
Third Party Recoveries	49.30	20,133.90
Employment/Fees	8.4	3,893.40
Total Fees	194.90	\$86,642.55

II. TASKS PERFORMED DURING NINTH APPLICATION PERIOD

During the Ninth 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 did not overlap with or duplicate the Receiver's work. The following is a discussion of Allen Matkins' work, broken down by the categories listed above.

A. General Receivership

This category includes Allen Matkins' time reviewing relevant orders, pleadings, and documents and advising the Receiver on legal issues, Court orders affecting the receivership, and the Receiver's duties under the Court's orders. The scope of the receivership has been challenged repeatedly by Defendant Louis Schooler, resulting in substantial time spent addressing those challenges and providing reports requested by the Court.

During the Ninth Application Period, the largest portion of the work in this category was on reviewing and responding to the numerous briefs filed by the GPs and/or certain individuals purporting to act on behalf of the GPs in response to the Court's July 22, 2014 order. Dkt. No. 629. Approximately 90 briefs were filed by the GPs and a number of individual letters and statements were filed by investors whose statements had not been included in their GP's brief. In addition to the briefs and letters, there were a large number of investor emails, many of which were sent by Robert Gilman and other members of the purported committee. Substantial time was spent preparing the Receiver's response to the GP briefs, including analyzing and responding to the false statements by the purported committee and resulting confusion and misunderstandings of many investors. Dkt. No. 783. Allen Matkins also reviewed and advised the Receiver regarding the responses to the GPs briefs filed by the Commission and Defendants. Dkt. Nos. 782, 784.

The GP briefs and related filings were in response to the Court's July 22, 2014 Order, which was issued after the hearing held on July 18, 2014. Allen Matkins

1 prepared for and attended the July 18, 2014 hearing, which covered the Court's *sua*
2 *sponte* reconsideration of its August 16, 2013 Order.

3 The second largest portion of work in this category was in responding to
4 Defendants' Motion for Modification of Preliminary Injunction (Injunction Against
5 Receiver's Interference with Balloting by General Partners and Misleading
6 Website). Dkt. No. 661. Allen Matkins assisted the Receiver in preparing his
7 opposition to the motion, including explaining the investor confusion regarding the
8 ballots circulated by the purported committee that resulted in the relevant website
9 posting. Dkt. No. 768. The motion was denied on October 27, 2014. Dkt. No. 823.

10 In addition, Allen Matkins reviewed and advised the Receiver regarding
11 (a) various motions, orders, and status reports filed in the pending appeals initiated
12 by Defendants, (b) Defendants' Motion for Certification for Appeal by Permission
13 (Dkt. No. 643), (c) Defendants' Motion to Modify Scheduling Order (Dkt. No. 639),
14 (d) Investor Gregory Post's Motion to Intervene (Dkt. No. 618), and (e) various
15 subpoenas and discovery requests issued by Defendants and the Commission to
16 third parties. Finally, Allen Matkins reviewed and advised the Receiver regarding
17 Defendants' subpoena issued to the Receiver to appear for deposition and produce
18 documents. Allen Matkins communicated with counsel for Defendants regarding
19 the scope of the document requests and the date of the deposition. The reasonable
20 and necessary fees for this work total \$42,576.30.

21 **B. Asset Investigation**

22 This category includes time assisting the Receiver in investigating the
23 payments made by Western for improvements to the Carroll Canyon property,
24 which is owned by Schooler's entity LVS III, LLC. The reasonable and necessary
25 fees for this work total \$1,638.90.

26 **C. Reporting**

27 This category includes Allen Matkins' time assisting the Receiver in drafting
28 his Ninth Interim Report, which was filed on September 15, 2014. Dkt. No. 759. In

1 addition to providing a summary of activities and quarterly accounting information,
2 the Ninth Interim Report discussed (a) the formation of the purported committee and
3 e-mail campaign designed to influence investor votes, and (b) the results of votes
4 taken regarding the extension of terms for GPs whose terms had expired. The
5 reasonable and necessary fees for this work total \$3,059.10.

6 **D. Operations and Asset Sales**

7 The majority of time in this category focused on the Receiver's repeated
8 attempts to gain access to the Western server located at the office space shared by
9 Schooler and the Partnership Administrators. Allen Matkins assisted the Receiver in
10 numerous communications with Defendants' counsel attempting to obtain Schooler's
11 compliance with the Court's Preliminary Injunction Order. This work carried over
12 into the next application period, but the Court ultimately held Defendants in
13 contempt for their failure to grant the Receiver access to the server.

14 Additionally, Allen Matkins advised the Receiver on legal issues relating to
15 (a) letters and operational bills issued to investors, (b) a cattle guard easement
16 demanded by the City of Fernley, Nevada, (c) problems concerning the Partnership
17 Administrators' performance of their duties, (d) leases with the two tenants located
18 on the Stead property, including the refusal of one tenant to pay rent or vacate the
19 premises, requiring action in Nevada to evict him, (e) preparing amendments to the
20 GP Agreements for GPs that voted to extend their terms, and (f) the offer to
21 purchase the property owned by Silver State Partners. The reasonable and necessary
22 fees for Allen Matkins' work in this category total \$11,725.65.

23 **E. Claims and Distributions**

24 This category includes time assisting the Receiver in communications with
25 investors, creditors, and their counsel, both directly and via the receivership website,
26 regarding the receivership, claims, distributions, and related issues. In addition,
27 Allen Matkins assisted the Receiver in responding to a notice of levy issued by the
28

1 Internal Revenue Service relating to an investor account. The reasonable and
2 necessary fees for this work total \$3,615.30.

3 **F. Third Party Recoveries**

4 Allen Matkins' work in this category focused on the three pending collection
5 actions against the LinMar Borrowers, which were commenced on September 13,
6 2013, pursuant to the Court's August 16, 2013 Order. During the Ninth Application
7 Period, Allen Matkins assisted the Receiver in reviewing the orders granting partial
8 summary judgment on the Receiver's breach of contract cause of action in each case.
9 In light of the summary judgment orders, Allen Matkins assisted the Receiver in
10 preparing motions to recover attorney fees and costs incurred by the receivership
11 estate in pursuing each action. Allen Matkins also prepared reply briefs to the
12 LinMar Borrower's opposition in all three cases. The Court ultimately awarded a
13 total of \$105,701.16 in fees and costs. Allen Matkins also assisted in preparing joint
14 motions to modify the scheduling order in each case, which were all granted.

