

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

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

Date: October 30, 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 twelfth interim application for payment of professional fees and reimbursement of costs for the time period April 1, 2015 through June 30, 2015 ("Twelfth Application Period"). Allen Matkins incurred \$54,722.25 in fees and \$363.10 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$43,777.80, and 100% of costs incurred. As it has throughout the case, Allen Matkins has discounted its customary hourly rates by 10%.

I. FEE APPLICATION

During the Twelfth Application Period, Allen Matkins provided a total of 119.5 hours of service for a total of \$54,722.25 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$43,777.80. 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	4.40	\$2,150.10
Reporting	22.50	\$10,428.75
Operations and Asset Sales	32.50	\$15,097.05
Claims and Distributions	3.90	\$1,881.45
Third Party Recoveries	54.40	\$24,330.60
Employment/Fees	1.80	\$834.30
Total Fees	119.50	\$54,722.25

II. TASKS PERFORMED

During the Twelfth 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. During the Twelfth Application Period, Allen Matkins communicated directly with counsel for the Securities and Exchange Commission ("Commission") and counsel for Defendants regarding the delivery, review, return, and retrieval costs for Western records located at Iron Mountain storage. Allen Matkins also reviewed orders issued by the Court and the Ninth Circuit on summary judgment motions and pending appeals and updated the Receiver regarding the status. The reasonable and necessary fees work in this category total \$2,150.10.

B. Reporting

This category includes Allen Matkins' time assisting the Receiver in preparing his Report and Recommendation Regarding Course of Action for General Partnerships. Dkt. No. 1056. The Report, which was prepared and filed at the Court's direction, puts each GP (organized by the property interest it owns) into categories (A, B, or C) based on their overall financial health and the health of their co-tenant GPs with whom they jointly own property. The Report then makes recommendations regarding the course of action for each category, including capital calls for certain GPs and the proposed steps of an orderly sale process for GPs who cannot raise sufficient capital to pay their operating expenses. On May 12, 2015,

1 the Court approved and adopted the Receiver's recommendations with certain
2 modifications. Dkt. No. 1069.

3 Allen Matkins also assisted the Receiver in preparing his Eleventh Interim
4 Report. Dkt. No. 1065. The Eleventh Interim Report includes detailed updates
5 regarding enforcement of the judgments against the LinMar entities, issues with the
6 tenant located on the Stead property, tax return filings and K-1s for 2014, transition
7 issues with the former Partnership Administrators, issues with GPs that are unable to
8 make full payments toward the mortgages on their properties, and receipts and
9 disbursements for each Receivership Entity. The reasonable and necessary fees for
10 work in this category total \$10,428.75.

11 **C. Operations and Asset Sales**

12 Allen Matkins' time in this category focused on assisting the Receiver with
13 legal issues relating to the ongoing operations of Western and the GPs, including
14 responding to letters of intent and offers to purchase GP properties, addressing
15 issues regarding the inability of GPs to make mortgage payments, addressing issues
16 with the former partnership administrators (Alice Jacobson and Beverly Shuler) and
17 the transition of their duties to Lincoln Property Group pursuant to the Court's Order
18 Keeping General Partnerships Under Receivership (Dkt. No. 1003), preparing
19 information packets for GPs pursuant to the Court's May 12, 2015 order, as well as
20 certain easement, water rights, and other issues affecting the GP properties.

21 **1. Letters of Intent for GP Properties**

22 Allen Matkins assisted the Receiver in notifying the Court of letters of intent
23 received for GP properties on three occasions and preparing and filing under seal
24 three recommendations for addressing the various letters of intent. The first
25 occasion involved a series of letters of intent received from the same prospective
26 purchaser for four GP properties – Silver Springs North, Washoe III, Washoe V, and
27 Stead. The Receiver's recommendation was filed under seal on April 2, 2015 (Dkt.
28 No. 1027) and adopted by the Court on April 6, 2015 (Dkt. No. 1039). The second

1 occasion involved a letter of intent for the Las Vegas 1 property. The Receiver's
2 recommendation was filed on April 24, 2015 (Dkt. No. 1061) and adopted by the
3 Court on June 17, 2015 (Dkt. No. 1086). The third occasion involved a letter of
4 intent for the Las Vegas 2 property. The Receiver's recommendation was filed on
5 May 15, 2015 (Dkt. No. 1071) and adopted by the Court on June 17, 2015 (Dkt.
6 No. 1087).

