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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

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

Date: July 31, 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 tenth interim application for payment of professional fees and reimbursement of costs for the time period October 1, 2014 through December 31, 2014 ("Tenth Application Period"). Allen Matkins incurred \$108,140.85 in fees and \$4,459.49 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$86,512.68, and 100% of costs incurred. As it has throughout the case, Allen Matkins has discounted its customary hourly rates by 10 percent.

I. FEE APPLICATION

During the Tenth Application Period, Allen Matkins provided a total of 238.6 hours of service for a total of \$108,140.85 in fees. Allen Matkins requests payment on an interim basis of 80 percent of this amount, or \$86,512.68. 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	67.40	\$31,977.90
Reporting	77.70	36,235.35
Operations and Asset Sales	58.30	25,128.45
Claims and Distributions	0.80	370.80
Third Party Recoveries	32.90	13,733.10
Employment/Fees	1.50	695.25
Total Fees	238.60	\$108,140.85

II. TASKS PERFORMED DURING TENTH APPLICATION PERIOD

During the Tenth 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 Tenth Application Period, the Court held lengthy hearings on October 10 and October 15, 2014, to address issues relating to the GPs and the receivership. Allen Matkins assisted the Receiver in reviewing pleadings and investor correspondence related to the issues and preparing for the hearings. Attorney Ted Fates attended both hearings along with the Receiver.

Substantial time during the Tenth Application Period was also spent responding to Schooler's discovery requests. Schooler demanded documents from the Receiver, noticed and took the Receiver's deposition (two separate sessions of testimony), demanded documents from the Receiver's counsel, and demanded access to all approximately 760 boxes of records stored by Western at Iron Mountain. Schooler also refused to pay the costs to retrieve the boxes stored at Iron Mountain, requiring a joint motion to address the issue. Dkt. No. 856. The joint motion was resolved by Court order requiring Schooler to pay the retrieval costs. Dkt. No. 857.

Allen Matkins advised the Receiver regarding production of documents pursuant to Defendants' subpoena, reviewed the three boxes of documents for scope

1 and attorney-client privilege and coordinated production of the documents. The
2 firm conferred with and helped the Receiver prepare for his deposition and
3 represented the Receiver at both sessions of the deposition, which were held on
4 December 10 and December 18, 2014. Allen Matkins also coordinated with
5 Schooler's counsel and the Commission's counsel regarding the retrieval, transmittal,
6 and return of batches of boxes stored at Iron Mountain.

7 Allen Matkins also reviewed Schooler's motion to remove the Receiver and
8 disqualify Allen Matkins, advised the Receiver regarding the legal issues raised, and
9 began preparing the Receiver's opposition (this work carried over into the next
10 application period as the motion was filed on December 22, 2014). Finally, Allen
11 Matkins reviewed and advised the Receiver regarding (a) various motions, briefs,
12 orders, and status reports filed in the pending appeals initiated by Defendants, and
13 (b) various orders entered in this case, including orders denying Gregory Post's
14 motion to intervene (Dkt. No. 809), Schooler's motion regarding the receivership
15 website and investor balloting (Dkt. No. 823), and Schooler's motion to certify issue
16 for appeal (Dkt. No. 840). The reasonable and necessary fees work in this category
17 total \$31,977.90.

18 **B. Reporting**

19 This category includes Allen Matkins' time assisting the Receiver in
20 researching legal issues, compiling and analyzing financial data, and drafting his
21 Report and Recommendations Regarding General Partnerships and accompanying
22 exhibits ("GP Report"), which was filed on November 21, 2014. Dkt. No. 852. The
23 GP Report was prepared and filed at the Court's instruction pursuant to its
24 October 17, 2014 Order re Investor Hearing. Dkt. No. 808. The October 17, 2014
25 Order directed the Receiver to provide an updated report with detailed financial
26 information for all 86 GPs, including information about their finances, property
27 interests, mortgages on their properties, property taxes, insurance premiums,
28 administrative fees, operational bills, debts owed to Western, and other factors

1 affecting their overall financial health. *Id.* The October 17, 2014 Order also
2 directed the Receiver to make recommendations regarding which GPs should be
3 released from the receivership, on what conditions they should be released, the
4 Court's authority to order such conditions, and which GPs should not be released
5 from the receivership. *Id.*

6 The Receiver had to request an extension of the original October 31, 2014
7 deadline to provide the GP Report due to the scope of information requested in the
8 October 17, 2014 Order, the Partnership Administrators inability to provide certain
9 requested information, and the death of the Receiver's father, which required the
10 Receiver to travel to St. Louis on two occasions. The Receiver's counsel
11 communicated with the parties regarding the request, but could not agree with
12 Schooler's counsel on the language for a joint motion, and therefore filed an *ex parte*
13 application. Dkt. No. 829. The *ex parte* application was granted and the new
14 deadline for the GP Report was set for November 21, 2014. Dkt. No. 831.

15 Preparing the GP Report required compiling and analyzing financial data for
16 each GP, creating cash flow projections for each GP, and preparing detailed exhibits
17 categorizing GPs and explaining the Receiver's rationale for his categorizations.
18 Allen Matkins spent considerable time researching legal issues and drafting the
19 29-page GP Report. The firm also assisted the Receiver in formulating GP
20 categories, reviewing and revising the approximately 22 pages of detailed financial
21 exhibits, and formulating the Receiver's recommendations for releasing certain GPs,
22 orderly sale procedures, and transitioning the GPs from the Partnership
23 Administrators to Lincoln Property Company. Per the October 17, 2014 Order,
24 Allen Matkins also gathered information regarding the mineral rights for the
25 Dayton III property from counsel in Nevada who handled the Nevada condemnation
26 case and provided a summary of such information in the GP Report. Finally, Allen
27 Matkins assisted in preparing the notice of the GP Report that was emailed to all
28 investors per the October 17, 2014 Order. All of this work, which normally would

1 have taken approximately 4-6 weeks, was compressed into approximately 10 days
2 due to the Receiver's travel to St. Louis, the time required to compile necessary
3 financial data, and the November 21, 2014 deadline to file the GP Report.

4 Finally, Allen Matkins assisted in reviewing and responding to
5 correspondence and Court filings from investors in response to the GP Report. The
6 reasonable and necessary fees for work in this category total \$36,235.35.