15 The reasonable and necessary fees for work in this category total \$20,133.90.
16 Allen Matkins used junior attorneys, paralegals, and staff as much as possible and
17 achieved a blended hourly rate of \$408.39.

18 **G. Employment/Fees**

19 Although fee applications are a necessary component of federal equity
20 receiverships, neither the Receiver nor his professionals bill time for preparing their
21 own detailed applications. Allen Matkins assisted the Receiver in responding to
22 Defendants' objections to the sixth and seventh fee applications. Both applications
23 were granted by the Court. Dkt. Nos. 637, 640. Allen Matkins also assisted in
24 preparing the Third Interim Fee Application of Duffy Kruspodin & Company LLP,
25 Tax Accountants. Dkt. No. 820. The reasonable and necessary fees for this work
26 total \$3,893.40.

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1 **H. Summary of Costs Requested**

2 Allen Matkins requests the Court approve reimbursement of \$1,141.22 in out-
3 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
4 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins
5 has reduced its request for reimbursement of copy costs to five cents per page and
6 written off any excess copy charges incurred.

7 **III. ALLEN MATKINS' FEES ARE REASONABLE**
8 **AND SHOULD BE APPROVED**

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

17 **A. Complexity of Tasks**

18 Here, the tasks performed by Allen Matkins are significantly complex and the
19 number of hours billed to complete them are reasonable. These tasks include
20 (a) analyzing corporate documents, loan agreements, and other contracts, (b)
21 advising the Receiver regarding federal equity receivership, debtor/creditor, real
22 property, contract, employment, insurance, tax, civil procedure, appellate procedure,
23 and other applicable areas of law, and (c) assisting the Receiver in selling assets,
24 collecting loans, protecting the Receivership Entities' interests in pending litigation,
25 and providing detailed reports to the Court and interested parties on his activities. In
26 addition, Allen Matkins wrote off and did not charge for 8.2 hours of time during
27 the Ninth Application Period.

28

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

2 The Court has previously determined the discounted hourly rates of the
3 Receiver and Allen Matkins represent the fair value of their time, labor, and skill.

4 **C. Quality of Work Performed**

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

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

16 The Receiver proposes the approved fees and costs be paid from Western's
17 assets above and beyond cash necessary to make payments on loans secured by GP
18 properties. As directed by the Court, the Receiver continues efforts to collect loans
19 the GPs owe Western through billings sent to investors. The Receiver also
20 continues efforts to collect the LinMar loans through the pending cases against the
21 LinMar Borrowers. Western's land parcels have been listed for sale and at some
22 point its equity interests in the GPs may be liquidated. Approved fees and costs will
23 likely have to be paid in increments over time as funds are collected. The fees and
24 costs should nevertheless be approved.

25 First and foremost, the Receiver will ensure that mortgage payments are being
26 timely made. The Court's December 10, 2013 Order granting the Receiver's
27 Ex Parte Application (Dkt. No. 524) addressed the immediate crisis regarding
28

1 mortgage payments. As a result, the Receiver does not anticipate problems timely
2 making mortgage payments.

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

4 Prior to filing, the Receiver and Allen Matkins provided these fee applications
5 to counsel for the Commission in substantially final form. Counsel for the
6 Commission has advised the Commission has no opposition to the fees and costs
7 requested.

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

11 **IV. CONCLUSION**

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

- 14 1. Approving payment of fees to Allen Matkins on an interim basis of
15 \$69,314.04;
- 16 2. Approving reimbursement of expenses to Allen Matkins on an interim
17 basis of \$1,141.22;
- 18 3. Authorizing and directing the Receiver to pay these amounts to Allen
19 Matkins from assets of the Receivership Entities; and
- 20 4. Granting such further and other relief as the Court deems just and
21 proper.

22
23 Dated: January 27, 2015

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

24
25 By: /s/ Ted Fates

26 TED FATES
27 Attorneys for Receiver
28 THOMAS C. HEBRANK

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	11
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EXHIBIT A

EXHIBIT A

12/16/14 15:36:35 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: 09-25-2014

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
07/08/14	6264102	Review subpoena issued by SEC to E. Hougen (.2); meet with Receiver to discuss issues for July 18 hearing, communications with SEC's counsel to arrange call regarding same, and discuss issues with G. Rodriguez (.9).	Fates, Edward G.	1.1	509.85	509.85
07/10/14	6266115	Review subpoena issued by SEC to McKenna Long firm.	Fates, Edward G.	0.1	46.35	556.20
07/11/14	6267558	Confer with Receiver and SEC's counsel on issues relating to July 18 hearing.	Fates, Edward G.	1.7	787.95	1,344.15
07/14/14	6268815	Discuss issues for July 18 hearing with G. Rodriguez.	Fates, Edward G.	0.3	139.05	1,483.20
07/15/14	6269134	Review motion to modify preliminary injunction and motion to intervene filed by investor Post; discuss same with Receiver.	Fates, Edward G.	0.5	231.75	1,714.95
07/16/14	6271906	Call with counsel related to hearing on the general partners, pending motion, next steps in case (.4).	Zaro, David R.	0.4	259.20	1,974.15
07/16/14	6270470	Review order rejecting investor motion to intervene and remove GPs from receivership; discuss same with	Fates, Edward G.	0.2	92.70	2,066.85

