

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

11 Attorneys for Receiver
12 THOMAS C. HEBRANK

13 **UNITED STATES DISTRICT COURT**
14 **SOUTHERN DISTRICT OF CALIFORNIA**

15 SECURITIES AND EXCHANGE
16 COMMISSION,

17 Plaintiff,

18 v.

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

24 Defendants.

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

**RECEIVER'S ELEVENTH INTERIM
REPORT**

Ctrm.: 2D
Judge: Hon. Gonzalo P. Curiel

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1 Thomas C. Hebrank ("Receiver"), Court-appointed receiver for First Financial
2 Planning Corporation d/b/a Western Financial Planning Corporation ("Western"), its
3 subsidiaries and other specifically listed entities (collectively, "Receivership
4 Entities"), submits this Eleventh Interim Report on his activities. This report should
5 be read in conjunction with the Receiver's prior interim reports, Dkt. Nos. 27, 49,
6 80, 184, 481, 517, 547, 596, 759, and 1000. This report focuses on the Receiver's
7 activities during the first quarter of 2015.

8 I. EXECUTIVE SUMMARY

9 The Receiver has continued his work to preserve and protect the assets of the
10 Receivership Entities, including conducting an investigation as necessary to
11 identify, marshal, and preserve assets. During the first quarter of 2015, the Receiver
12 maintained operations of the GPs, transitioned administration of the GPs from the
13 former partnership administrators (Alice Jacobson and Beverly Schuler) to Lincoln
14 Property Group, and addressed other business and legal issues unique to certain of
15 the GPs. In addition, the Receiver attended Court hearings held on January 27 and
16 February 13, 2015, conducted investor votes regarding offers and letters of intent
17 received for GP properties, took actions to enforce the judgments entered by the
18 Court against the LinMar entities, and prepared a proposed comprehensive
19 informational packet for investors, which was filed with the Court on March 27,
20 2015.

21 II. SUMMARY OF RECEIVER'S ACTIVITIES

22 The Receiver's primary focus since his appointment has been on identifying,
23 marshaling, and preserving the Receivership Entities' assets. These activities fall
24 into the following general categories:

25 A. Business Operations

26 The Receiver has continued to operate the Receivership Entities, carry out
27 Western's traditional duties with regard to the GPs, and address legal issues
28

1 regarding tenants and easements on GP properties, letters of intent from potential
2 purchasers, and related issues.

3 **B. Asset Investigation & Recovery**

4 The Receiver has investigated various assets reflected on Western's books and
5 records, including the following:

6 **Notes Payable from LinMar Entities.** As discussed in prior reports,
7 Western, while under Mr. Schooler's control, made loans to LinMar
8 Management, Inc., LinMar Shaw, LLC, LinMar III, LLC, LinMar IV, LLC and
9 approximately 16 LinMar Tacoma entities (collectively, "LinMar Borrowers").
10 Mr. Schooler owns LinMar Management, LinMar III, and LinMar IV outright, and
11 has ownership interests in LinMar Shaw and the LinMar Tacoma entities. All of the
12 loans matured prior to the receivership and remain unpaid. With the exception of
13 the LinMar Tacoma loan, the loans are unsecured.

14 Pursuant to the Court's August 16, 2013 Order, the Receiver filed complaints
15 against the three LinMar Borrowers Mr. Schooler owns outright (LinMar
16 Management, LinMar III, and LinMar IV) on September 13, 2013. The Receiver's
17 motions for partial summary judgment were granted by the Court in orders entered
18 on July 29, 2014. After attorney fees were awarded to the Receiver in all three
19 cases, final judgments in the amounts of \$98,366.83 (LinMar Management),
20 \$162,982.72 (LinMar III), and \$400,113.29 (LinMar IV) were entered in favor of
21 the Receiver on January 9, 2015, with post-judgment interest accruing at the federal
22 statutory rate. The Receiver is now taking steps to enforce the judgments.

23 **Property Tax Appeals.** As directed by the Court, the Receiver obtained an
24 appraisal of each GP property for purposes of inclusion in his Real Estate Valuation
25 Report. Dkt. No. 203. Based on the appraised values of GP properties and the
26 assessed values of such properties in property tax statements, the Receiver appealed
27 the property tax assessments for certain GPs. To date, those appeals have generated
28 a savings of approximately \$10,000, net of fees owed to the property tax consultant,

1 who works entirely on contingency. The Receiver anticipates additional savings
2 will be generated from appeals yet to be resolved, including from significant appeals
3 in San Diego County, which has not reassessed the relevant properties since their
4 last sale transaction. Recently, the Receiver was notified by the firm that has been
5 handling its appeals that the current appeals in process were no longer economically
6 viable based on the amount of time needed to prepare each appeal in relation to the
7 anticipated fees (a percentage of the tax savings generated). The Receiver is seeking
8 proposals from alternative firms to continue the pending appeals.