7 2. Former Partnership Administrators and Transition to Lincoln

8 As noted above, Allen Matkins also assisted with issues relating to the
9 transition of administrative duties for the GPs from the former partnership
10 administrators to Lincoln Property Group ("Lincoln"). Among other things, Allen
11 Matkins communicated with counsel for Louis Schooler regarding obtaining access
12 to the Vista office space the former partnership administrators shared with Schooler
13 for purposes of retrieving Western and GP records located at the space. The firm
14 also communicated with counsel for the former partnership administrators regarding
15 their production of e-mails to the Receiver.

16 3. Information Packets

17 As directed by the Court, the Receiver has prepared and posted information
18 packets for the GPs to the receivership website. These information packets are
19 being posted (and postcards informing investors are going out) as appraisals and
20 broker value estimates for GP properties are received. Allen Matkins assisted in
21 reviewing and revising information packets, postcards, capital calls, and related
22 communications to investors. Due to the delay in receiving certain appraisals and
23 broker value estimates, it was necessary for the Receiver to obtain an extension of
24 the original May 29, 2015 deadline to post information packets. Allen Matkins
25 prepared a joint motion seeking the extension, which was signed by counsel for the
26 Commission, counsel for Defendants, and approved by the Court. Dkt. No. 1078.

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1 4. Other GP Operational Issues

2 Allen Matkins also assisted the Receiver with legal issues relating to letters
3 and operational bills issued to investors, a temporary easement for a cattle guard in
4 favor of the City of Fernley, property tax appeals for GP properties, as well as the
5 refusal of an insurance broker to cooperate with the Receiver's efforts to switch
6 insurance brokers for GP property insurance policies.

7 The reasonable and necessary fees for Allen Matkins' work in this category
8 total \$15,097.05.

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. Allen Matkins
13 also advised the Receiver on issues raised by certain investors with respect to
14 transfer of their GP units. The reasonable and necessary fees for this work total
15 \$1,881.45.

16 **E. Third Party Recoveries**

17 Allen Matkins' work in this category focused on the three collection actions
18 against LinMar Management, LinMar III, and LinMar IV ("LinMar Defendants"),
19 which were commenced on September 13, 2013, pursuant to the Court's August 16,
20 2013 Order. During the Twelfth Application Period, Allen Matkins assisted the
21 Receiver in enforcing the final judgments against the LinMar Defendants, which
22 were entered on January 9, 2015. The Receiver's enforcement steps have included
23 reviewing documents and gathering information regarding the LinMar Defendants'
24 potential assets, obtaining and recording abstracts of judgment, obtaining and
25 executing writs/levies to banks suspected to have accounts for the LinMar
26 Defendants, and taking steps necessary to force a sale of the commercial properties
27 owned by LinMar III and LinMar IV.

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1 In the LinMar III case, the Receiver sought and obtained the appointment of a
2 post-judgment receiver over the LinMar III property located in Fresno, California.
3 Allen Matkins assisted in analyzing the legal issues, preparing the Receiver's
4 *ex parte* application, as well as the supporting papers and proposed receivership
5 order. The firm also communicated with counsel for the senior lender on the
6 LinMar III property regarding the post-judgment receivership. The Receiver's
7 application was granted on June 3, 2015 and the post-judgment receiver is currently
8 managing and marketing the LinMar III property for sale.

9 In the LinMar IV case, the Receiver entered into negotiations with Jeff
10 Wohler, the former business partner and personal creditor of Schooler to whom
11 Schooler assigned his ownership of LinMar IV. Allen Matkins handled
12 communications with Mr. Wohler's counsel, including the receipt and production of
13 documents relevant to the negotiations. The negotiations resulted in the proposed
14 settlement and payoff of the judgment, of which the Receiver recently sought
15 approval. Dkt. No. 1110. The reasonable and necessary fees for work in this
16 category total \$24,330.60.

17 **F. Employment/Fees**

18 Although fee applications are a necessary component of federal equity
19 receiverships, neither the Receiver nor his professionals bill time for preparing their
20 own detailed applications. Allen Matkins assisted the Receiver in preparing his
21 Tenth Interim Fee Application. Dkt. Nos. 1091. The reasonable and necessary fees
22 for this work total \$834.30.

23 **G. Summary of Costs Requested**

24 Allen Matkins requests the Court approve reimbursement of \$363.10 for out-
25 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
26 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins
27 has reduced its request for reimbursement of copy costs to five cents per page and
28 written off any excess copy charges incurred.