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver.				
07/17/14	6271921	Analyze issues for July 18 hearing regarding reconsideration of August 16, 2013 order, discuss same with Receiver and SEC's counsel.	Fates, Edward G.	3.4	1,575.90	3,642.75
07/18/14	6272793	Analyze issues for hearing on sua sponte reconsideration of GPs in receivership and discuss same with Receiver and SEC's counsel (2.4); review letters filed with Court by investors (.8); review and analyze Court's tentative ruling and discuss same with Receiver and SEC's counsel (.9); attend hearing on sua sponte reconsideration (1.9).	Fates, Edward G.	6.0	2,781.00	6,423.75
07/28/14	6278828	Review order on sua sponte reconsideration and discuss same and October 10 hearing issues with G. Rodriguez (.7); review SEC's letter to Ninth Circuit regarding order on sua sponte reconsideration (.1); review email correspondence from investors regarding October 10 hearing and discuss same with Receiver (.3).	Fates, Edward G.	1.1	509.85	6,933.60
07/29/14	6280335	Review expert report provided by SEC's counsel (.2); review correspondence from Schooler's counsel regarding objections to SEC's subpoenas (.1).	Fates, Edward G.	0.3	139.05	7,072.65
07/30/14	6281852	Review correspondence from SEC's counsel regarding Schooler's objections to SEC's subpoenas (.1); review order denying Schooler's motion for reconsideration and	Fates, Edward G.	0.5	231.75	7,304.40

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		discuss same with Receiver (.4).				
07/31/14	6282990	Review additional investor letters filed with court regarding July 18 hearing (.5); discuss issues regarding emailing of sua sponte order with G. Rodriguez (.2).	Fates, Edward G.	0.7	324.45	7,628.85
08/04/14	6287340	Review investor letters and emails relating to October 10 hearing, formation of a committee, votes on disposition for each GP, etc.; discuss same with Receiver.	Fates, Edward G.	0.6	278.10	7,906.95
08/07/14	6290633	Review investor email correspondence and letters relating to October 10 hearing and analyze and discuss issues with Receiver (.3); review Defendants' motion to modify scheduling order and supporting declaration (.3).	Fates, Edward G.	0.6	278.10	8,185.05
08/08/14	6292096	Review order rejecting Defendants' motion to modify scheduling order (.1); discuss response to G. Post's motion to intervene with SEC's counsel and review SEC's response (.3).	Fates, Edward G.	0.4	185.40	8,370.45
08/13/14	6295209	Review investor and partnership administrator emails about October 10 hearing, ballots, legal expenses, and related issues and discuss same and partnership administrator issues with Receiver and G. Rodriguez (1.1); review Defendants' motion for certification for appeal by permission and notices of appeal of orders denying motion to remove Western from receivership and order on sua	Fates, Edward G.	1.9	880.65	9,251.10

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		sponte reconsideration and discuss same with Receiver (.8).				
08/14/14	6296297	Review investor correspondence regarding October 10 hearing, GP ballots, and related issues and discuss same with Receiver (.3); review notices, filings and forms regarding new Schooler appeals (.3); prepare answers to FAQ for receivership website and discuss same with Receiver (1.3).	Fates, Edward G.	1.9	880.65	10,131.75
08/15/14	6297844	Review Ninth Circuit order regarding briefing schedule for Schooler's appeal and analyze issues regarding same (.4); review investor emails regarding October 10 hearing, ballots, and related issues (.1).	Fates, Edward G.	0.5	231.75	10,363.50
08/18/14	6298591	Review investor emails regarding October 10 hearing, voting, briefs, etc., and discuss same with Receiver (.4); attention to procedural requirements for Schooler's preliminary injunction appeal (.3).	Fates, Edward G.	0.7	324.45	10,687.95
08/19/14	6300090	Review OSC from Ninth Circuit regarding potential dismissal of Schooler's appeal of sua sponte reconsideration order (.1); review Schooler's mediation statement for appeal of order denying motion to remove Western from receivership (.1); review investor letters filed with court regarding October 10 hearing and related issues (.2).	Fates, Edward G.	0.4	185.40	10,873.35
08/20/14	6301484	Review order regarding Schooler's appeal not selected for mediation.	Fates, Edward G.	0.1	46.35	10,919.70

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
08/25/14	6304764	Review SEC's motion to consolidate and hold recent Schooler appeals in abeyance (.3); review investor emails regarding October 10 hearing and discuss same with Receiver (.3); review G. Post reply brief regarding motion to intervene (.3).	Fates, Edward G.	0.9	417.15	11,336.85
08/26/14	6305785	Review order from Ninth Circuit regarding Schooler's appeal not selected for mediation (.1); review emails relating to investor requests for votes for October 10 hearing (.2).	Fates, Edward G.	0.3	139.05	11,475.90
08/27/14	6306326	Review investor communication regarding October 10 hearing and brief regarding same and discuss with Receiver (.3); analyze issues for October 10 hearing and discuss same with G. Rodriguez (.4).	Fates, Edward G.	0.7	324.45	11,800.35
08/29/14	6309159	Review D. Gilman correspondence to investors regarding October 10 hearing, ballots, partnership administrators, and related topics; discuss issues with Receiver.	Fates, Edward G.	0.4	185.40	11,985.75
09/02/14	6312376	Review Schooler's responses to SEC's motions to consolidate appeals (.2); review investor communications regarding October 10 hearing (.2); review Schooler's motion regarding balloting and receivership website, analyze issues regarding same, and discuss with Receiver (1.1).	Fates, Edward G.	1.5	695.25	12,681.00
09/03/14	6312652	Review lengthy investor communications and attachments regarding October 10 hearing, balloting, briefs, etc., analyze issues,	Fates, Edward G.	3.5	1,622.25	14,303.25

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and review relevant orders regarding same (.9); meeting with Receiver and G. Rodriguez to discuss issues for October 10 hearing, anticipated GP briefs and responsive brief, potential recommendations to court, and related issues (2.2); review order setting briefing schedule on Defendants' motion for preliminary injunction regarding balloting and discuss same with Receiver (.2); review SEC's reply regarding motion to consolidate and hold in abeyance latest appeals (.2).				
09/04/14	6314118	Analyze issues, review relevant emails, and work on response to Defendants motion for preliminary injunction regarding balloting and receivership website (5.6); review correspondence from investors regarding October 10 hearing (.2).	Fates, Edward G.	5.8	2,688.30	16,991.55
09/05/14	6315409	Review investor correspondence relating to October 10 hearing, ballots, briefs, and related issues (.2); work on response to Schooler's motion regarding balloting and receivership website and discuss same with Receiver (1.4); review GP briefs filed by Rawhide, Big Ranch, Hidden Hills, and Road Runner Partners and discuss same with Receiver (.9); respond to investor inquiry regarding October 10 hearing (.3).	Fates, Edward G.	2.8	1,297.80	18,289.35
09/08/14	6315992	Review Schooler's rebuttal testimony regarding value of properties	Fates, Edward G.	0.5	231.75	18,521.10