7 **C. Operations and Asset Sales**

8 The majority of time in this category focused on the Receiver's repeated
9 attempts to gain access to the Western server located at the office space shared by
10 Schooler and the Partnership Administrators. After numerous communications with
11 Schooler's counsel attempting to obtain Schooler's compliance with the Court's
12 Preliminary Injunction Order, Allen Matkins prepared a motion to hold Schooler in
13 contempt for violating the Preliminary Injunction Order and for sanctions, including
14 supporting declarations from the Receiver and attorney Ted Fates. Dkt. No. 833.
15 Allen Matkins also prepared an *ex parte* application for order shortening time on the
16 motion, which was granted. Dkt. Nos. 837, 841. The firm then reviewed Schooler's
17 opposition to the motion, advised the Receiver regarding the same, and prepared a
18 reply, including supplemental declarations from the Receiver and Mr. Fates. Dkt.
19 No. 847. The motion was granted in terms of holding Schooler in contempt for
20 violating the Preliminary Injunction Order and directing him to turn the server over
21 to the Receiver, but denied as to sanctions. Dkt. No. 851.

22 Additionally, Allen Matkins assisted the Receiver in addressing an unsolicited
23 offer to purchase the Silver State Partners property. The firm notified the Court of
24 the offer (as directed by the October 17, 2014 Order), prepared a recommendation
25 for addressing the offer along with an *ex parte* application to file the
26 recommendation under seal, and gave notice of the *ex parte* application and the
27 recommendation to the parties. Dkt. Nos. 825, 826. The recommendation was
28 adopted by the Court, ballots were circulated to the Silver State investors, votes

1 were tallied, and a report and further recommendation was filed with the Court.
2 Dkt. Nos. 839, 855. The Receiver's further recommendation was adopted by the
3 Court and the prospective purchaser was advised the offer had been declined. Dkt.
4 No. 859.

5 Allen Matkins also assisted the Receiver with legal issues relating to letters
6 and operational bills issued to investors and problems concerning the Partnership
7 Administrators' performance of their duties. The reasonable and necessary fees for
8 Allen Matkins' work in this category total \$25,128.45.

9 **D. Claims and Distributions**

10 This category includes time assisting the Receiver in communications with
11 investors, creditors, and their counsel, both directly and via the receivership website,
12 regarding the receivership, claims, distributions, and related issues. The reasonable
13 and necessary fees for this work total \$370.80.

14 **E. Third Party Recoveries**

15 Allen Matkins' work in this category focused on the three pending collection
16 actions against the LinMar Borrowers, which were commenced on September 13,
17 2013, pursuant to the Court's August 16, 2013 Order. During the Tenth Application
18 Period, Allen Matkins assisted the Receiver in analyzing legal issues regarding
19 efforts by LinMar III to sell its property before a final judgment was entered. Allen
20 Matkins assisted in preparing an *ex parte* application for a writ of attachment and
21 associated papers. Ultimately, LinMar III agreed to a freeze of the property pending
22 entry of final judgment and a joint motion for approval of a stipulated freeze was
23 prepared and filed. The joint motion was granted on November 13, 2014.

24 On December 4, 2015, the Court entered orders in the LinMar cases awarding
25 the Receiver certain attorney fees. With the summary judgment motions and
26 attorney fee motions resolved, Allen Matkins prepared joint motions for entry of
27 final judgments and dismissal of the remaining causes of action. The firm conferred
28 with counsel for the LinMar Defendants regarding the joint motions, revised them as

1 necessary, and filed them with the Court. The joint motions were granted and final
2 judgments in the cases were entered on January 9, 2015. The reasonable and
3 necessary fees for work in this category total \$13,733.10.

4 **F. Employment/Fees**

5 Although fee applications are a necessary component of federal equity
6 receiverships, neither the Receiver nor his professionals bill time for preparing their
7 own detailed applications. Allen Matkins assisted the Receiver in preparing his
8 Eighth Interim Fee Application as well as the Third Interim Fee Application of
9 Duffy Kruspodin & Company LLP, Tax Accountants. Dkt. Nos. 818, 820. The
10 reasonable and necessary fees for this work total \$695.25.

11 **G. Summary of Costs Requested**

12 Allen Matkins requests the Court approve reimbursement of \$4,459.49 for
13 out-of-pocket costs incurred in executing the foregoing tasks, as itemized in
14 Exhibit A. Pursuant to the Court's Order Granting in Part First Fee Applications,
15 Allen Matkins has reduced its request for reimbursement of copy costs to five cents
16 per page and written off any excess copy charges incurred.

17 **III. ALLEN MATKINS' FEES ARE REASONABLE**
18 **AND SHOULD BE APPROVED**

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

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1 **A. Complexity of Tasks**

2 Here, the tasks performed by Allen Matkins are significantly complex and the
3 number of hours billed to complete them are reasonable. These tasks include
4 (a) analyzing corporate documents, loan agreements, and other contracts,
5 (b) advising the Receiver regarding federal equity receivership, debtor/creditor, real
6 property, contract, employment, insurance, tax, civil procedure, appellate procedure,
7 and other applicable areas of law, and (c) assisting the Receiver in selling assets,
8 collecting loans, protecting the Receivership Entities' interests in pending litigation,
9 and providing detailed reports to the Court and interested parties. In addition, Allen
10 Matkins wrote off and did not charge for 13.7 hours of time during the Tenth
11 Application Period.

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

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

15 **C. Quality of Work Performed**

16 Allen Matkins diligently and competently assisted the Receiver in all aspects
17 of the receivership, including preserving and protecting the assets of the
18 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
19 addressing Western's cash shortage, reducing Western's operating expenses as well
20 as administrative expenses of the receivership, selling assets and collecting loans,
21 protecting the Receivership Entities' interests in pending litigation and other legal
22 matters, preserving potential causes of action against third parties, and preparing
23 detailed reports to the Court and interested parties. These services have allowed the
24 Receiver to preserve and protect the value of the Receivership Entities' assets for the
25 benefit of investors and creditors.

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

27 The Receiver proposes the approved fees and costs be paid from Western's
28 assets as cash is available. As directed by the Court, the Receiver continues efforts

1 to collect loans the GPs owe Western through billings sent to investors. The
2 Receiver also continues efforts to collect the LinMar loans through enforcement of
3 the judgments entered against the LinMar Defendants. Western's land parcels have
4 been listed for sale and at some point its equity interests in the GPs may be
5 liquidated. Approved fees and costs will likely have to be paid in increments over
6 time as funds are collected and cash is available. The fees and costs should
7 nevertheless be approved.