9 **Real Property Owned by Western.** As discussed in the Receiver's Forensic
10 Accounting Report, Part One, Western retained certain parcels of land purchased
11 from third parties when it sold such land to the GPs. Dkt. No. 182, p. 9. In his
12 Seventh Interim Report, the Receiver recommended the Western land parcels be
13 listed for sale with a licensed broker. The Court approved the recommendation.
14 Dkt. No. 549. The properties have since been listed with a licensed broker. The
15 Receiver will report any reasonable offers received to the Court.

16 **The Stead Property.** As discussed in prior reports, there were two tenants
17 living rent-free in a duplex on the Stead property. Upon learning of the tenants, the
18 Receiver contacted them and advised they would need to pay rent. One tenant left
19 shortly thereafter. The remaining tenant has been paying rent, however, the rent has
20 not been received timely and consistently. Recently, the remaining tenant contacted
21 the Receiver, claimed the Receiver did not have authority to charge rent, and
22 demanded that upgrades be made to the property. The Receiver explained that he
23 had authority to manage the property under the Court's orders and upgrades would
24 not be made to the property at this time. The Receiver advised the tenant that he
25 should terminate his lease (which is month-to-month) if he is not prepared to pay
26 rent or is not satisfied with the condition of the property. The Receiver has also
27 recently received various calls from nearby residents that the tenant may have
28 additional persons living at the property. The Receiver has sent the tenant a notice

1 terminating the lease effective March 10, 2015. As the tenant did not move out
2 timely due to health reasons, the Receiver subsequently negotiated a settlement with
3 the tenant to move out of the property by May 31, 2015. This settlement contains a
4 consent to an eviction should the tenant fail to leave on time and includes a waiver
5 of all claims against the Receiver and the receivership estate.

6 **III. GP TAX RETURNS AND INVESTOR K-1s**

7 The 2014 GP tax returns were all completed on time and K-1s were mailed
8 out to investors between late February and mid-March 2015, giving investors plenty
9 of time to complete their personal tax returns prior to the April 15, 2015 deadline.
10 During this period, the Receiver spent significant time working with Duffy
11 Kruspodin & Company ("Duffy") to provide the necessary documents to aid in their
12 completion of investor K-1s. In the past, the GPs would pay for these expenses
13 directly at an estimated expense of \$65,690 (Dkt. No. 852, p. 28). The Receiver's
14 efforts reduced these expenses significantly and shortened the time needed to
15 prepare and mail K-1s to investors.

16 **IV. TRANSITION IN GP ADMINISTRATION**

17 Pursuant to the Order Keeping General Partnerships Under Receivership
18 (Dkt. No. 1003), the Receiver has transitioned the administration of the GPs from
19 the former partnership administrators (Alice Jacobson and Beverly Schuler) to
20 Lincoln Property Group. Unfortunately, the former partnership administrators took
21 more than a month (and repeated requests) to complete very basic tasks like turning
22 over the key to the post office box that receives GP mail and setting up an automatic
23 response e-mail instructing investors to send e-mails to the Receiver's office
24 (wfp@ethreadvisors.com). They have completely refused to do other tasks,
25 including organizing the boxes of Western and GP documents located at the Vista
26 office they shared with Louis Schooler. They have also failed to turn over their
27 e-mail correspondence relating to Western and GP matters, despite repeated
28 requests. Moreover, the Receiver's counsel had to ask Mr. Schooler's counsel

1 repeatedly over several weeks before a date when the Receiver could visit the Vista
2 office to organize and pick up the boxes was provided.

3 This failure to provide basic cooperation by the former partnership
4 administrators and Mr. Schooler has imposed further unnecessary costs on the
5 receivership estate to the detriment of investors. If the former partnership
6 administrators continue to delay and fail to turn over their correspondence relating
7 to Western and the GPs - documents which are important to the ongoing
8 administration of Western and the GPs - the Receiver will be forced to seek an order
9 holding them in contempt and issuing appropriate sanctions.

10 **V. GP MORTGAGES AND ADMINISTRATIVE EXPENSES**
11 **OF THE RECEIVERSHIP**

12 Keeping GP mortgages current has been a focal point during the receivership.
13 In his Tenth Interim Report, the Receiver described how certain GPs have exhausted
14 the cash balances in their accounts and been unable to collect sufficient amounts
15 from their investors to make their full note payment to Western, meaning Western
16 could not make the full mortgage payment for the property. In these circumstances,
17 the Receiver recommended and the Court authorized the Receiver to collect partial
18 note payments from GPs and make partial mortgage payments. Therefore, mortgage
19 payments are being made to the extent GP cash balances allow.

20 Throughout the case, the Receiver has maintained separate accounts for
21 Western and each GP. The Receiver has never commingled funds or used cash from
22 one account to pay delinquent mortgages for other GPs. The Receiver does not
23 believe cash should be commingled or shared at this point, which would mean
24 investors in GPs with sufficient cash are funding the mortgage payments and
25 operating expenses of GPs without sufficient cash. Accordingly, administrative
26 expenses of the receivership will be paid from Western's account, even though not
27 all GP mortgage payments can be timely made (for GPs that do not have and cannot
28 raise sufficient cash).