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		appraised by SEC's expert and discuss same with Receiver (.3); review Schooler's memorandum to show cause in response to OSC regarding dismissal of appeal (.2).				
09/09/14	6318562	Assist in responding to investor inquiry regarding October 10 hearing issues, analyze issues for hearing, and discuss with G. Rodriguez (.4); review inquiry from reporter regarding LVS entity and discuss same with Receiver (.2).	Fates, Edward G.	0.6	278.10	18,799.20
09/10/14	6320439	Review GP filings regarding October 10 hearing.	Fates, Edward G.	0.2	92.70	18,891.90
09/11/14	6320492	Review order setting briefing schedule for Defendants' motion for certification for appeal by permission (.1); review investor correspondence regarding October 10 issues and discuss response regarding same and related issues with Receiver (.6); review Defendants' opening brief in appeal of order denying motion to remove Western from receivership (.7); review SEC's request for ruling on pending motion to consolidate appeals (.1); review briefs filed by GPs regarding October 10 hearing (.4); review SEC's motion for partial summary judgment (.6); review order setting briefing schedule for motion for partial summary judgment (.1); review SEC's response to Schooler's brief in response to OSC regarding dismissal of appeal (.2).	Fates, Edward G.	2.8	1,297.80	20,189.70

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
09/12/14	6322037	Review briefs filed by GPs regarding October 10 hearing (2.8); work on opposition to Defendants' motion for injunction regarding receivership website and GP balloting and exhibits regarding same (3.1); review Ninth Circuit order regarding filing of Schooler's brief in appeal of order denying motion to remove Western from receivership (.1).	Fates, Edward G.	6.0	2,781.00	22,970.70
09/15/14	6326508	Call with counsel, confer as to strategy to address ongoing litigation, interference with the receivership (.2).	Zaro, David R.	0.2	129.60	23,100.30
09/15/14	6323212	Work on opposition to Defendants' motion for injunction regarding receivership website and GP balloting and exhibits, discuss same with G. Rodriguez, and confer with SEC's counsel regarding same (2.1); review notices terminating E. Hougen as counsel for appeals (.1); discuss GP briefs and issues relating to October 10 hearing with G. Rodriguez (.4); review joint motion by SEC/Schooler regarding extension of discovery cutoff and related dates (.2); review briefs filed by GPs regarding October 10 hearing (1.8); review investor opposition to GP brief (.2).	Fates, Edward G.	4.8	2,224.80	25,325.10
09/16/14	6324690	Review and analyze briefs filed by GPs regarding October 10 hearing (1.2); work on opposition to Schooler's motion regarding GP balloting and receivership website and discuss same with Receiver (1.8); discuss posting of GP briefs to	Fates, Edward G.	6.2	2,873.70	28,198.80

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		receivership website with Receiver and attention to issues regarding same (.4); advise on responses to investor inquiries regarding October 10 hearing issues (.2); work on response to briefs filed by GPs regarding October 10 hearing (2.6).				
09/17/14	6325848	Review SEC's sur-reply to G. Post's motion to intervene and discuss same with Receiver (.3); review order on joint motion to continue discovery/motion dates (.1); work on response to GP briefs regarding October 10 hearing (3.8); communications with Schooler's counsel regarding deposition of Receiver (.1); review points of disagreement letter filed by investor (.3).	Fates, Edward G.	4.6	2,132.10	30,330.90
09/18/14	6326985	Communications with Schooler's counsel regarding deposition and document subpoena to be issued by Schooler to Receiver, analyze issues and review SEC's motion for partial summary judgment regarding disgorgement and supporting papers, and discuss same with Receiver (1.3); work on opposition to Defendants' motion regarding balloting and website and exhibits regarding same, discuss same with Receiver, and finalize same (1.9); review deposition notice issued by Schooler to R. O'Connor (.1).	Fates, Edward G.	3.3	1,529.55	31,860.45
09/19/14	6327920	Review GP briefs and work on response to same regarding October	Fates, Edward G.	4.0	1,854.00	33,714.45

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		10 hearing (3.6); review deposition notice issued to R. De Bock by Defendants (.1); review SEC's joinder to opposition to Schooler's motion regarding balloting and receivership website (.1); communications with Schooler's counsel and Receiver regarding deposition date (.2).				
09/22/14	6329040	Discuss updates to receivership website re October 10 hearing issues with Receiver (.1); review GP briefs and work on response to same and discuss same with Receiver (1.4); communications with Receiver and Schooler's counsel regarding date for Receiver's deposition (.2).	Fates, Edward G.	1.7	787.95	34,502.40
09/23/14	6330382	Communications with Schooler's counsel regarding Receiver deposition issues (.2); review and analyze GP briefs and work on response to same and discuss issues regarding same with Receiver and G. Rodriguez (5.6); review SEC/Schooler's joint motion to extend briefing and hearing date for motion for partial summary judgment (.1); confer with SEC's counsel regarding deposition issues and GP brief issues (.3); review SEC's unopposed motion to extend deadline for answering brief in appeal (.2); review deposition and document subpoena issued to Receiver by Schooler and discuss same with Receiver (.4).	Fates, Edward G.	6.8	3,151.80	37,654.20
09/24/14	6331729	Work on brief in response to GP briefs regarding October 10 hearing	Fates, Edward G.	2.9	1,344.15	38,998.35