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

9 Prior to filing, the Receiver and Allen Matkins provided these fee applications
10 to counsel for the Commission in substantially final form. Counsel for the
11 Commission has advised the Commission has no opposition to the fees and costs
12 requested.

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

16 **IV. CONCLUSION**

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

- 19 1. Approving payment of fees to Allen Matkins on an interim basis of
20 \$86,512.68;
- 21 2. Approving reimbursement of expenses to Allen Matkins on an interim
22 basis of \$4,459.49.
- 23 3. Authorizing and directing the Receiver to pay these amounts to Allen
24 Matkins from assets of the Receivership Entities; and

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ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

TED FATES
Attorneys for Receiver
THOMAS C. HEBRANK

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	13
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EXHIBIT A

EXHIBIT A

05/08/15 10:22:16 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: 02-02-2015

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

Proforma Number 1214569

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00002 (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/02/14	6340710	Review response from Defendants' counsel regarding subpoena issued to Receiver and discuss issues regarding same with Receiver (.3); discuss issues regarding Jacobson and Schuler depositions and October 10 hearing with SEC's counsel (.3).	Fates, Edward G.	0.6	278.10	278.10
10/03/14	6342259	Review order from Ninth Circuit regarding SEC's motion to consolidate and hold appeals in abeyance (.1); review SEC's response to Schooler's appeal certification motion (.2).	Fates, Edward G.	0.3	139.05	417.15
10/08/14	6345812	Review emails and attachment from investor regarding October 10 hearing issues and advise Receiver regarding responses to same (.5).	Fates, Edward G.	0.5	231.75	648.90
10/09/14	6347738	Review G. Post letter to court regarding October 10 hearing and discuss same and issues regarding hearing with Receiver (.4); discuss partnership administrator depositions and issues for October 10 hearing with SEC's counsel (.3); review briefs and prepare for October 10 hearing	Fates, Edward G.	1.4	648.90	1,297.80

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(.7).				
10/10/14	6349403	Prepare for, confer with Receiver and G. Rodriguez, and attend October 10 hearing; discuss issues regarding same and October 15 hearing with Receiver and G. Rodriguez.	Fates, Edward G.	6.1	2,827.35	4,125.15
10/12/14	6349431	Analyze issues for October 15 hearing; discuss same with Receiver.	Fates, Edward G.	1.2	556.20	4,681.35
10/13/14	6349949	Discuss facts and issues for October 15 hearing with G. Rodriguez and analyze issues and prepare for hearing (1.9); communications with SEC's counsel regarding documents received at October 10 hearing and sample operational bills (.5).	Fates, Edward G.	2.4	1,112.40	5,793.75
10/14/14	6356591	Review preparation for continued oral argument related to the claims hearing and advice to counsel re same (.4).	Zaro, David R.	0.4	259.20	6,052.95
10/14/14	6351511	Review investor email regarding October 10 hearing issues (.1); analyze issues for October 15 hearing, prepare for same, and communications with SEC's counsel regarding same (2.9); review Schooler's reply brief and discuss same with Receiver and SEC's counsel (1.1).	Fates, Edward G.	4.1	1,900.35	7,953.30
10/15/14	6353274	Prepare for 10/15 hearing (2.2); confer with SEC counsel on issues for 10/15 hearing and related issues (.9); attend hearing and discuss same with Receiver (4.8).	Fates, Edward G.	7.9	3,661.65	11,614.95
10/16/14	6466761	Address the issues related to hearing,	Zaro, David R.	1.1	712.80	12,327.75

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver's Report on the values and potential viability for gp's/legal issues for g.p.'s as to joint ownership and liability (.7). Review of subpoenas analysis of issues reproduction (.4).				
10/16/14	6354333	Analyze issues regarding subpoena and document requests from counsel for Defendants and discuss same with Receiver (.6); analyze issues regarding October 15 hearing and proposal due October 31 and discuss same with Receiver (.6); review email from investor regarding October 15 hearing (.2).	Fates, Edward G.	1.4	648.90	12,976.65
10/17/14	6354534	Discuss issues for October 31 proposal with Receiver (.7); review SEC's notice to Ninth Circuit regarding continuance of hearing (.2); discuss investor inquiry regarding October 15 hearing issues with Receiver (.2); review communication to partnership administrators (.1).	Fates, Edward G.	1.2	556.20	13,532.85
10/20/14	6355841	Review October 17 order on investor hearing and discuss same with Receiver (.6); review status report filed in appeal by SEC (.1); review Schooler's reply regarding appeal certification motion (.1); review letter to Court and attachments filed by D. Scott (.2); review order denying Post's motion to intervene (.2); review investor correspondence regarding October 15 hearing (.1).	Fates, Edward G.	1.3	602.55	14,135.40
10/22/14	6358197	Review letter filed with court regarding October 10 hearing from investor Madsen (.1); review investor	Fates, Edward G.	0.3	139.05	14,274.45

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		correspondence regarding October 10 hearing issues (.2).				
10/27/14	6362835	Review order denying Schooler's motion regarding receivership website; advise Receiver regarding same.	Fates, Edward G.	0.3	139.05	14,413.50
10/29/14	6364824	Review investor correspondence regarding October 10 hearing and related issues (.2); review SEC/Schooler joint motion regarding discovery dispute (.3).	Fates, Edward G.	0.5	231.75	14,645.25
10/30/14	6366112	Confer with Receiver regarding need to reschedule deposition and potential dates regarding same and communications with SEC's counsel and Schooler's counsel regarding same (.6); review SEC's answering brief in Schooler's appeal of order denying motion to remove Western from receivership (.3).	Fates, Edward G.	0.9	417.15	15,062.40
10/31/14	6366911	Communications with SEC's counsel and Schooler's counsel regarding new date for Receiver's deposition (.2); discuss Hougen's deposition and related discovery issues with SEC's counsel (.2).	Fates, Edward G.	0.4	185.40	15,247.80
11/03/14	6370616	Review SEC's status report to Ninth Circuit.	Fates, Edward G.	0.1	46.35	15,294.15
11/04/14	6371549	Review order on joint motion regarding discovery dispute (.1); review Schooler's responses to SEC's discovery requests (.1).	Fates, Edward G.	0.2	92.70	15,386.85
11/05/14	6372542	Review order denying Schooler's motion to certify issue for appeal.	Fates, Edward G.	0.2	92.70	15,479.55