1 Because of Western's constant cash shortage (and because the GPs do not pay
 2 any receivership fees or costs), the Receiver, Allen Matkins, and Duffy
 3 Kruspodin & Company¹ have received only small incremental payments of Court-
 4 approved fees and have endured an extremely long delay in payment. Through
 5 September 2014 (the last round of fee applications), the balance of unpaid Court-
 6 approved fees was in excess of \$460,000. Fees from as far back as 2013 have not
 7 yet been paid. Interim payments to federal equity receivers and their professionals
 8 are necessary and appropriate due to the size and duration of complex securities
 9 enforcement actions. *See In re Alpha Telecom, Inc.*, 03:01-CV-1283-PA, 2013 WL
 10 840065, at *3 (D. Or. Mar. 6, 2013) (interim fee payments are appropriate “where
 11 both the magnitude and the protracted nature of a case impose economic hardships
 12 on professionals rendering services to the estate.”). That is certainly the case here as
 13 the Receiver and his professionals have endured very long delays in payment.

14 VI. RECEIPTS AND DISBURSEMENTS

15 Attached hereto as Exhibit A is a summary of the receipts and disbursements
 16 for the Receivership Entities for the first quarter of 2015. Attached as Exhibit B is a
 17 statement of revenue and expenditures for Western for the same period. This
 18 statement was prepared on a cash basis.

19 VII. INVESTOR COMMUNICATIONS

20 The Receiver has continued to update his website, www.ethreadvisors.com,
 21 with orders entered by the Court, Receiver reports, and briefs filed by the parties
 22 that pertain directly to the receivership. The Receiver and his staff have responded
 23 to numerous inquiries from investors and other interested parties about the
 24 receivership and have updated the Case Updates section of the Receiver's website to
 25 address common questions and themes in correspondence from investors. The
 26

27 _____
 28 ¹ Duffy has been paid directly from the GPs for work on their tax returns, but has
 had to wait together with the Receiver and Allen Matkins for payment of Court-
 approved fees for work on Western's tax returns.

1 Receiver has also provided answers to Frequently Asked Questions to address
2 common investor questions and misconceptions about the receivership. As in the
3 past, the Receiver had to respond to numerous e-mails and calls from investors with
4 concerns based on misinformation circulated by investor Dennis Gilman. Investors
5 are again reminded of the importance of informing the Receiver of any change in
6 their e-mail address or physical address.

7 **VIII. RECOMMENDATIONS**

8 In addition to the requests and recommendations discussed above, the
9 Receiver recommends the receivership over Western and the other Receivership
10 Entities continue pursuant to the Court's orders and the Receivership Entities' assets
11 continue to be preserved and protected pending the outcome of the litigation.

12 **IX. CONCLUSION**

13 Based on the foregoing, the Receiver requests approval of this Eleventh
14 Interim Report and his recommendations discussed above.

15

16 Dated: April 30, 2015

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

17

18

By: /s/ Ted Fates

19

TED FATES
Attorneys for Receiver
THOMAS C. HEBRANK

20

21

22

23

24

25

26

27

28

EXHIBIT INDEX

Exhibit A	Summary of Receipts and Disbursements for the Receivership Entities for the First Quarter of 2015	10
Exhibit B	Statement of Revenue and Expenditures for Western for the First Quarter of 2015	15