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and exhibits regarding same and discuss same with Receiver and G. Rodriguez (2.8); review order granting joint motion to extend hearing/briefing dates for SEC's partial summary judgment motion (.1).				
09/25/14	6332618	Review amended depositions notices for partnership administrators issued by SEC's counsel (.1); confer with SEC's counsel regarding GP briefs and issues for October 10 hearing (.6); work on response to GP briefs (2.1).	Fates, Edward G.	2.8	1,297.80	40,296.15
09/26/14	6335896	Address the briefing re general partner issues, response of Receiver (.3).	Zaro, David R.	0.3	194.40	40,490.55
09/26/14	6333599	Analyze issues regarding GP briefs, finalize response to same, and discuss same with G. Rodriguez (2.4); review Schooler's reply regarding motion for preliminary injunction regarding GP balloting and receivership website (.3); review Schooler's brief in response to GP briefs (.1); review SEC's response to GP briefs, supporting declaration and exhibits, and discuss same with Receiver (.7).	Fates, Edward G.	3.5	1,622.25	42,112.80
09/29/14	6335496	Discuss issues for October 10 hearing and posting of documents to website regarding same with G. Rodriguez (.4); communications with Schooler's counsel regarding scope of subpoena document requests (.3); discuss issues regarding appeal of order denying Schooler's motion to	Fates, Edward G.	0.9	417.15	42,529.95

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		remove Western from receivership with SEC's counsel (.2).				
09/30/14	6337475	Discuss scope of subpoena issued by Defendants to Receiver with Defendants' counsel.	Fates, Edward G.	0.1	46.35	42,576.30

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
07/03/14	2060918	Document Search - - Pacer Service 04/01/2014-06/30/2014^AM0021-Q2201	1.00	25.00
07/03/14	2060919	Document Search - - Pacer Service 04/01/2014-06/30/2014^AM0021-Q2201	1.00	11.80
07/11/14	2069735	Audio Conferencing - Aspen - Fates Edward (Ted) ^ 10588 - Call to: 323965399 8 6192331155 6195677223	1.00	23.24
07/17/14	2062322	Duplication	259.00	12.95
07/28/14	2062528	Text Editing	1.50	45.00
08/04/14	2070125	Lexis Lexis - Research	1.00	68.40
08/05/14	2070126	Lexis Lexis - Research	1.00	22.80
08/06/14	2070127	Lexis Lexis - Research	1.00	138.70
08/13/14	2066720	Duplication	149.00	7.45
08/13/14	2071073	Nationwide - - Service of Process USDC - SD ^ 421399	1.00	10.00
08/20/14	2070128	Lexis Lexis - Research	1.00	136.40
09/05/14	2078176	Lexis Lexis - Research	1.00	59.10
09/15/14	2074055	Duplication	23.00	1.15
09/16/14	2074054	Duplication	1,043.00	52.15

12/16/14 15:36:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
09/16/14	2085421	Nationwide - - Service of Process USDC/SAN DIEGO BUSINESS OFFICE ^ 421851	1.00	10.00
09/18/14	2074182	Text Editing	11.20	336.00
09/18/14	2076744	Duplication	2,132.00	106.60
09/19/14	2076745	Duplication	5.00	0.25
09/19/14	2076746	Reprographics - Color	177.00	44.25
09/26/14	2080250	Federal Express - - Messenger - Invoice No: 280136890 Ship To: Hon Gonzalo P Curiel	1.00	13.69
09/26/14	2080251	Federal Express - - Messenger - Invoice No: 280136890 Ship To: Gregory M Post	1.00	16.29

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.9	648.00	583.20
001665	Edward G. Fates	90.6	463.50	41,993.10
		<u>91.5</u>		<u>42,576.30</u>
Total Fees				42,576.30
Total Disbursements				1,141.22

12/16/14 15:32:09 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: 03-31-2014

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
09/04/14	6314636	Work on subpoena to LVS III regarding lease documentation and improvements to property funded by Western; discuss same with G. Rodriguez.	Fates, Edward G.	0.3	139.05	139.05
09/04/14	6314583	Draft subpoena to LVS III, LLC (.6); research LVS III location and agent of process for service of subpoena (1.0).	Swonetz, Josi	1.6	619.20	758.25
09/08/14	6317727	Discuss Western improvements to Carroll Canyon property with Receiver; prepare communication to Schooler's counsel regarding same.	Fates, Edward G.	0.4	185.40	943.65
09/12/14	6322325	Follow up communications with Schooler's counsel regarding lease documents from LVS III and improvements to Carroll Canyon property.	Fates, Edward G.	0.1	46.35	990.00
09/18/14	6327611	Communications with Schooler's counsel regarding leasehold improvements funded by Western and lease documents; review documents and discuss same with Receiver.	Fates, Edward G.	0.9	417.15	1,407.15
09/23/14	6331189	Further communications with	Fates, Edward G.	0.2	92.70	1,499.85

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00003 (Asset Investigation) 372640-00003

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Schooler's counsel regarding production of documents relating to improvements to Carroll Canyon property.				
09/29/14	6335720	Analyze issues regarding improvements to Carroll Canyon property funded by Western; discuss same with Receiver.	Fates, Edward G.	0.2	92.70	1,592.55
09/30/14	6337477	Discuss subpoena for records relating to improvements to Carroll Canyon property with Schooler's counsel.	Fates, Edward G.	0.1	46.35	1,638.90

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	2.2	463.50	1,019.70
002051	Josi Swonetz	1.6	387.00	619.20
		<u>3.8</u>		<u>1,638.90</u>
Total Fees				1,638.90
Total Disbursements				0.00

12/16/14 15:32:09 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: 12-15-2014