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/06/14	6374156	Confer with SEC's counsel regarding discovery issues.	Fates, Edward G.	0.2	92.70	15,572.25
11/07/14	6374679	Communications with Schooler's counsel regarding document requests for Receiver deposition (.1); review order in appeal extending briefing deadlines (.1).	Fates, Edward G.	0.2	92.70	15,664.95
11/09/14	6375365	Review lengthy investor correspondence regarding October 15 hearing issues.	Fates, Edward G.	0.2	92.70	15,757.65
11/11/14	6378180	Discuss issues regarding production of documents and deposition with Receiver; communications with Schooler's counsel regarding same.	Fates, Edward G.	0.3	139.05	15,896.70
11/13/14	6380229	Review joint motion regarding schedule for motion for partial summary judgment and declaration regarding same.	Fates, Edward G.	0.2	92.70	15,989.40
11/18/14	6384533	Review order setting hearing for joint discovery motion.	Fates, Edward G.	0.1	46.35	16,035.75
11/24/14	6389145	Discuss Defendants' request for access to Western records in storage with G. Rodriguez.	Fates, Edward G.	0.2	92.70	16,128.45
11/25/14	6390311	Communications with Schooler's counsel regarding access to Western records at offsite storage facility for SEC's document production.	Fates, Edward G.	0.3	139.05	16,267.50
11/26/14	6392007	Communications with Schooler's counsel regarding access to Western offsite records.	Fates, Edward G.	0.1	46.35	16,313.85
12/02/14	6396077	Work on the response to request for production, dispute over cost, advice	Zaro, David R.	0.4	259.20	16,573.05

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		as to basis for objection (.4).				
12/02/14	6394775	Confer with SEC's counsel regarding Defendants' request to access records in offsite storage and discuss same with Receiver (.5); communications with Defendants' counsel regarding timing of call regarding offsite records (.1); call with Defendants' counsel regarding retrieval and access to records in offsite storage and update Receiver regarding same (.5).	Fates, Edward G.	1.1	509.85	17,082.90
12/04/14	6396983	Confer with SEC's counsel regarding potential motion for asset freeze and discuss same with Receiver (.4); communications with SEC's counsel and Defendants' counsel regarding Receiver's deposition on December 10 (.4); work on joint motion regarding costs to retrieve records from offsite storage and discuss same with Receiver (2.4).	Fates, Edward G.	3.2	1,483.20	18,566.10
12/05/14	6398511	Review real estate valuation and forensic reports in preparation for Receiver's deposition (1.5); meet with Receiver to prepare for deposition (1.7); review documents to be produced in connection with deposition (1.8); review and finalize joint motion regarding costs to retrieve boxes from Iron Mountain (.4).	Fates, Edward G.	5.4	2,502.90	21,069.00
12/08/14	6400677	Communications with Receiver and Schooler's counsel regarding emails to be produced pursuant to subpoena and Receiver's computer problems	Fates, Edward G.	1.1	509.85	21,578.85

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding same (.6); work on response to Schooler's deposition notice and document subpoena (.5).				
12/09/14	6401259	Communications with Defendants' counsel and Receiver regarding email searches, document production issues and potential rescheduling of Receiver's deposition (.9); review emails and related documents to be produced for privilege and scope (2.4); review reply brief in Defendants' appeal of order denying release of Western from receivership (.3).	Fates, Edward G.	3.6	1,668.60	23,247.45
12/10/14	6402839	Confer with Receiver regarding deposition (.3); complete review of documents to be produced by Receiver pursuant to subpoena (.8); prepare for and attend Receiver's deposition (2.7); discuss issues for continued deposition on December 18 with Receiver (.2); review order on joint motion regarding costs to retrieve Iron Mountain documents (.1).	Fates, Edward G.	4.1	1,900.35	25,147.80
12/11/14	6403638	Communications with Schooler's counsel regarding retrieval of Western/GP documents at Iron Mountain and copying of same by SEC; discuss same with G. Rodriguez.	Fates, Edward G.	0.4	185.40	25,333.20
12/12/14	6405590	Communications with Schooler's counsel regarding delivery and review of Iron Mountain documents.	Fates, Edward G.	0.1	46.35	25,379.55
12/16/14	6407883	Review documents produced pursuant to Defendants' subpoena;	Fates, Edward G.	0.4	185.40	25,564.95

05/08/15 10:22:16 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.				
12/17/14	6409440	Communications with Schooler's counsel regarding review and retrieval of Iron Mountain documents.	Fates, Edward G.	0.1	46.35	25,611.30
12/18/14	6410133	Confer with Receiver and attend deposition of Receiver taken by Defendants' counsel (3.6); discuss Iron Mountain document retrieval and review issues with Defendants' counsel and SEC's counsel (.1).	Fates, Edward G.	3.7	1,714.95	27,326.25
12/19/14	6411482	Communications with D. Herman and G. Rodriguez regarding order of next batch of Western documents from Iron Mountain (.1); review document subpoena issued by Schooler to Allen Matkins (.1).	Fates, Edward G.	0.2	92.70	27,418.95
12/22/14	6412066	Review document subpoena issued by Defendants to Allen Matkins and analyze legal issues regarding same (.2); respond to Defendants' counsel regarding service of same (.1); communications with G. Rodriguez and SEC's counsel regarding order of Iron Mountain documents, shipping of same, etc. (.4); review Schooler's motion to remove Receiver and discuss same with Receiver (.8).	Fates, Edward G.	1.5	695.25	28,114.20
12/23/14	6416144	Review briefing as to the removal of the Receiver, assess claims, confer with counsel as to SEC response (.4). Review of the discovery requests from Schooler/Western (.2).	Zaro, David R.	0.6	388.80	28,503.00
12/23/14	6413406	Work on response to Schooler's document subpoena to Allen Matkins (.4); work on response to Schooler's	Fates, Edward G.	5.1	2,363.85	30,866.85

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		motion to remove Receiver and discuss same with Receiver (4.1); communications with G. Rodriguez, SEC's counsel, and Defendants' counsel regarding pick up and delivery of first and second batches of Iron Mountain boxes (.6).				
12/24/14	6416434	Review/evaluate the motion to remove the Receiver and Allen Matkins filed by Schooler and related documents (.6).	Zaro, David R.	0.6	388.80	31,255.65
12/30/14	6417510	Advice to counsel re response to pending Western motion (.9).	Zaro, David R.	0.9	583.20	31,838.85
12/31/14	6417248	Review SEC's motion for temporary asset freeze against Schooler.	Fates, Edward G.	0.3	139.05	31,977.90