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

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

A. Complexity of Tasks

Here, the tasks performed by Allen Matkins are significantly complex and the number of hours billed to complete them are reasonable. These tasks include (a) analyzing corporate documents, loan agreements, and other contracts, (b) advising the Receiver regarding federal equity receivership, debtor/creditor, real property, contract, employment, insurance, tax, civil procedure, appellate procedure, and other applicable areas of law, and (c) assisting the Receiver in selling assets, collecting loans, protecting the Receivership Entities' interests in pending litigation, and providing detailed reports to the Court and interested parties. In addition, Allen Matkins wrote off and did not charge for 4.8 hours of time during the Twelfth Application Period.

B. Fair Value of Time, Labor & Skill

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

C. Quality of Work Performed

Allen Matkins has diligently and competently assisted the Receiver in all aspects of the receivership, including preserving and protecting the assets of the Receivership Entities, analyzing the Receivership Entities' assets and liabilities,

1 addressing Western's cash shortage, reducing Western's operating expenses as well
2 as administrative expenses of the receivership, selling assets and collecting loans,
3 protecting the Receivership Entities' interests in pending litigation and other legal
4 matters, preserving potential causes of action against third parties, and preparing
5 detailed reports to the Court and interested parties. These services have allowed the
6 Receiver to preserve and protect the value of the Receivership Entities' assets for the
7 benefit of investors and creditors.

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

9 The Receiver proposes the approved fees and costs be paid from Western's
10 assets as cash is available. As directed by the Court, the Receiver continues efforts
11 to collect loans the GPs owe Western through billings sent to investors. The
12 Receiver also continues efforts to enforce the judgments entered against the LinMar
13 Defendants, including through the proposed settlement with LinMar IV (Dkt.
14 No. 1110). Western's land parcels have been listed for sale and at some point its
15 equity interests in the GPs will be liquidated. Approved fees and costs will likely
16 have to be paid in increments over time as funds are collected and cash is available.
17 The fees and costs should nevertheless be approved.

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

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

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

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

1. Approving payment of fees to Allen Matkins on an interim basis of \$43,777.80;
2. Approving reimbursement of expenses to Allen Matkins on an interim basis of \$363.10.
3. Authorizing and directing the Receiver to pay these amounts to Allen Matkins from assets of the Receivership Entities; and
4. Granting such further and other relief as the Court deems just and proper.

Dated: September 3, 2015

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

By: /s/ Ted Fates

TED FATES
Attorneys for Receiver
THOMAS C. HEBRANK

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	12
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EXHIBIT A

EXHIBIT A

09/02/15 16:57:19 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: 08-21-2015

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00002 (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/03/15	6500980	Review order denying SEC's motion for partial summary judgment without prejudice.	Fates, Edward G.	0.3	139.05	139.05
04/13/15	6507056	Return call from SEC's counsel.	Fates, Edward G.	0.1	46.35	185.40
04/22/15	6517151	Review Schooler's counsel's motion to withdraw.	Fates, Edward G.	0.1	46.35	231.75
04/28/15	6522299	Communications with SEC's counsel regarding transmittal of Western records to Iron Mountain.	Fates, Edward G.	0.2	92.70	324.45
04/29/15	6522625	Communications with SEC counsel and G. Rodriguez regarding scheduling delivery of Western records to Iron Mountain.	Fates, Edward G.	0.4	185.40	509.85
05/04/15	6528704	Review Iron Mountain invoices, discuss same with G. Rodriguez, send same to Schooler counsel for payment (.4); review notice of oral argument in pending appeal (.1).	Fates, Edward G.	0.5	231.75	741.60
05/07/15	6532827	Attention to issues regarding notice of oral argument in Ninth Circuit appeal and acknowledgment of receipt of same.	Fates, Edward G.	0.1	46.35	787.95
05/08/15	6534093	Confer with SEC's counsel regarding	Fates, Edward G.	0.1	46.35	834.30