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
08/13/14	6295211	Work on Ninth Interim Report.	Fates, Edward G.	0.9	417.15	417.15
08/14/14	6296400	Work on Ninth Interim Report.	Fates, Edward G.	0.8	370.80	787.95
08/18/14	6298783	Discuss facts and exhibits for Ninth Interim Report with G. Rodriguez.	Fates, Edward G.	0.4	185.40	973.35
08/21/14	6302816	Discuss issues for Ninth Interim Report with G. Rodriguez.	Fates, Edward G.	0.2	92.70	1,066.05
08/25/14	6304342	Work on Ninth Interim Report.	Fates, Edward G.	0.6	278.10	1,344.15
08/26/14	6305921	Discuss final updates to Ninth Interim Report with G. Rodriguez.	Fates, Edward G.	0.2	92.70	1,436.85
08/29/14	6308654	Discuss Ninth Interim Report with Receiver; revisions to same.	Fates, Edward G.	0.5	231.75	1,668.60
09/03/14	6313389	Work on Ninth Interim Report and exhibits thereto.	Fates, Edward G.	0.6	278.10	1,946.70
09/04/14	6314632	Work on Ninth Interim Report; discuss same with Receiver.	Fates, Edward G.	0.7	324.45	2,271.15
09/08/14	6316474	Discuss Ninth Interim Report with Receiver; revisions to same; add data regarding votes and exhibits.	Fates, Edward G.	0.7	324.45	2,595.60
09/09/14	6320435	Work on Ninth Interim Report.	Fates, Edward G.	0.2	92.70	2,688.30
09/11/14	6321509	Confer with SEC's counsel regarding	Fates, Edward G.	0.1	46.35	2,734.65

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Ninth Interim Report.				
09/15/14	6323970	Work on Ninth Interim Report and exhibits regarding same.	Fates, Edward G.	0.7	324.45	3,059.10

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	6.6	463.50	3,059.10
		<u>6.6</u>		<u>3,059.10</u>
Total Fees				3,059.10
Total Disbursements				0.00

12/16/14 15:32:09 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: 12-15-2014

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
07/01/14	6259965	Review letter filed by investor J. Miller; discuss listing and sale issues raised with Receiver.	Fates, Edward G.	0.6	278.10	278.10
07/02/14	6260685	Review and revise communication to investor regarding efforts to have partnership vote on listing agreement and related issues; discuss same with Receiver.	Fates, Edward G.	0.7	324.45	602.55
07/09/14	6264821	Attention to status of P51 tenant issues (.1); attention to Twin Plant and Tecate South voting and balloting issues (.2).	Fates, Edward G.	0.3	139.05	741.60
07/15/14	6269287	Discuss results from New Mexico property tax appeals with G. Rodriguez.	Fates, Edward G.	0.2	92.70	834.30
07/16/14	6270588	Review and revise letters to Nevada View Partners and Wild Horse Partners; discuss same with G. Rodriguez.	Fates, Edward G.	0.7	324.45	1,158.75
07/26/14	6278841	Analyze mortgage payment issues.	Fates, Edward G.	0.2	92.70	1,251.45
07/31/14	6283266	Analyze issues regarding proposed cattle guard easement and discuss same with G. Rodriguez.	Fates, Edward G.	0.5	231.75	1,483.20

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
07/31/14	6283252	Review cattle guard easement and identify issues.	Lorenzen, Jonathan	0.2	67.50	1,550.70
08/01/14	6287089	Review form of cattle guard easement proposed by the City of Fernley, Nevada.	Lorenzen, Jonathan	0.3	101.25	1,651.95
08/04/14	6287196	Analyze issues regarding proposed cattle guard easement; discuss same with Receiver.	Fates, Edward G.	0.6	278.10	1,930.05
08/04/14	6287427	Review cattle guard easement; prepare re-draft with provisions favorable for the interests of the underlying property owners.	Lorenzen, Jonathan	2.4	810.00	2,740.05
08/05/14	6287843	Discuss issues regarding proposed cattle guard easement with G. Rodriguez; call with counsel for City of Fernley regarding same.	Fates, Edward G.	1.1	509.85	3,249.90
08/08/14	6408218	Attention to communications from R. Schafer (.1).	Fates, Edward G.	0.1	46.35	3,296.25
08/12/14	6295053	Attention to issues regarding property tax appeals.	Fates, Edward G.	0.1	46.35	3,342.60
08/13/14	6295214	Discuss amendments to GP agreements to extend terms of nine GPs with G. Rodriguez; work on amendments.	Fates, Edward G.	0.8	370.80	3,713.40
08/13/14	6295946	Review partnership agreements and related court documents; prepare form of amendment to extend term of partnership agreements.	Lorenzen, Jonathan	2.3	776.25	4,489.65
08/14/14	6296463	Review and revise letter and spreadsheet to accompany operational bills.	Fates, Edward G.	0.2	92.70	4,582.35

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
08/18/14	6299157	Work on amendments to GP agreements for nine GPs with expired terms.	Fates, Edward G.	1.1	509.85	5,092.20
08/18/14	6299160	Review Court Orders and continue preparation of Amendment to Partnership Agreement.	Lorenzen, Jonathan	1.6	540.00	5,632.20
08/25/14	6304141	Preliminary work on motion to address partnership administrator issues (.4); analyze issues regarding notice from title company and discuss same with G. Rodriguez (.3).	Fates, Edward G.	0.7	324.45	5,956.65
08/26/14	6305754	Prepare letter to lender regarding preliminary injunction order and discuss same with Receiver (.9); discuss Twin Plant/Tecate South vote tallies with G. Rodriguez (.3).	Fates, Edward G.	1.2	556.20	6,512.85
08/28/14	6307667	Discuss partnership administrator issues and potential motion regarding same with G. Rodriguez (.2); communications with Receiver regarding amendments to GP agreements for extended GP (.2).	Fates, Edward G.	0.4	185.40	6,698.25
08/29/14	6308391	Work on amendments extending GP agreements.	Fates, Edward G.	0.1	46.35	6,744.60
09/02/14	6312315	Discuss amendments to GP agreements for expired GPs with Receiver.	Fates, Edward G.	0.2	92.70	6,837.30
09/03/14	6313486	Discuss issues regarding access to Western servers with Receiver and G. Rodriguez; prepare letter to Schooler's counsel regarding same.	Fates, Edward G.	0.9	417.15	7,254.45
09/04/14	6314633	Finalize and send letter regarding access to computer servers to	Fates, Edward G.	0.9	417.15	7,671.60