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
10/07/14	2086279	Document Search - - PACER Service Center 07/01/2014-09/30/2014 ^2505376-Q32014	1.00	18.00
10/07/14	2086280	Document Search - - PACER Service Center 07/01/2014-09/30/2014 ^2505376-Q32014	1.00	25.80
10/08/14	2079509	Text Editing	2.80	84.00
10/08/14	2079956	Duplication	73.00	3.65
10/10/14	2080740	Duplication	221.00	11.05
10/14/14	2082069	Duplication	137.00	6.85
10/16/14	2085046	Lexis - Research	1.00	30.40
10/24/14	2091700	Lexis - Research	1.00	7.60
10/27/14	2085761	Duplication	393.00	19.65

05/08/15 10:22:16 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
10/27/14	2091701	Lexis - Research	1.00	22.80
10/28/14	2088564	Service of Process - - Nationwide USDC - SOUTHERN DISTRICT ^ 422140	1.00	10.00
10/28/14	2089137	Duplication	30.00	1.50
10/28/14	2091702	Lexis - Research	1.00	30.40
10/29/14	2091704	Lexis - Research	1.00	308.60
10/30/14	2091705	Lexis - Research	1.00	38.00
11/03/14	2089138	Duplication	53.00	2.65
11/03/14	2091703	Lexis - Research	1.00	24.00
11/03/14	2094070	Nationwide - - Service of Process USDC - SOUTHERN DISTRICT ^ 422247	1.00	10.00
11/24/14	2092127	Duplication	145.00	7.25
12/09/14	2096070	Duplication	915.00	45.75
12/16/14	2108134	Messenger - - Nationwide U.S. SEC ^ 422622	1.00	17.50
12/19/14	2097358	Transcript - - Van Ben, Inc. - Tom Hebrank Vol I	1.00	169.55
12/22/14	2101656	Federal Express - - Messenger - Invoice No: 288969167 Ship To: Ms Leslie Van Deusen	1.00	14.28
12/23/14	2101441	Duplication	266.00	13.30
12/23/14	2101572	Reprographics - - DTI Blowbacks w/ Assembly ^ 846418	1.00	3,536.91

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	4.0	648.00	2,592.00
001665	Edward G. Fates	63.4	463.50	29,385.90
		<u>67.4</u>		<u>31,977.90</u>
Total Fees				31,977.90
Total Disbursements				4,459.49

05/08/15 10:16:02 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 1214570

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/20/14	6356050	Call to counsel in Nevada regarding mineral rights issue and email to Schooler's counsel regarding same (.4); discuss information needed for report with Receiver and G. Rodriguez (.5); review and revise email to partnership administrators regarding information needed for report (.2).	Fates, Edward G.	1.1	509.85	509.85
10/21/14	6358807	Review issues related to the Western report re general partnership, approach to same (.4). Conference with counsel, advice as to the alternative approaches to the assets and disposition of same (.4).	Zaro, David R.	0.8	518.40	1,028.25
10/21/14	6358156	Communications with SEC's counsel and Receiver regarding issues for conference call (.4); research and analyze legal issues for October 31 report and recommendation (2.2).	Fates, Edward G.	2.6	1,205.10	2,233.35
10/22/14	6359186	Confer with Receiver and SEC's counsel on legal and factual issues related to report and recommendation due October 31 and research regarding same (2.2); discuss	Fates, Edward G.	2.4	1,112.40	3,345.75

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		partnership administrator tasks for report and communications to partnership administrators regarding same with G. Rodriguez (.2).				
10/23/14	6359788	Analyze legal issues for report and recommendation.	Fates, Edward G.	0.3	139.05	3,484.80
10/24/14	6360696	Discuss data gathering for report with Receiver.	Fates, Edward G.	0.1	46.35	3,531.15
10/27/14	6361807	Review lengthy emails and attachments from A. Jacobson regarding information needed for report and discuss process and timing of gathering necessary data with Receiver and G. Rodriguez (1.1); review email and attachment from investor regarding proposal (.3).	Fates, Edward G.	1.4	648.90	4,180.05
10/28/14	6364154	Discuss stipulation/joint motion regarding extension of time to file report and recommendation with SEC's counsel (.1); work on stipulation/joint motion and discuss same with Receiver (.7).	Fates, Edward G.	0.8	370.80	4,550.85
10/29/14	6364558	Communications with Nevada counsel regarding documentation of mineral rights in condemnation case (.2); numerous communications with Schooler's counsel regarding joint motion to extend report, briefing, and hearing dates, work on joint motion, convert joint motion to ex parte application, and discuss same with G. Rodriguez (4.4).	Fates, Edward G.	4.6	2,132.10	6,682.95
10/30/14	6366082	Discuss ex parte application regarding extension of report deadline and related dates with Receiver,	Fates, Edward G.	1.6	741.60	7,424.55

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		finalize same, and prepare proposed order (1.1); work on report and recommendation per October 17 order (.5).				
10/31/14	6367700	Review order granting ex parte application regarding report deadline; advise Receiver regarding same.	Fates, Edward G.	0.2	92.70	7,517.25
11/03/14	6370682	Discuss issues regarding report and recommendations with Receiver (.3); attempt to reach Nevada counsel regarding information for report (.1).	Fates, Edward G.	0.4	185.40	7,702.65
11/07/14	6374677	Review mineral rights report received from Nevada counsel and discuss same with G. Rodriguez and Nevada counsel.	Fates, Edward G.	0.5	231.75	7,934.40
11/11/14	6378177	Work on Receiver's report and recommendations due November 21 and discuss same with G. Rodriguez (1.7); review of prior reports to incorporate facts and conclusions (.6).	Fates, Edward G.	2.3	1,066.05	9,000.45
11/12/14	6379025	Follow up communications with Nevada counsel regarding mineral rights and other valuation evidence from condemnation case (.2); work on report and recommendation (.2).	Fates, Edward G.	0.4	185.40	9,185.85
11/16/14	6382390	Review forensic reports, real estate reports, exhibits, pleadings, and orders (1.7); review transcripts from October 10 and October 15 hearings (2.2); review evidence filed by parties, letters from investors, GP briefs, and other investor correspondence (1.6); draft report and recommendations	Fates, Edward G.	5.9	2,734.65	11,920.50