09/02/15 16:57:19 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		MSJ/discovery scheduling issues.				
05/11/15	6535132	Review order setting hearing on SEC's partial motion for summary judgment.	Fates, Edward G.	0.1	46.35	880.65
05/14/15	6539811	Review tentative ruling on SEC's motion for partial summary judgment and advise Receiver regarding same.	Fates, Edward G.	0.3	139.05	1,019.70
05/19/15	6544560	Review summary judgment/disgorgement order and discuss same with Receiver (.5); call with SEC's counsel regarding same (.2).	Fates, Edward G.	0.7	324.45	1,344.15
05/20/15	6546279	Review the general order on the SEC's motion for summary judgment/disgorgement and follow-up with counsel at SEC re same, including collection of disgorgement amounts (.6).	Zaro, David R.	0.6	388.80	1,732.95
05/21/15	6546441	Review SEC's letter to Ninth Circuit regarding district court orders affecting appeal (.1); review Schooler's motion to voluntarily dismiss appeal of order keeping Western in receivership and advise Receiver regarding same (.2).	Fates, Edward G.	0.3	139.05	1,872.00
06/01/15	6556026	Review Ninth Circuit order dismissing appeal.	Fates, Edward G.	0.1	46.35	1,918.35
06/03/15	6558763	Review order on SEC's motion for summary judgment regarding fraud claims and advise Receiver regarding same.	Fates, Edward G.	0.4	185.40	2,103.75
06/15/15	6569181	Review SEC and Defendants' joint motion to continue pretrial and trial	Fates, Edward G.	0.1	46.35	2,150.10

09/02/15 16:57:19 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		deadlines.				

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
04/03/15	2125201	Duplication	10.00	0.50
04/06/15	2125202	Duplication	123.00	6.15
04/06/15	2130842	Nationwide - Filing Fees - U.S. MARSHAL'S SERVICE - SERVICE PACKAGE RE W HE^423561	1.00	77.00
04/06/15	2130843	Nationwide - Filing Fees - U.S. MARSHAL'S SERVICE - SERVICE PACKAGE RE W HE^423561	1.00	77.00
04/06/15	2130844	Nationwide - Filing Fees - U.S. MARSHAL'S SERVICE - SERVICE PACKAGE RE W LI^423561	1.00	92.00
04/08/15	2160941	Document Search - - Pacer Service 04/01/2015-06/30/2015^2505376-Q220	1.00	0.50
04/21/15	2137296	Filing Fees - - Nationwide ALLEN MATKINS (CKS) ^ 423669	1.00	5.00
04/27/15	2160940	Document Search - - Pacer Service 04/01/2015-06/30/2015^2505376-Q220	1.00	3.00
04/29/15	2131707	Document Search - - Pacer Service 01/01/2015-03/31/2015^2505376-Q120	1.00	21.50
04/29/15	2131708	Document Search - - Pacer Service 01/01/2015-03/31/2015^2505376-Q120	1.00	0.80
05/14/15	2133200	Duplication	112.00	5.60
05/14/15	2137307	Filing Fees - - Nationwide USDC/SAN DIEGO BUSINESS OFFICE ^ 423847	1.00	10.00
05/14/15	2137308	Filing Fees - - Nationwide USDC/SAN DIEGO BUSINESS OFFICE ^ 423847	1.00	10.00
05/14/15	2137309	Filing Fees - - Nationwide USDC/SAN DIEGO BUSINESS OFFICE ^ 423847	1.00	10.00

09/02/15 16:57:19 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
05/19/15	2134456	Duplication	76.00	3.80
05/20/15	2134457	Duplication	64.00	3.20
05/22/15	2160939	Document Search - - Pacer Service 04/01/2015-06/30/2015^2505376-Q220	1.00	3.50
05/26/15	2135188	Duplication	174.00	8.70
05/28/15	2140633	Duplication	54.00	2.70
05/29/15	2160942	Document Search - - Pacer Service 04/01/2015-06/30/2015^2505376-Q220	1.00	5.60
06/16/15	2160938	Document Search - - Pacer Service 04/01/2015-06/30/2015^2505376-Q220	1.00	3.00
06/23/15	2145998	Duplication	71.00	3.55
06/23/15	2152847	Service of Process - - Nationwide USDC/SAN DIEGO BUSINESS OFFICE ^ 424369	1.00	10.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.6	648.00	388.80
001665	Edward G. Fates	3.8	463.50	1,761.30
		<u>4.4</u>		<u>2,150.10</u>
Total Fees				2,150.10
Total Disbursements				363.10

08/12/15 09:04:37 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: 06-25-2015