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Schooler's counsel; calls with E. Hougen and Receiver regarding same; email to E. Hougen regarding scheduling access.				
09/05/14	6315197	Discuss server access issues with G. Rodriguez; review correspondence from Schooler's counsel regarding same.	Fates, Edward G.	0.3	139.05	7,810.65
09/08/14	6316322	Communications with G. Rodriguez regarding server access issues; communications with Schooler's counsel regarding same.	Fates, Edward G.	0.4	185.40	7,996.05
09/08/14	6318342	Review Partnership Agreements in connection with preparation of Amendments.	Lorenzen, Jonathan	1.3	438.75	8,434.80
09/10/14	6320437	Review correspondence from Schooler's counsel regarding Western server access, discuss same with G. Rodriguez, and prepare response (.5); discuss execution of amendments to GP agreements for extended GPs with Receiver (.2).	Fates, Edward G.	0.7	324.45	8,759.25
09/11/14	6320479	Discuss GP operational issues with G. Rodriguez.	Fates, Edward G.	0.3	139.05	8,898.30
09/11/14	6321451	Call with Schooler's counsel regarding Western server access; discuss same with Receiver.	Fates, Edward G.	0.4	185.40	9,083.70
09/15/14	6324143	Communications with Schooler's counsel regarding Western server access issues; discuss same with Receiver.	Fates, Edward G.	0.3	139.05	9,222.75
09/17/14	6326460	Communications with Schooler's counsel regarding server access	Fates, Edward G.	0.1	46.35	9,269.10

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		issues.				
09/22/14	6329054	Communications with Schooler's counsel regarding server access issues.	Fates, Edward G.	0.2	92.70	9,361.80
09/23/14	6331405	Discuss issues and strategy regarding potential proposal regarding sale of properties with Receiver and G. Rodriguez.	Fates, Edward G.	0.8	370.80	9,732.60
09/24/14	6331730	Discuss issues and strategy for potential sale procedures motion with Receiver and G. Rodriguez (.5); analyze and discuss issues regarding lender on Yuma 1 property with G. Rodriguez (.2).	Fates, Edward G.	0.7	324.45	10,057.05
09/29/14	6335498	Discuss 1099 issue and issues regarding partnership administrators with G. Rodriguez (.3); discuss Western server access issues with G. Rodriguez and communications with Schooler's counsel regarding same (.8).	Fates, Edward G.	1.1	509.85	10,566.90
09/30/14	6337474	Communications with Schooler's counsel regarding Western server access issue.	Fates, Edward G.	0.2	92.70	10,659.60
09/30/14	6337501	Review offer for Silver State Partners property and discuss legal issues and actions in response to same with Receiver and G. Rodriguez (1.1); communications with Schooler's counsel regarding Western server access issues and discuss same with G. Rodriguez (1.2).	Fates, Edward G.	2.3	1,066.05	11,725.65

Proforma Summary

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	19.4	463.50	8,991.90
002115	Jonathan Lorenzen	8.1	337.50	2,733.75
		<hr/> 27.5		<hr/> 11,725.65
Total Fees				11,725.65
Total Disbursements				0.00

12/16/14 15:32:09 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: 12-15-2014

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
07/07/14	6263314	Discuss broker and appraiser issues raised by investor Kemper with G. Rodriguez.	Fates, Edward G.	0.2	92.70	92.70
07/08/14	6264098	Review investor letter to court.	Fates, Edward G.	0.2	92.70	185.40
07/08/14	6264166	Review IRS notice regarding levy against investor GP interest; contact IRS regarding same.	Fates, Edward G.	0.4	185.40	370.80
07/09/14	6264788	Communications with IRS regarding notice of levy pertaining to investor.	Fates, Edward G.	0.2	92.70	463.50
07/11/14	6266581	Review investor correspondence regarding July 18 hearing.	Fates, Edward G.	0.2	92.70	556.20
07/14/14	6268412	Review investor letters filed with the court and discuss same with Receiver and G. Rodriguez (2.4); communications with IRS regarding notice of levy on investor GP interest and discuss same with G. Rodriguez (.4).	Fates, Edward G.	2.8	1,297.80	1,854.00
07/15/14	6269502	Review and revise email to Horizon and Rainbow investors; discuss same with Receiver.	Fates, Edward G.	0.5	231.75	2,085.75
07/16/14	6270436	Review investors letters and emails;	Fates, Edward G.	2.1	973.35	3,059.10

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		discuss same with Receiver.				
07/18/14	6273193	Respond to call from investor.	Fates, Edward G.	0.2	92.70	3,151.80
07/31/14	6282999	Respond to inquiry from investor Davis.	Fates, Edward G.	0.2	92.70	3,244.50
08/08/14	6408216	Review and revise letter to IRS regarding levy on investor account (.2).	Fates, Edward G.	0.2	92.70	3,337.20
08/13/14	6295840	Review investor letter to court on listing agreement issue.	Fates, Edward G.	0.2	92.70	3,429.90
09/02/14	6312316	Respond to investor inquiry regarding SIPC insurance.	Fates, Edward G.	0.2	92.70	3,522.60
09/22/14	6330262	Assist Receiver in responding to investor legal inquiries.	Fates, Edward G.	0.2	92.70	3,615.30

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	7.8	463.50	3,615.30
		<u>7.8</u>		<u>3,615.30</u>
Total Fees				3,615.30
Total Disbursements				0.00

12/16/14 15:32:09 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: 12-15-2014

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
07/29/14	6280329	Review orders granting summary judgment in three LinMar cases, analyze next steps regarding attorney fee motion, judgment, enforcement etc., and discuss same with Receiver and G. Rodriguez.	Fates, Edward G.	1.4	648.90	648.90
08/01/14	6291966	Review order granting motion for summary judgment.	Swonetz, Josi	0.4	154.80	803.70
08/04/14	6287248	Analyze issues regarding motions for attorney fees, appealability of summary judgment orders, remaining claims, and final judgments.	Fates, Edward G.	0.5	231.75	1,035.45
08/04/14	6287472	Draft motion for attorneys' fees and partial final judgment.	Swonetz, Josi	7.5	2,902.50	3,937.95
08/05/14	6288485	Draft motion for attorneys' fees.	Swonetz, Josi	7.2	2,786.40	6,724.35
08/06/14	6289463	Analyze issues relating to motion for attorney fees, partial final judgment, enforcement, potential appeal, and related issues; work on attorney fee motion.	Fates, Edward G.	0.7	324.45	7,048.80
08/06/14	6290221	Draft motion for attorneys' fees and supporting declarations.	Swonetz, Josi	5.7	2,205.90	9,254.70