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(.4).				
11/17/14	6382406	Review appraisal, pleadings, and testimony in condemnation case regarding mineral rights issue and draft summary of mineral rights issues (1.2); review data for report and discuss same and recommendation with Receiver and G. Rodriguez (1.8); work on report and recommendation (2.6).	Fates, Edward G.	5.6	2,595.60	14,516.10
11/18/14	6384328	Analyze data on GP finances, debts, loans owed to Western, projected expenses, etc. and discuss same with Receiver and G. Rodriguez (2.6); formulate recommendation for resolving GP issues and discuss with Receiver and G. Rodriguez (3.2); draft report and recommendation (6.4).	Fates, Edward G.	12.2	5,654.70	20,170.80
11/19/14	6394642	Gather facts and draft report and recommendation (3.4); discuss contents of reports and recommendations with Receiver and G. Rodriguez (1.5); confer with SEC's counsel regarding report and recommendations (.8).	Fates, Edward G.	5.7	2,641.95	22,812.75
11/20/14	6388803	Address report/strategy for the receiver's report and advise concerning alternative strategy concerning general partners/properties (.4).	Zaro, David R.	0.4	259.20	23,071.95
11/20/14	6386836	Gather facts and draft report and recommendation (9.4); discuss contents of reports and recommendations with Receiver and	Fates, Edward G.	10.8	5,005.80	28,077.75

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		G. Rodriguez (.9); confer with SEC's counsel regarding report and recommendations (.5).				
11/21/14	6387491	Gather facts, research legal issues, and draft and edit report and recommendations (9.1); discuss report and recommendations with Receiver and G. Rodriguez (1.7); call with Nevada counsel regarding mineral rights issues (.3); analyze, review, and revise exhibits to report and recommendations (2.1); confer with SEC's counsel regarding report and recommendations (.7); review and revise update to receivership website and email to investors regarding report and recommendations (.3).	Fates, Edward G.	14.2	6,581.70	34,659.45
11/22/14	6388000	Review and revise email to investors regarding report, order, deadline to respond, and related issues.	Fates, Edward G.	0.4	185.40	34,844.85
11/24/14	6388294	Work on expanded exhibit from November 21 report for website and chambers copy and discuss same with Receiver (.5); discuss issues regarding dissemination of report and incorrect email addresses with G. Rodriguez (.2).	Fates, Edward G.	0.7	324.45	35,169.30
11/25/14	6390224	Review investor responses to email and report; discuss same with Receiver.	Fates, Edward G.	0.4	185.40	35,354.70
11/26/14	6391913	Review investor responses and inquiries regarding report and recommendations; discuss same with Receiver.	Fates, Edward G.	0.2	92.70	35,447.40

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/28/14	6393895	Review numerous investor communications and inquiries relating to report and advise Receiver regarding responses to same.	Fates, Edward G.	0.5	231.75	35,679.15
12/01/14	6394304	Advise Receiver regarding report postings to website and investor inquiries regarding report (.2); review emails from investors regarding report and responses to same (.2).	Fates, Edward G.	0.4	185.40	35,864.55
12/02/14	6395192	Review investor letter filed with court regarding Receiver's report and recommendations.	Fates, Edward G.	0.1	46.35	35,910.90
12/12/14	6405874	Review lengthy correspondence from R. Gilman to investors regarding January 23 hearing on Receiver's report and recommendation; discuss responses to Gilman's misstatements with Receiver.	Fates, Edward G.	0.5	231.75	36,142.65
12/22/14	6412470	Review investor correspondence relating to report and recommendations.	Fates, Edward G.	0.1	46.35	36,189.00
12/23/14	6414137	Review investor correspondence from G. Post regarding request for investor contact lists.	Fates, Edward G.	0.1	46.35	36,235.35

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	1.2	648.00	777.60
001665	Edward G. Fates	76.5	463.50	35,457.75
		<u>77.7</u>		<u>36,235.35</u>
Total Fees				36,235.35
Total Disbursements				0.00

05/08/15 10:16:02 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: 02-13-2015

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

Proforma Number 1214571

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
10/02/14	6341510	Discuss issues regarding Silver State property with G. Rodriguez.	Fates, Edward G.	0.2	92.70	92.70
10/03/14	6342528	Review and revise letter to Silver State investors.	Fates, Edward G.	0.4	185.40	278.10
10/07/14	6345579	Communications with Schooler's counsel regarding Western server access.	Fates, Edward G.	0.2	92.70	370.80
10/08/14	6346340	Discuss Western server access issue with Receiver and communications with Schooler's counsel regarding same (.7); review notice relating to GP property (.1); review facts and prepare argument regarding Western server access and discuss same with Receiver and G. Rodriguez (1.7).	Fates, Edward G.	2.5	1,158.75	1,529.55
10/09/14	6347534	Discuss server access issues with Receiver and prepare argument regarding same; discuss issues with SEC's counsel.	Fates, Edward G.	0.9	417.15	1,946.70
10/13/14	6350673	Discuss Western server issues with Receiver; work on motion regarding same.	Fates, Edward G.	0.7	324.45	2,271.15
10/14/14	6351266	Review email from Schooler's counsel	Fates, Edward G.	0.8	370.80	2,641.95

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding Western server issue, discuss same with Receiver, and prepare response (.6); review letter regarding use of GP access road and discuss same with G. Rodriguez (.2).				
10/16/14	6354512	Initial work on motion regarding turnover of server (.3); discuss further problems with partnership administrators with Receiver (.2).	Fates, Edward G.	0.5	231.75	2,873.70
10/16/14	6353922	Draft motion for civil contempt.	Swonetz, Josi	1.2	464.40	3,338.10
10/20/14	6355843	Review documents relating to offer on Silver State property, discuss same and information for call to court regarding same with Receiver and G. Rodriguez, and calls with court chambers regarding same (1.7); attention to message from Lansing Company, discuss same with Receiver, and respond to email regarding same (.3).	Fates, Edward G.	2.0	927.00	4,265.10
10/21/14	6357883	Draft motion for civil contempt.	Swonetz, Josi	4.4	1,702.80	5,967.90
10/22/14	6359199	Work on motion for contempt and sanctions regarding failure to turn over Western server.	Fates, Edward G.	3.1	1,436.85	7,404.75
10/23/14	6359756	Gather exhibits (correspondence) for contempt motion and work on motion (.8); review reduced offer regarding Silver State property and discuss issues regarding same with Receiver (.4).	Fates, Edward G.	1.2	556.20	7,960.95
10/23/14	6360339	Finalize motion for civil contempt and supporting declarations.	Swonetz, Josi	4.3	1,664.10	9,625.05
10/24/14	6361753	Work on contempt motion against	Fates, Edward G.	0.6	278.10	9,903.15