EXHIBIT A

EXHIBIT A

Summary GP Bank Account Activity

	2014 Cash Flow					Q1 2015								
	Q1 2014		Q2 2014	Q3 2014	Q4 2014	January			February			March		
	January 2014	March 2014	June 2014	September 2014	December 2014	2015 Receipts	2015 Disbursements	2015 Ending Balance	2015 Receipts	2015 Disbursements	2015 Ending Balance	2015 Receipts	2015 Disbursements	2015 Ending Balance
Fernley I	Starting Cash	Ending Balance	Ending Balance	Ending Balance	Ending Cash									
Crystal Clearwater Partners (2011)	85,831	82,112	80,151	76,212	70,738	732	400	71,069	732	1,463	70,338	732	400	70,670
Clearwater Bridge LLC	2,635	3,327	1,618	2,116	5,559	-	1,309	4,250	-	1,582	2,668	-	1,809	860
High Desert LLC	5,947	6,028	5,578	3,640	7,807	-	2,168	5,639	-	2,439	3,199	11,300	2,668	11,832
High Desert Partners (2011)	79,640	75,799	72,334	70,859	64,154	1,421	400	65,175	1,421	1,643	64,953	1,421	11,700	54,674
	174,053	167,267	159,682	152,827	148,256	2,153	4,277	146,133	2,153	7,127	141,159	13,453	16,577	138,036
Silver Springs North														
North Springs (2007)	73,529	67,817	61,960	55,923	50,590	940	3,052	48,478	1,107	4,099	45,486	1,107	3,052	43,541
Rawhide (2007)	75,133	69,393	63,385	57,425	52,068	1,342	3,127	50,282	1,342	4,231	47,393	1,342	3,127	45,607
Highway 50 (2008)	67,969	57,982	47,404	36,822	26,844	1,235	4,462	23,617	1,235	5,521	19,330	1,235	4,462	16,102
Orange Vista (2008)	98,229	92,949	87,676	81,895	76,590	1,085	2,842	74,833	1,168	3,989	72,012	1,168	2,842	70,339
	314,859	288,142	260,426	232,065	206,092	4,601	13,483	197,210	4,852	17,840	184,221	4,852	13,483	175,590
Silver Springs South														
Rail Road Partners (2006)	108,690	104,814	99,001	93,252	88,657	644	2,113	87,187	644	3,309	84,521	644	2,113	83,052
Spruce Heights Partners (2007)	122,045	118,487	114,532	109,895	106,412	425	1,523	105,314	425	2,574	103,165	425	1,523	102,066
Vista Del Sur (2007)	102,053	95,703	89,096	81,540	75,115	1,751	3,864	73,003	1,751	5,015	69,739	1,751	3,864	67,627
Lahontan (2007)	118,778	122,431	107,474	100,856	95,392	1,593	3,597	93,388	1,838	4,770	90,456	1,838	3,597	88,698
	451,567	441,436	410,103	385,544	365,577	4,412	11,097	358,892	4,658	15,669	347,882	4,658	11,097	341,443
Washoe 3														
Spanish Springs Partners (2003)	21,938	7,862	7,720	5,322	10,336	-	100	10,236	-	1,265	8,971	-	8,125	846
Antelope Spring Partners (2004)	7,119	4,679	17,223	13,824	24,431	3,250	100	27,581	498	1,577	26,503	174	8,125	18,552
Wild Horse Partners (2004)	27,788	14,216	8,055	25,781	32,836	2,970	2,023	33,783	-	3,567	30,216	-	10,048	20,168
Big Ranch Partners (2004)	6,941	6,799	19,093	11,809	12,242	3,984	1,072	15,155	-	2,628	12,527	-	9,097	3,430
	63,786	33,555	52,090	56,736	79,845	10,204	3,294	86,755	498	9,036	78,217	174	35,395	42,996
Washoe 5														
Pyramid Highway 177 (2010)	40,167	38,362	34,598	31,914	27,499	221	100	27,620	221	1,272	26,568	221	13,100	13,689
Pyramid Highway LLC	3,131	2,923	2,498	2,723	4,818	-	833	3,985	-	1,561	2,424	13,000	1,633	13,792
Frontage LLC	4,943	5,722	3,157	4,689	8,448	-	1,664	6,784	-	2,860	3,924	25,000	1,664	27,259
Frontage 177 (2010)	50,855	47,488	45,374	40,810	34,393	978	100	35,271	978	1,235	35,014	978	25,100	10,892
	99,096	94,495	85,627	80,136	75,158	1,199	2,697	73,660	1,199	6,929	67,930	39,199	41,497	65,632
Dayton I														
Dayton View Partners (1999)	41,589	41,032	39,824	39,212	38,912	-	100	38,812	-	1,177	37,636	-	129	37,506
Fairway Partners (2000)	48,794	48,256	47,032	46,421	46,021	-	100	45,921	-	1,107	44,813	-	100	44,713
Green View Partners (2000)	52,346	51,806	50,602	49,990	49,690	-	100	49,590	-	1,013	48,578	-	129	48,448
Par Four Partners (2001)	50,975	50,436	49,211	48,600	48,300	-	100	48,200	-	1,078	47,122	-	129	46,992
	193,704	191,530	186,668	184,223	182,923	-	400	182,523	-	4,375	178,148	-	488	177,660
Dayton II														
Storey County Partners (2005)	37,430	35,256	32,732	30,606	28,787	110	100	28,797	97	1,058	27,837	97	100	27,834
Comstock Partners (2005)	29,244	25,904	22,413	19,408	16,678	1,165	2,170	15,673	1,165	3,203	13,636	1,165	2,170	12,631
Silver City Partners (2005)	26,758	24,922	22,763	21,007	19,526	2,404	2,898	19,032	753	4,158	15,627	2,404	2,898	15,134
Nevada View Partners (2005)	19,444	10,974	3,836	14,130	9,335	4,407	4,715	9,027	2,143	5,667	5,503	2,143	4,715	2,931
	112,877	97,056	81,744	85,151	74,326	8,087	9,883	72,530	4,158	14,086	62,602	5,810	9,883	58,529