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

Proforma Number
Client/Matter Joint Group # 372640-1**Fees for Matter 372640-00004 (Reporting)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/13/15	6507525	Discuss report due April 17 with G. Rodriguez and work on same.	Fates, Edward G.	0.8	370.80	370.80
04/14/15	6508493	Meet with Receiver and G. Rodriguez to discuss report and recommendations due April 17 (1.8); work on report (2.7).	Fates, Edward G.	4.5	2,085.75	2,456.55
04/15/15	6511493	Work on report and recommendation due April 17 and discuss same with Receiver and G. Rodriguez.	Fates, Edward G.	2.8	1,297.80	3,754.35
04/16/15	6512030	Work on report and recommendation due April 17 and exhibits to same and discuss same with Receiver and G. Rodriguez.	Fates, Edward G.	2.6	1,205.10	4,959.45
04/17/15	6513069	Work on report and recommendation due April 17 and exhibits to same and discuss same with Receiver and G. Rodriguez.	Fates, Edward G.	4.2	1,946.70	6,906.15
04/20/15	6515251	Work on Receiver's Eleventh Interim Report.	Fates, Edward G.	0.7	324.45	7,230.60
04/21/15	6515332	Work on Receiver's Eleventh Interim Report.	Fates, Edward G.	1.4	648.90	7,879.50
04/23/15	6518520	Work on Receiver's Eleventh Interim	Fates, Edward G.	1.4	648.90	8,528.40

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Report.				
04/24/15	6519094	Work on Receiver's Eleventh Interim Report.	Fates, Edward G.	1.3	602.55	9,130.95
04/27/15	6520536	Work on Eleventh Interim Report and exhibits to same and discuss with Receiver.	Fates, Edward G.	0.8	370.80	9,501.75
04/28/15	6522304	Review Receiver edits to Eleventh Interim Report and discuss same with Receiver.	Fates, Edward G.	0.4	185.40	9,687.15
04/29/15	6522332	Work on eleventh interim report.	Fates, Edward G.	0.6	278.10	9,965.25
04/30/15	6524018	Finalize eleventh interim report and exhibits.	Fates, Edward G.	0.2	92.70	10,057.95
05/12/15	6536905	Review order adopting information packet and adopting report and recommendation in part and discuss same and next steps with Receiver and G. Rodriguez.	Fates, Edward G.	0.7	324.45	10,382.40
06/17/15	6571713	Review order approving Eleventh Interim Report and discuss same with Receiver.	Fates, Edward G.	0.1	46.35	10,428.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	22.5	463.50	10,428.75
		<u>22.5</u>		<u>10,428.75</u>
Total Fees				10,428.75
Total Disbursements				0.00

08/12/15 09:04:37 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: 06-25-2015

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

Proforma Number
Client/Matter Joint Group # 372640-1**Fees for Matter 372640-00005 (Operations & Asset Sales)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/01/15	6498560	Prepare notice to parties of ex parte application to file recommendation regarding new letters of intent under seal and follow up communications with Schooler's counsel regarding same.	Fates, Edward G.	0.4	185.40	185.40
04/02/15	6498801	Discuss status of A. Jacobson transition issues with G. Rodriguez (.1); discuss cattle guard easement concerns with Receiver and work on same (.7); draft ex parte application to file recommendation regarding letters of intent under seal, declaration and proposed order regarding same (.5); work on communication to City of Fernley regarding easement (.2); discuss recommendation regarding letters of intent with Receiver (.2); finalize same for under seal filing (.4); send same to counsel for parties (.1); follow up with G. Rodriguez regarding letter to insurance carrier regarding change of broker (.1); discuss issues regarding A. Jacobson and transition with G. Rodriguez and assist with drafting communication to A.	Fates, Edward G.	2.7	1,251.45	1,436.85

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Jacobson regarding same (.4).				
04/02/15	6498952	Review issues related to duration of Cattle Guard Easement; complete revisions to Cattle Guard Easement and send to the City of Fernley for review.	Lorenzen, Jonathan	1.2	405.00	1,841.85
04/06/15	6506932	Review order adopting recommendation for letters of intent (.1); review lengthy email from counsel for former partnership administrators and discuss same with Receiver (.2).	Fates, Edward G.	0.3	139.05	1,980.90
04/13/15	6507519	Discuss partnership administrators transition issues with G. Rodriguez (.2); prepare letter to counsel for partnership administrators regarding same (.4).	Fates, Edward G.	0.6	278.10	2,259.00
04/14/15	6508616	Call with counsel for City of Fernley regarding cattle guard easement and discuss same with Receiver.	Fates, Edward G.	0.6	278.10	2,537.10
04/15/15	6511536	Review offer for Western land forwarded by G. Rodriguez.	Fates, Edward G.	0.1	46.35	2,583.45
04/15/15	6511844	Follow up with G. Rodriguez regarding insurance broker issue.	Fates, Edward G.	0.1	46.35	2,629.80
04/17/15	6513659	Review new offers for Las Vegas 1 properties and discuss same with Receiver.	Fates, Edward G.	0.4	185.40	2,815.20
04/20/15	6514056	Review email from Schooler's counsel regarding access to Vista office, discuss same with Receiver, and respond to same (.3); call from Schooler's counsel regarding same (.2); discuss same with G. Rodriguez	Fates, Edward G.	2.0	927.00	3,742.20