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Schooler (.2); communications with court chambers and receiver regarding offer on Silver State and ex parte proposal regarding same (.4).				
10/24/14	6361158	Revise motion for contempt and supporting declarations.	Swonetz, Josi	1.2	464.40	10,367.55
10/27/14	6362230	Discuss issues regarding partnership administrators with Receiver and G. Rodriguez and work on strategy to address same (.6); work on ex parte application, proposal regarding Silver State, and discuss same with Receiver (2.6).	Fates, Edward G.	3.2	1,483.20	11,850.75
10/27/14	6362681	Draft ex parte regarding sealed documents.	Swonetz, Josi	2.6	1,006.20	12,856.95
10/28/14	6363665	Discuss Silver State recommendation with Receiver and work on recommendation and ex parte application to file under seal (1.6); discuss ex parte application and recommendation with SEC's counsel (.2); discuss contempt motion regarding server with Receiver (.3).	Fates, Edward G.	2.1	973.35	13,830.30
10/28/14	6364097	Revised ex parte application to file recommendation under seal and draft supporting documents.	Swonetz, Josi	3.8	1,470.60	15,300.90
10/29/14	6365589	Revise and finalize recommendation regarding Silver State and ex parte application to file under seal.	Fates, Edward G.	0.4	185.40	15,486.30
10/30/14	6366375	Work on contempt motion regarding Western server and supporting documents.	Fates, Edward G.	0.3	139.05	15,625.35
10/31/14	6367102	Finalize motion for contempt,	Fates, Edward G.	1.8	834.30	16,459.65

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		supporting declarations, and exhibits.				
10/31/14	6370507	Draft ex parte for order shortening time.	Swonetz, Josi	0.7	270.90	16,730.55
11/03/14	6370618	Work on ex parte application to shorten time on contempt motion and give notice of same to counsel for SEC and Schooler (.9); review order granting application to file recommendation regarding Silver State under seal (.1).	Fates, Edward G.	1.0	463.50	17,194.05
11/03/14	6370581	Draft ex parte motion for order shortening time.	Swonetz, Josi	1.7	657.90	17,851.95
11/04/14	6371472	Confer with Schooler's counsel regarding motion for contempt, ex parte application for OST, and Western server issues (.2); update ex parte application and supporting declaration regarding same and prepare proposed order (.6); review order adopting Silver State recommendation and discuss same with Receiver (.4).	Fates, Edward G.	1.2	556.20	18,408.15
11/05/14	6372571	Review order granting ex parte application for OST for contempt motion (.1); review and revise Silver State ballot language (.3).	Fates, Edward G.	0.4	185.40	18,593.55
11/06/14	6374049	Review letter from Schooler's counsel regarding Western server and discuss same with Receiver and G. Rodriguez.	Fates, Edward G.	0.4	185.40	18,778.95
11/07/14	6374346	Prepare response to letter from Schooler's counsel regarding Western server and discuss same with Receiver.	Fates, Edward G.	0.4	185.40	18,964.35

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/12/14	6379716	Review Schooler's opposition to contempt motion and declaration regarding same; work on reply regarding same.	Fates, Edward G.	1.4	648.90	19,613.25
11/13/14	6380107	Work on reply in support of contempt motion and sanctions, supplemental declarations regarding fees incurred, and discuss supplemental declaration and fees with Receiver.	Fates, Edward G.	4.1	1,900.35	21,513.60
11/13/14	6381455	Analysis of issues regarding coercive and compensatory sanctions (1.9); draft legal analysis regarding coercive and compensatory sanctions (.6).	Thorbourne, Alana	2.5	787.50	22,301.10
11/17/14	6382748	Revise and finalize reply regarding contempt motion and supplemental declarations; discuss same with Receiver.	Fates, Edward G.	1.7	787.95	23,089.05
11/20/14	6386073	Review order on contempt motion and discuss same with Receiver.	Fates, Edward G.	0.2	92.70	23,181.75
12/02/14	6394772	Discuss Silver State ballots with G. Rodriguez and work on report regarding same (.6); discuss turnover of Western server per court order with G. Rodriguez (.2); call with Defendants' counsel regarding delivery of Western server on December 5 (.1).	Fates, Edward G.	0.9	417.15	23,598.90
12/03/14	6395618	Communications with Schooler's counsel regarding delivery of Western server and advise Receiver regarding same.	Fates, Edward G.	0.4	185.40	23,784.30
12/04/14	6396858	Review report regarding Silver State balloting results and draft report and recommendation regarding same	Fates, Edward G.	1.7	787.95	24,572.25

05/08/15 10:16:02 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(1.5); discuss with Receiver (.2).				
12/09/14	6401788	Advise regarding server issues and partnership administrators.	Fates, Edward G.	0.1	46.35	24,618.60
12/10/14	6403516	Advise regarding server set up and partnership administrator complaints; revise response to same.	Fates, Edward G.	0.3	139.05	24,757.65
12/11/14	6404002	Review order adopting recommendation regarding Silver State and advise Receiver regarding same (.2); revise email to Silver State investors regarding order and offer (.2).	Fates, Edward G.	0.4	185.40	24,943.05
12/17/14	6409229	Advise G. Rodriguez regarding issues and complaints from partnership administrators and computer issues relating to relocation of Western server.	Fates, Edward G.	0.4	185.40	25,128.45

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	35.9	463.50	16,639.65
002051	Josi Swonetz	19.9	387.00	7,701.30
002094	Alana Thorbourne	2.5	315.00	787.50
		<u>58.3</u>		<u>25,128.45</u>
Total Fees				25,128.45
Total Disbursements				0.00

05/08/15 10:16:02 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 1214572

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/08/14	6347213	Advise G. Rodriguez regarding response to investor inquiry regarding GP funds.	Fates, Edward G.	0.2	92.70	92.70
11/06/14	6373977	Advise regarding investor inquiry about selling GP interest to third party.	Fates, Edward G.	0.1	46.35	139.05
11/17/14	6383344	Call from investor regarding GP finances, receivership, balloting, reports, appraisals, and related issues.	Fates, Edward G.	0.3	139.05	278.10
12/08/14	6401012	Draft response to investor inquiries.	Fates, Edward G.	0.2	92.70	370.80

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	0.8	463.50	370.80
		0.8		370.80
Total Fees				370.80
Total Disbursements				0.00

05/08/15 10:16:02 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: 02-13-2015