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
08/07/14	6291329	Work on motion for attorney fees as prevailing party in LinMar actions.	Fates, Edward G.	3.6	1,668.60	10,923.30
08/07/14	6291282	Revise motion for fees and supporting papers.	Swonetz, Josi	3.8	1,470.60	12,393.90
08/08/14	6292065	Revise motion for attorneys' fees and redact exhibit to declaration.	Swonetz, Josi	1.4	541.80	12,935.70
08/11/14	6294986	(Linmar) Several calls and email re motion for summary judgment results, the motion for fees and follow-up with counsel re same (.4).	Zaro, David R.	0.4	259.20	13,194.90
08/11/14	6292846	Work on LinMar attorney fees motion, declarations and exhibits; discuss same with Receiver.	Fates, Edward G.	0.8	370.80	13,565.70
08/11/14	6295403	Finalize motions for fees.	Swonetz, Josi	2.2	851.40	14,417.10
08/12/14	6295385	(Linmar) Follow-up on the motion for summary judgment and address next steps/collection issues (.3).	Zaro, David R.	0.3	194.40	14,611.50
08/12/14	6294732	Work on motions for attorney fees in LinMar cases (1.8); communications with court clerk regarding settlement conferences in LinMar cases (.1).	Fates, Edward G.	1.9	880.65	15,492.15
08/12/14	6295404	Finalize motions for attorney fees for filing.	Swonetz, Josi	2.0	774.00	16,266.15
08/13/14	6295833	Review orders setting briefing schedule on motion for attorney fees.	Fates, Edward G.	0.1	46.35	16,312.50
09/04/14	6314711	Draft reply in support of motion for fees.	Swonetz, Josi	4.5	1,741.50	18,054.00
09/05/14	6315394	Draft reply in support of fees motion.	Swonetz, Josi	1.2	464.40	18,518.40
09/08/14	6317720	Work on reply briefs regarding motions for attorney fees in LinMar	Fates, Edward G.	1.2	556.20	19,074.60

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		cases.				
09/08/14	6317738	Revise reply in support of motion for fees.	Swonetz, Josi	1.3	503.10	19,577.70
09/12/14	6322083	Discuss issues relating to LinMar III property with G. Rodriguez.	Fates, Edward G.	0.1	46.35	19,624.05
09/18/14	6327736	Review and finalize reply briefs in support of attorney fee motions.	Fates, Edward G.	0.3	139.05	19,763.10
09/23/14	6331238	Respond to call from LinMar's counsel.	Fates, Edward G.	0.1	46.35	19,809.45
09/24/14	6331727	Discuss pretrial conference in LinMar cases and joint stipulation to continue same with LinMar's counsel; review joint stipulation prepared by LinMar's counsel.	Fates, Edward G.	0.4	185.40	19,994.85
09/25/14	6332600	Review proposed orders on LinMar joint stipulations; communications with LinMar's counsel regarding same; review signed orders.	Fates, Edward G.	0.3	139.05	20,133.90

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.7	648.00	453.60
001665	Edward G. Fates	11.4	463.50	5,283.90
002051	Josi Swonetz	37.2	387.00	14,396.40
		<u>49.3</u>		<u>20,133.90</u>
Total Fees				20,133.90
Total Disbursements				0.00

12/16/14 15:32:09 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: 12-15-2014

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

Proforma Number

Client/Matter Joint Group # 372640-1

Proforma Summary

Total Disbursements

0.00

12/16/14 15:32:09 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: 12-15-2014

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
07/11/14	6267568	Review Schooler's opposition to sixth interim fee applications and discuss same with Receiver.	Fates, Edward G.	0.3	139.05	139.05
07/14/14	6268713	Prepare reply to Schooler's opposition to sixth interim fee applications.	Fates, Edward G.	1.4	648.90	787.95
07/26/14	6278814	Communications with Duffy firm regarding status and timing of fee applications.	Fates, Edward G.	0.2	92.70	880.65
07/28/14	6278847	Review Schooler's opposition to seventh interim fee applications.	Fates, Edward G.	0.2	92.70	973.35
07/29/14	6280701	Work on reply to Schooler's opposition to seventh interim fee applications; discuss same with G. Rodriguez.	Fates, Edward G.	1.1	509.85	1,483.20
07/31/14	6288259	Work on reply to Schooler's opposition to seventh fee applications, declaration from G. Rodriguez regarding same, and discuss same with G. Rodriguez (2.1).	Fates, Edward G.	2.1	973.35	2,456.55
08/01/14	6286465	Discuss reply in support of fee applications with Receiver; finalize same.	Fates, Edward G.	0.5	231.75	2,688.30

12/16/14 15:32:09 PROFORMA STATEMENT FOR MATTER 372640-00009 (Employment/Fees) 372640-00009

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
08/04/14	6373249	Review order approving fifth and sixth interim fee applications and discuss same with Receiver.	Fates, Edward G.	0.2	92.70	2,781.00
08/05/14	6288257	Review and revise Duffy Kruspodin third interim fee application; discuss same with G. Rodriguez.	Fates, Edward G.	1.4	648.90	3,429.90
08/07/14	6373260	Discuss issues regarding Duffy fee applications with Receiver and communications with Duffy regarding same (.4); review order approving seventh fee applications and discuss with Receiver (.2).	Fates, Edward G.	0.6	278.10	3,708.00
08/12/14	6294719	Communications with Duffy firm regarding third interim fee application.	Fates, Edward G.	0.1	46.35	3,754.35
08/13/14	6295770	Assist with preparation of Duffy third fee application.	Fates, Edward G.	0.2	92.70	3,847.05
08/29/14	6308706	Discuss status of fee applications with Receiver.	Fates, Edward G.	0.1	46.35	3,893.40

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	8.4	463.50	3,893.40
		<u>8.4</u>		<u>3,893.40</u>
Total Fees				3,893.40
Total Disbursements				0.00