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and respond to Schooler's counsel (.4); discuss offers for Las Vegas 1 properties with Receiver and G. Rodriguez, advise Court chambers regarding same, and work on recommendation regarding same (.7); call from Schooler's counsel regarding production of partnership administrator emails and follow up communications regarding same (.4).				
04/21/15	6515671	Review email from Schooler's counsel regarding proposed review of partnership administrator emails prior to production, analyze privilege issues raised, and draft response to same (.8); work on recommendation regarding offers for Las Vegas 1 properties (1.4); review and revise operational billing letter and attached spreadsheet and discuss same with G. Rodriguez (.4).	Fates, Edward G.	2.6	1,205.10	4,947.30
04/22/15	6516361	Prepare ex parte application to file under seal, declaration and proposed order regarding offers for Las Vegas 1 properties.	Fates, Edward G.	0.3	139.05	5,086.35
04/22/15	6516758	Further communications with Schooler's counsel regarding partnership administrator document production (.1); discuss visit to Vista office with G. Rodriguez (.1); revisions to recommendation regarding offers for Las Vegas 1 properties (.2).	Fates, Edward G.	0.4	185.40	5,271.75
04/23/15	6518095	Communications with counsel for SEC and counsel for Defendants regarding notice of ex parte regarding	Fates, Edward G.	0.9	417.15	5,688.90

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		filing recommendation under seal (.2); communications with Schooler's counsel and partnership administrators counsel regarding production of emails (.2); revisions to recommendation regarding Las Vegas 1 offers and supporting declaration (.5).				
04/24/15	6518898	Finalize recommendation regarding offers on Las Vegas 1 properties, ex parte application to file under seal, declaration and proposed order (1.0); send recommendation to counsel for parties (.1).	Fates, Edward G.	1.1	509.85	6,198.75
04/28/15	6522323	Communications with G. Rodriguez and Schooler's counsel regarding access to Vista office to obtain Western and GP records.	Fates, Edward G.	0.2	92.70	6,291.45
04/29/15	6522325	Meet and confer communication to counsel for Schooler and partnership administrators regarding outstanding request for partnership administrator emails (.4); review operational bill for Horizon partners (.2); review and revise expense schedules for operational bills for seven GPs, discuss same with G. Rodriguez (1.1).	Fates, Edward G.	1.7	787.95	7,079.40
05/04/15	6528746	Review lengthy email from partnership administrator's counsel, discuss same with G. Rodriguez, prepare response to same.	Fates, Edward G.	0.6	278.10	7,357.50
05/05/15	6529581	Initial review of emails produced by partnership administrators and discuss same with Receiver.	Fates, Edward G.	0.5	231.75	7,589.25

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/07/15	6533022	Discuss emails produced by A. Jacobson and follow up regarding same with G. Rodriguez and communications with partnership administrators' counsel regarding failure to produce requested emails.	Fates, Edward G.	0.6	278.10	7,867.35
05/08/15	6534375	Review information regarding new offer for Las Vegas 2 property.	Fates, Edward G.	0.2	92.70	7,960.05
05/11/15	6535327	Communications with counsel for City of Fernley regarding cattle guard, review easement grant document, and discuss same with Receiver (.4); discuss letter of intent on Las Vegas 2 with Receiver and call to court chambers regarding same (.3).	Fates, Edward G.	0.7	324.45	8,284.50
05/12/15	6536049	Revisions to cattle guard easement document and communications with counsel for City of Fernley regarding same (.5); review analysis from G. Rodriguez of letter of intent for Las Vegas 2 (.1); review and revise operational billing letters and schedules (.3).	Fates, Edward G.	0.9	417.15	8,701.65
05/13/15	6538445	Work on recommendation regarding letter of intent for Las Vegas 2 property (2.1); discuss same with Receiver (.2).	Fates, Edward G.	2.3	1,066.05	9,767.70
05/14/15	6539074	Discuss billing, operational, and legal issues raised by May 12 order with Receiver and G. Rodriguez (.9); prepare notice of ex parte application regarding filing Las Vegas 2 recommendation under seal (.2); prepare ex parte application, supporting declaration, and proposed	Fates, Edward G.	1.8	834.30	10,602.00