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

Proforma Number 1214573

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
10/08/14	6345939	Review information relating to LinMar property.	Fates, Edward G.	0.1	46.35	46.35
10/09/14	6373226	Review orders on LinMar attorney fee motions and discuss same with Receiver.	Fates, Edward G.	0.3	139.05	185.40
10/16/14	6356747	(Linmar) Advice as to pre-judgment remedy to secure interest in Fresno asset pending judgment and post-judgment collection (.2).	Zaro, David R.	0.2	129.60	315.00
10/29/14	6364574	Review facts relating to listing of LinMar III property; discuss same with G. Rodriguez; analyze issues regarding potential motion for writ of attachment.	Fates, Edward G.	0.4	185.40	500.40
10/29/14	6365520	Draft ex parte application for a temporary protective order and writ of attachment.	Swonetz, Josi	5.6	2,167.20	2,667.60
10/30/14	6366810	Analyze issues for LinMar III attachment motion; review and revise same.	Fates, Edward G.	1.9	880.65	3,548.25
10/30/14	6366428	Draft ex parte application for a right to attach order and temporary protective order.	Swonetz, Josi	6.1	2,360.70	5,908.95

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/31/14	6367187	Work on LinMar III attachment motion and supporting declaration.	Fates, Edward G.	1.4	648.90	6,557.85
10/31/14	6366870	Revise ex parte application for right to attach order and temporary protective order; draft supporting declaration.	Swonetz, Josi	2.0	774.00	7,331.85
11/03/14	6370617	Work on ex parte application for writ of attachment and give notice of same to LinMar's counsel.	Fates, Edward G.	0.8	370.80	7,702.65
11/04/14	6371468	Confer with LinMar's counsel regarding ex parte application for attachment and send application (.1); further communications with LinMar's counsel regarding stipulation, work on stipulation, and advise Receiver regarding issues (1.1).	Fates, Edward G.	1.2	556.20	8,258.85
11/04/14	6371860	Draft stipulation for an order prohibiting sale of real property.	Swonetz, Josi	1.7	657.90	8,916.75
11/06/14	6373780	Review stipulation regarding LinMar III property signed by LinMar's counsel, advise receiver regarding same, and work on joint motion for approval.	Fates, Edward G.	0.5	231.75	9,148.50
11/06/14	6373832	Draft joint motion for stipulation.	Swonetz, Josi	0.4	154.80	9,303.30
11/07/14	6374663	Revise and finalize joint motion for approval of LinMar III stipulation and proposed order regarding same.	Fates, Edward G.	0.4	185.40	9,488.70
11/10/14	6377332	Attention to issues regarding proposed order on stipulation.	Fates, Edward G.	0.1	46.35	9,535.05
11/13/14	6380325	Review order approving stipulation regarding LinMar III property.	Fates, Edward G.	0.1	46.35	9,581.40
11/24/14	6388145	Work on joint motions to modify scheduling orders in LinMar cases	Fates, Edward G.	1.5	695.25	10,276.65

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and proposed orders regarding same (1.2); communications with LinMar's counsel regarding same (.3).				
12/04/14	6397872	Review orders awarding attorney fees in LinMar cases (.3); initial work regarding motions for entry of final judgment and voluntary dismissal of remaining causes of action (.5).	Fates, Edward G.	0.8	370.80	10,647.45
12/05/14	6399193	Review orders approving joint motions to modify scheduling orders in LinMar cases.	Fates, Edward G.	0.2	92.70	10,740.15
12/10/14	6403380	Work on joint motions for final judgments and dismissal of remaining causes of action and proposed orders/final judgments in LinMar cases.	Fates, Edward G.	1.2	556.20	11,296.35
12/10/14	6413883	Review orders on MSJ and attorney fee motions to prepare final judgment papers.	Hutter, Timothy	0.6	232.20	11,528.55
12/10/14	6413885	Draft joint motions for dismissal of remaining claims and entry of judgment.	Hutter, Timothy	1.2	464.40	11,992.95
12/11/14	6413903	Revise joint motions and supporting papers for dismissal of remaining claims and entry of judgment	Hutter, Timothy	1.1	425.70	12,418.65
12/15/14	6405980	Review updated LinMar loan schedules provided by G. Rodriguez; work on joint motions for entry of final judgment/dismissal of remaining causes of action.	Fates, Edward G.	0.3	139.05	12,557.70
12/15/14	6416833	Revise draft Joint Motions to Dismiss.	Hutter, Timothy	0.4	154.80	12,712.50
12/16/14	6407837	Revisions to Hebrank's declarations in support of motions for final	Fates, Edward G.	0.5	231.75	12,944.25

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		judgment/dismissal of remaining causes of action in LinMar cases.				
12/16/14	6416870	Revise joint motion papers.	Hutter, Timothy	0.6	232.20	13,176.45
12/17/14	6408787	Communications with LinMar's counsel regarding entry of final judgments in LinMar cases and joints motions regarding same.	Fates, Edward G.	0.2	92.70	13,269.15
12/22/14	6412059	Communications with LinMar's counsel regarding joint motions for entry of final judgments and dismissal of remaining causes of action; send same and supporting papers for review.	Fates, Edward G.	0.2	92.70	13,361.85
12/29/14	6417247	Communications with LinMar's counsel (.1); finalize LinMar's joint motions for final judgment and supporting documents for filing (.2).	Fates, Edward G.	0.3	139.05	13,500.90
12/29/14	6417023	Review documents and sign-off from opposing counsel.	Hutter, Timothy	0.2	77.40	13,578.30
12/30/14	6417028	Finalize and file joint motion to dismiss.	Hutter, Timothy	0.4	154.80	13,733.10

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.2	648.00	129.60
001665	Edward G. Fates	12.4	463.50	5,747.40
002035	Timothy Hutter	4.5	387.00	1,741.50
002051	Josi Swonetz	15.8	387.00	6,114.60
		<u>32.9</u>		<u>13,733.10</u>
Total Fees				13,733.10
Total Disbursements				0.00

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Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 02-13-2015

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

Proforma Number 1214574

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/20/14	6355899	Review and revise Receiver's eighth fee application; discuss same with Receiver; send fee applications to SEC's counsel.	Fates, Edward G.	0.8	370.80	370.80
10/27/14	6361814	Assist in finalizing Receiver and Duffy Kruspodin fee applications; prepare notice regarding same.	Fates, Edward G.	0.7	324.45	695.25

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	1.5	463.50	695.25
		<u>1.5</u>		<u>695.25</u>
Total Fees				695.25
Total Disbursements				0.00