	2014 Cash Flow					Q1 2015								
	Q1 2014		Q2 2014	Q3 2014	Q4 2014	January			February			March		
	January 2014	March 2014	June 2014	September 2014	December 2014	2015 Receipts	2015 Disbursements	2015 Ending Balance	2015 Receipts	2015 Disbursements	2015 Ending Balance	2015 Receipts	2015 Disbursements	2015 Ending Balance
Dayton III														
Gold Ridge Partners (2005)	178,098	177,062	176,185	175,735	175,435	-	100	175,335	-	1,085	174,250	-	100	174,150
Sky View Partners (2005)	226,853	225,892	224,959	224,509	223,209	-	100	223,109	-	1,242	221,868	-	100	221,768
Grand View Partners (2005)	213,548	212,497	211,616	211,166	210,866	-	100	210,766	-	1,226	209,539	-	100	209,439
Rolling Hills Partners (2006)	215,795	214,721	213,785	213,335	213,035	-	100	212,935	-	1,170	211,764	-	100	211,664
	834,293	830,172	826,545	824,745	822,545	-	400	822,145	-	4,724	817,421	-	400	817,021
Dayton IV														
Eagle View Partners (2008)	239,767	229,770	227,349	217,720	188,866	5,811	100	194,578	5,811	2,117	198,272	5,571	40,100	163,743
Eagle View LLC	26,793	26,388	18,510	18,565	37,431	-	9,041	28,391	-	9,466	18,925	40,000	10,250	48,675
Falcon Heights Partners (2008)	234,517	231,760	217,073	203,631	175,214	4,390	100	179,503	4,271	1,758	182,016	4,271	40,100	146,188
Falcon Heights LLC	27,750	24,661	16,376	16,881	34,062	-	8,198	25,864	-	8,654	17,210	40,000	9,408	47,802
Night Hawk Partners (2009)	284,271	275,831	262,599	257,552	233,182	3,089	100	236,171	3,089	1,877	237,383	3,089	40,100	200,372
Nighthawk LLC	22,297	19,597	19,961	13,505	27,311	-	6,511	20,801	-	7,014	13,787	40,000	6,920	46,867
Osprey Pescador LLC	17,074	16,595	16,458	11,504	22,858	-	5,510	17,348	-	5,965	11,383	33,100	6,719	37,764
Osprey Partners (2010)	307,603	299,301	289,669	285,438	265,505	2,900	100	268,305	2,737	1,714	269,328	2,818	33,200	238,946
	1,160,071	1,123,903	1,067,994	1,024,797	984,430	16,190	29,659	970,961	15,908	38,565	948,304	168,850	186,798	930,356
Minden														
Carson Valley Partners (1998)	5,104	4,506	3,373	2,126	5,391	178	100	5,468	-	1,034	4,434	-	100	4,334
Heavenly View Partners (1998)	3,123	2,453	1,308	1,731	2,028	92	100	2,020	-	100	1,920	-	122	1,798
Sierra View Partners (1999)	16,104	15,599	14,589	13,342	13,042	-	100	12,942	-	1,104	11,837	-	100	11,737
Pine View Partners (1999)	8,710	8,214	7,086	5,838	5,538	-	100	5,438	-	982	4,457	-	122	4,334
	33,042	30,772	26,356	23,037	25,998	270	400	25,868	-	3,221	22,648	-	445	22,203
Washoe 1														
Reno View (1981)	5,090	5,356	5,554	4,339	3,932	-	100	3,832	-	907	2,925	-	100	2,825
Reno Vista (1981)	6,380	2,940	4,317	3,176	2,859	-	100	2,759	-	771	1,988	-	100	1,888
Reno Partners (1982)	15,346	5,485	8,296	7,365	7,648	523	261	7,910	-	1,037	6,874	-	261	6,612
	26,816	13,781	18,167	14,881	14,439	523	461	14,501	-	2,715	11,787	-	461	11,325
Washoe 4														
Rose Vista (2006)	85,904	79,418	72,204	65,021	56,557	741	3,463	53,836	741	3,463	51,115	741	2,998	48,858
Steam Boat Partners (2006)	84,741	80,420	75,759	71,220	67,364	762	2,074	66,052	762	3,000	63,813	762	2,074	62,501
Galena Ranch Partners (2006)	116,000	112,970	109,581	106,172	103,445	1,141	2,050	102,536	1,141	3,070	100,607	1,141	2,050	99,698
Redfield Heights Partners (2006)	109,729	104,684	99,182	93,343	87,553	558	2,488	85,623	558	3,566	82,616	558	2,488	80,685
	396,374	377,492	356,726	335,756	314,920	3,202	10,075	308,047	3,202	13,099	298,150	3,202	9,610	291,742
Stead														
P-39 Aircobra Partners (2012)	141,616	139,679	135,586	130,443	120,988	1,470	400	122,058	1,470	2,400	121,127	1,470	400	122,197
P-39 Aircobra LLC	8,677	6,836	4,836	5,050	11,299	-	2,137	9,162	-	2,612	6,550	-	2,937	3,613
P-40 Warhawk LLC	17,686	11,498	2,906	7,535	12,786	-	2,063	10,723	-	2,829	7,894	-	2,863	5,031
P-40 Warhawk Partners (2012)	149,609	153,258	157,529	149,944	142,687	1,945	400	144,232	1,945	2,418	143,760	1,945	400	145,305
F-86 LLC	50	50	50	50	50	-	-	50	-	-	50	-	-	50
F-86	66,066	66,066	66,066	66,066	66,066	-	-	66,066	-	-	66,066	-	125	65,941
	383,705	377,386	366,972	359,088	353,876	3,415	5,000	352,291	3,415	10,259	345,447	3,415	6,725	342,137
Bratton Valley														
Valley Vista (1987)	8,632	7,270	8,054	7,604	5,516	-	150	5,366	-	1,271	4,095	-	150	3,945
Bratton View (1987)	7,770	4,249	6,580	6,180	4,464	-	150	4,314	-	1,070	3,244	-	150	3,094
Honey Springs (1988)	14,035	16,727	12,625	12,575	6,334	-	150	6,184	-	1,121	5,063	-	150	4,913
	30,437	28,245	27,259	26,359	16,314	-	450	15,864	-	3,462	12,402	-	450	11,952
Jamul Valley														
Jamul Meadows (1988)	2,567	1,874	9,314	7,659	8,712	-	150	8,562	-	1,067	7,496	-	150	7,346
Lyons Valley (1988)	7,520	13,357	18,455	15,837	17,389	312	485	17,216	1,756	1,254	17,718	-	485	17,233
Hidden Hills (1988)	15,624	6,160	5,490	3,401	2,993	604	404	3,193	-	2,301	892	-	404	489
	25,711	21,392	33,259	26,897	29,094	916	1,038	28,972	1,756	4,622	26,106	-	1,038	25,068