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		order regarding Las Vegas 2 recommendation (.5); discuss Las Vegas 2 recommendation with Receiver (.2).				
05/15/15	6540194	Communications with counsel for parties regarding lodged recommendation for Las Vegas 2 letter of intent.	Fates, Edward G.	0.1	46.35	10,648.35
05/19/15	6544728	Review and revise service agreement for new property tax appeal consultant and discuss same with G. Rodriguez.	Fates, Edward G.	0.5	231.75	10,880.10
05/20/15	6546286	Follow-up with counsel to assess sales process in light of new order from Court, next steps in the sale process (.2).	Zaro, David R.	0.2	129.60	11,009.70
05/21/15	6546552	Discuss information packets and capital call documents with Receiver.	Fates, Edward G.	0.2	92.70	11,102.40
05/22/15	6547626	Discuss need for extension of May 29 deadline for information packets with Receiver and work on stipulation and joint motion regarding same.	Fates, Edward G.	0.5	231.75	11,334.15
05/26/15	6548033	Work on joint motion for extension of deadline to post informational packets and send postcards and emails and discuss same with Receiver (.7); circulate same to SEC's counsel and Schooler's counsel (.2); finalize joint motion and proposed order for filing (.2).	Fates, Edward G.	1.1	509.85	11,844.00
05/28/15	6550767	Review order approving extension of information packet deadline and advise Receiver regarding same.	Fates, Edward G.	0.1	46.35	11,890.35

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/02/15	6557021	Review investor inquiry regarding transfer of GP units from IRA to personal ownership; discuss same with G. Rodriguez.	Fates, Edward G.	0.4	185.40	12,075.75
06/03/15	6558247	Discuss issues regarding delay in payment of administrator fees to Lincoln with G. Rodriguez.	Fates, Edward G.	0.2	92.70	12,168.45
06/04/15	6559725	Review and revise text for postcards to investors regarding informational packets.	Fates, Edward G.	0.2	92.70	12,261.15
06/05/15	6561285	Discuss capital calls, operational bills, broker list prices, and information packets with G. Rodriguez.	Fates, Edward G.	0.4	185.40	12,446.55
06/08/15	6562529	Discuss issues regarding GP insurance premiums with Receiver and G. Rodriguez (.3); communications with counsel for City of Fernley regarding recording of original grant of cattle guard easement and communications with Receiver regarding same (.4).	Fates, Edward G.	0.7	324.45	12,771.00
06/09/15	6565335	Review of issues/impact of ruling by the Court on the SEC's motion for summary judgment and evaluate impact on sale of assets/approach to claims to Receiver's plans for distribution (.4).	Zaro, David R.	0.4	259.20	13,030.20
06/15/15	6569121	Review and revise Yuma II information packet and discuss same with Receiver.	Fates, Edward G.	1.1	509.85	13,540.05
06/17/15	6571276	Discuss communications from potential purchasers for GP properties with Receiver and contact court chambers regarding status of	Fates, Edward G.	0.4	185.40	13,725.45

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		recommendations on LOIs regarding same.				
06/17/15	6571825	Review orders on recommendations regarding letter of intent for Las Vegas 1 property, letter of intent for Las Vegas 2 property and letter of intent for Jamul Valley property and discuss orders and next steps with Receiver.	Fates, Edward G.	1.1	509.85	14,235.30
06/18/15	6574127	Review issues related to asset sale with counsel and advise as to strategy (.4).	Zaro, David R.	0.4	259.20	14,494.50
06/19/15	6574066	Review and revise capital call letter to Desert View investors and discuss same with G. Rodriguez (.4); review and revise counter offer regarding Jamul Valley property (.3).	Fates, Edward G.	0.7	324.45	14,818.95
06/29/15	6583207	Review and revise information packet for LV Kade property and discuss same with Receiver.	Fates, Edward G.	0.6	278.10	15,097.05

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	1.0	648.00	648.00
001665	Edward G. Fates	30.3	463.50	14,044.05
002115	Jonathan Lorenzen	1.2	337.50	405.00
		<u>32.5</u>		<u>15,097.05</u>
Total Fees				15,097.05
Total Disbursements				0.00

08/12/15 09:04:37 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: 06-25-2015

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

Proforma Number
Client/Matter Joint Group # 372640-1**Fees for Matter 372640-00006 (Claims & Distributions)**