		2014 Cash Flow					Q1 2015												
		Q1 2014		Q2 2014	Q3 2014		Q4 2014			January			February			March			
		January 2014	March 2014	June 2014	September 2014	December 2014	2015	January 2015	2015	2015	2015	February 2015	2015	2015	2015	2015	2015	2015	
		Starting Cash	Ending Balance	Ending Balance	Ending Balance	Ending Cash	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	
<u>Tecate</u>																			
3	ABL (1992)	25,667	23,255	22,017	21,717	20,634	-	100	20,534	-	1,391	19,142	-	100	19,042	-	100	19,042	
	Mex-Tec (1993)	40,350	37,693	36,409	36,109	34,925	-	100	34,825	-	100	34,725	-	100	34,625	-	100	34,625	
	Borderland (1993)	3,705	7,837	4,263	4,088	2,417	-	100	2,317	-	1,452	865	-	100	765	-	100	765	
	Prosperity (1994)	8,749	10,175	7,519	6,929	4,389	-	390	3,999	-	1,454	2,545	-	426	2,119	-	426	2,119	
	Freetrade (1991)	2,971	2,732	3,603	3,262	1,648	-	100	1,548	-	1,062	487	-	100	387	-	100	387	
	Suntec (1991)	11,605	10,301	11,566	11,489	7,557	-	841	6,715	-	1,651	5,064	-	841	4,223	-	841	4,223	
	Via 188 (1990)	2,194	4,553	5,280	4,574	2,716	-	150	2,566	-	1,022	1,543	-	150	1,393	-	150	1,393	
	International (1990)	15,222	6,780	7,218	6,580	3,108	-	296	2,812	-	1,306	1,506	-	296	1,210	-	296	1,210	
	Tecate South (1989)	4,641	6,850	7,217	6,767	1,807	-	150	1,657	-	1,022	634	-	150	484	-	150	484	
	Twin Plant (1989)	10,251	10,347	9,532	9,132	2,350	-	150	2,200	-	1,140	1,060	-	150	910	-	150	910	
	Vista Tecate (1990)	6,088	4,485	1,512	890	570	105	366	310	-	150	160	-	150	10	-	150	10	
		131,442	125,009	116,137	111,538	82,121	105	2,743	79,483	-	11,751	67,731	-	2,563	65,168	-	2,563	65,168	
<u>Yuma I</u>																			
	Gila View (2006)	18,865	17,566	12,329	8,953	3,945	4,122	2,645	5,422	1,459	3,635	3,246	1,459	2,645	2,061				
	Painted Desert (2006)	16,795	14,095	9,040	5,692	353	1,184	1,304	233	1,184	100	1,317	1,184	2,304	197				
	Snow Bird (2006)	36,977	33,923	30,400	25,759	18,396	751	2,531	16,616	751	3,480	13,888	751	2,531	12,107				
		72,637	65,584	51,769	40,404	22,694	6,057	6,480	22,271	3,394	7,215	18,451	3,394	7,480	14,365				
<u>Yuma II</u>																			
	Desert View (2006)	55,092	49,287	40,631	34,488	26,607	832	3,083	24,357	832	4,038	21,151	832	3,083	18,900				
	Sonora View (2007)	101,173	98,595	95,543	92,715	89,345	1,294	2,223	88,415	1,112	3,245	86,282	809	2,223	84,867				
	Mesa View (2007)	96,456	92,215	87,657	83,536	78,509	1,877	3,176	77,210	1,877	4,036	75,050	1,877	3,176	73,751				
	Road Runner (2007)	106,777	104,064	100,573	97,789	94,098	301	1,155	93,244	301	2,211	91,334	301	1,155	90,481				
		359,498	344,161	324,404	308,529	288,560	4,304	9,637	283,226	4,122	13,531	273,818	3,819	9,637	267,999				
<u>Yuma III</u>																			
	Mountain View (2008)	42,424	33,754	23,818	15,460	5,286	440	3,612	2,115	440	1,147	1,408	440	1,300	549				
	Ocotillo (2008)	66,924	59,095	50,360	43,101	34,687	517	3,047	32,157	517	3,991	28,683	517	3,047	26,154				
	Cactus Ridge (2008)	49,350	40,229	29,550	19,912	9,637	594	3,744	6,487	429	4,828	2,089	439	2,400	128				
	Mohawk Mountain Partners (2008)	77,669	69,910	61,755	54,037	45,681	2,650	5,063	43,268	1,825	7,206	37,887	2,650	5,063	35,474				
		236,366	202,989	165,483	132,510	95,291	4,202	15,466	84,027	3,212	17,172	70,067	4,047	11,810	62,304				
<u>Las Vegas 1</u>																			
4	Park Vegas Partners (2011)	3,129	2,951	4,020	3,859	822	-	582	240	-	50	190	-	50	140				
	Production Partners (2010)	23,752	14,831	15,382	15,082	5,846	-	3,036	2,810	-	874	1,936	-	100	1,836				
	Silver State Partners (2010) (Note 4)	6,053	3,561	2,993	2,798	3,535	1,360	60	4,835	-	661	4,174	-	318	3,856				
		32,935	21,343	22,396	21,739	10,203	1,360	3,678	7,885	-	1,585	6,300	-	468	5,833				
<u>Las Vegas 2</u>																			
	Rainbow Partners (1994)	2,757	18,022	23,544	23,635	20,438	-	2,986	17,452	-	932	16,520	-	100	16,420				
	Horizon Partners (1994)	5,821	11,338	7,094	8,766	3,866	-	685	3,181	-	1,722	1,459	-	685	775				
		8,578	29,360	30,638	32,402	24,304	-	3,671	20,633	-	2,653	17,980	-	785	17,195				
<u>LV Kade Property</u>																			
	Hollywood Partners (1996)	14,738	27,005	16,701	16,867	16,567	-	100	16,467	-	1,383	15,083	-	100	14,983				
	BLA Partners (1997)	12,604	24,469	15,865	15,717	15,566	149	100	15,615	-	1,298	14,317	-	100	14,217				
	Checkeded Flag Partners (1997)	17,826	24,957	15,083	15,125	14,825	-	100	14,725	-	1,071	13,654	-	100	13,554				
	Victory Lap Partners (1998)	11,330	20,161	8,183	8,283	7,983	828	100	8,711	-	1,239	7,472	-	100	7,372				
		56,498	96,592	55,832	55,992	54,940	977	400	55,517	-	4,991	50,526	-	400	50,126				

		2014 Cash Flow					Q1 2015								
		Q1 2014		Q2 2014	Q3 2014	Q4 2014	January 2015			February 2015			March 2015		
		January 2014	March 2014	June 2014	September 2014	December 2014	2015	2015	2015	2015	2015	2015	2015	2015	2015
		Starting Cash	Ending Balance	Ending Balance	Ending Balance	Ending Cash	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance
Santa Fe															
Santa Fe View (2008)		52,048	34,398	24,875	17,688	3,846	2,936	100	6,682	2,936	1,233	8,385	2,769	11,000	153
Santa Fe View LLC	1	18,673	24,047	19,635	13,927	14,427	-	6,773	7,654	-	7,408	246	10,900	7,573	3,573
Pueblo LLC	1	16,840	15,331	15,331	11,052	21,937	-	5,110	16,827	-	5,741	11,086	15,000	5,910	20,176
Pueblo (2009)		85,310	75,324	61,801	53,922	29,983	1,513	100	31,397	1,513	1,373	31,538	1,513	15,100	17,951
The Pecos LLC	1	7,460	14,396	15,844	9,095	17,574	-	4,132	13,442	-	4,798	8,644	40,000	4,132	44,513
Pecos (2011)		121,987	103,148	88,280	82,447	60,281	474	100	60,655	474	1,227	59,902	474	40,100	20,275
		302,318	266,644	225,765	188,130	148,049	4,923	16,315	136,656	4,923	21,779	119,800	70,656	83,815	106,641
Grand Totals		5,500,661	5,268,306	4,952,041	4,703,485	4,419,955	77,101	151,004	4,346,052	57,451	236,405	4,167,099	325,528	451,304	4,041,323

Note 1: LLCs are owned by the similarly named GP. These accounts are used to pay some expenses and are funded as needed by the partnership account

Note 2: The Bratton Valley GPs own their parcels individually and are not co-tenants

Note 3: In the Tecate Partnership, the ABL & Mex-Tec, Borderland & Prosperity, and FreeTrade, Suntec and Via 188 are each co-tenants. The remaining GPs in this group own their parcels individually

Note 4: The Las Vegas 1 GPs own their parcels individually and are not co-tenants

Note 5: All values are rounded up to the nearest dollar.

EXHIBIT B

EXHIBIT B

STATEMENT OF REVENUE AND EXPENDITURES FOR WESTERN FOR THE RECEIVERSHIP ENTITIES FOR THE FIRST QUARTER 2015

Cash Basis	2014 Totals	January	February	March	April	May	June	July	August	September	October	November	December	2015 Totals
Income														
Note Payments from GPs	1,480,585.92	116,608.32	111,942.81	112,087.35										340,638.48
Legacy Commissions	3,991.94	334.17	277.85	549.40										1,161.42
Reversal of Bank Fees	757.01													-
Repayment of GP Operational Loans	² 60,000.00	²												-
Miscellaneous	2,143.81			10,936.93										³ 10,936.93
Total Revenue	1,547,478.68	116,942.49	112,220.66	123,573.68	-	-	-	-	-	-	-	-	-	352,736.83
Expenses														
Operational Expenses														
Storage	4,675.78			797.47										797.47
Phone	1,189.15													-
Postage	8,855.12													-
Computer/IT	1,094.95	3,200.37	1,474.95	345.00										5,020.32
Operational Misc.	7,970.22		3,560.00											3,560.00
WFPC bookkeeping employee fees	29,721.54	4,161.55	3,225.23	3,569.24										10,956.02
Payments to Underlying Mortgage Holders	³ 1,171,311.83	95,596.63	85,121.05	78,624.43										259,342.11
Property Taxes (WFPC Owned RE)	3,675.81													-
Bank Fee	4,065.13	203.61	240.48	313.13										757.22
Transfers to Cover Intercompany Transfers	12,139.95			10,289.57										³ 10,289.57
Corporate Filing Expenses	3,777.59		685.00											685.00
Franchise Tax Board				800.00										800.00
Court Approved Fees and Costs of the Receivership	306,024.49		45,000.00											45,000.00
Total Expenses	1,556,101.56	103,162.16	139,306.71	94,738.84	-	-	-	-	-	-	-	-	-	337,207.71
Net Operating Surplus/(Loss)	(8,622.88)	13,780.33	(27,086.05)	28,834.84	-	-	-	-	-	-	-	-	-	15,529.12
Beginning Cash	23,554.97	14,932.09	28,712.42	1,626.37	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	14,932.09
Ending Cash	14,932.09	28,712.42	1,626.37	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21	30,461.21

¹ Funds received from GPs based on 11/22/13 operational billings

² Payments are sent timely, however some checks may not clear the bank until the following month and are recorded accordingly

³ During the Administrator transition in March and April 2015, since the Receiver did not have access to partnership checks, the Receiver transferred funds from partnership accounts into the Western account to cover normal operating expenses. Checks to cover the respective operating expenses were then cut out of the Western account. Lincoln Property has taken over this function from the Receiver.

PROOF OF SERVICE

I am employed in the County of San Diego, State of California. I am over the age of eighteen (18) and am not a party to this action. My business address is 501 West Broadway, 15th Floor, San Diego, California 92101-3541.

On April 30, 2015, I served the within document(s) described as:

• RECEIVER'S ELEVENTH INTERIM REPORT

on interested parties in this action by:

BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF"): the foregoing document(s) will be served by the court via NEF and hyperlink to the document. On April 30, 2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email addressed indicated below:

- Lynn M. Dean - deanl@sec.gov; larofiling@sec.gov; berryj@sec.gov; irwinma@sec.gov; cavallones@sec.gov
- Philip H. Dyson - phildysonlaw@gmail.com; jldossegger2@yahoo.com; phdtravel@yahoo.com
- Edward G. Fates - tfates@allenmatkins.com; bcrfilings@allenmatkins.com; jbatiste@allenmatkins.com
- Eric Hougen - eric@hougenlaw.com
- Sara D. Kalin - kalins@sec.gov; irwinma@sec.gov
- Sam S. Puathasnanon - puathasnanons@sec.gov; haackk@sec.gov; chattoop@sec.gov; berryj@sec.gov; irwinma@sec.gov; cavallones@sec.gov
- Edward P. Swan, Jr. - pswan@jonesday.com; dpippin@jonesday.com

BY MAIL: I placed a true copy of the document in a sealed envelope or package addressed as indicated on the attached Service List on the above-mentioned date in San Diego, California for collection and mailing pursuant to the firm's ordinary business practice. I am familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on April 30, 2014, at San Diego, California.

Ted Fates _____ (Type or print name)	/s/ Ted Fates _____ (Signature of Declarant)
--	--