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/06/15	6506938	Assist in preparing Receiver's declaration in response to false accusation in investor letter.	Fates, Edward G.	0.2	92.70	92.70
04/07/15	6506931	Advise regarding response to investor Iwanowski's repeated emails (.1); review investor letters filed with court (.2).	Fates, Edward G.	0.3	139.05	231.75
04/08/15	6506928	Review investor emails regarding buy out of GP units and discuss same with Receiver (.3); review investor letters filed with court (.2).	Fates, Edward G.	0.5	231.75	463.50
04/10/15	6506926	Discuss impact of investor settlement with broker on claim against estate with Receiver.	Fates, Edward G.	0.1	46.35	509.85
04/13/15	6508051	Review investor letter filed with Court.	Fates, Edward G.	0.1	46.35	556.20
04/14/15	6509292	Advise Receiver regarding investor inquiry about transfer of GP units to family member.	Fates, Edward G.	0.2	92.70	648.90
04/17/15	6513534	Review lengthy correspondence from investor D. Gilman.	Fates, Edward G.	0.2	92.70	741.60
04/21/15	6515795	Review letter from investor Iwanowski filed with the Court and discuss same	Fates, Edward G.	0.3	139.05	880.65

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		with G. Rodriguez.				
04/27/15	6520443	Review investor legal inquiry and advise G. Rodriguez regarding same.	Fates, Edward G.	0.2	92.70	973.35
05/07/15	6532582	Review inquiry from investor regarding Western agreement to repurchase units and advise Receiver regarding response to same.	Fates, Edward G.	0.2	92.70	1,066.05
05/11/15	6535346	Discuss investor inquiry regarding checks with SEC's counsel and Receiver.	Fates, Edward G.	0.3	139.05	1,205.10
05/13/15	6538742	Discuss response to investor inquiry with Receiver.	Fates, Edward G.	0.1	46.35	1,251.45
05/20/15	6546287	Work with counsel to assess approach to claims and possible distribution in light of the court's ruling on SEC's motion for summary judgment and impact on general partnerships (.4).	Zaro, David R.	0.4	259.20	1,510.65
05/20/15	6545090	Review letter filed with Court by investor Iwanowski (.1); draft update for receivership website regarding disgorgement order and discuss same with Receiver (.2).	Fates, Edward G.	0.3	139.05	1,649.70
05/21/15	6546662	Review emails from investors D. Gilman and S. Gessner regarding disgorgement order.	Fates, Edward G.	0.1	46.35	1,696.05
06/08/15	6562650	Respond to inquiry from counsel for investor.	Fates, Edward G.	0.2	92.70	1,788.75
06/15/15	6569326	Respond to inquiry from investor regarding GPs and distributions.	Fates, Edward G.	0.2	92.70	1,881.45

Proforma Summary

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.4	648.00	259.20
001665	Edward G. Fates	3.5	463.50	1,622.25
		<hr/> 3.9		<hr/> 1,881.45
Total Fees				1,881.45
Total Disbursements				0.00

09/02/15 16:57:48 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: 08-21-2015

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00007 (Third Party Recoveries)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/01/15	6498545	Review document related to LinMar assets, discuss same with Receiver, and initial work on writ applications.	Fates, Edward G.	0.5	231.75	231.75
04/02/15	6499024	Work on enforcement steps regarding bank levy for LinMar Management.	Fates, Edward G.	0.2	92.70	324.45
04/02/15	6516325	Review Regents bank lead and begin papers for bank levy.	Hutter, Timothy	0.4	154.80	479.25
04/07/15	6525518	Finalize applications for levy on bank accounts at Regents bank.	Hutter, Timothy	1.2	464.40	943.65
04/08/15	6519102	Email correspondence with Deputy Richardson of Fresno Sheriff regarding service of real property levy for LinMar III.	Hutter, Timothy	0.2	77.40	1,021.05
04/09/15	6525517	Confer regarding call from Kern sheriff's department with questions on levy application.	Hutter, Timothy	0.6	232.20	1,253.25
04/10/15	6507074	Research regarding real property in Kern County.	Kaup, John T.	0.2	45.00	1,298.25
04/13/15	6507449	Advise regarding LinMar judgment enforcement steps (.1); review senior secured creditor motion for receiver to sell LinMar Tacoma property (.2).	Fates, Edward G.	0.3	139.05	1,437.30

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/13/15	6525514	Confer regarding call from Kern sheriff's department with questions on writ and refusal to proceed with service.	Hutter, Timothy	0.8	309.60	1,746.90
04/17/15	6513724	Review report on LinMar bank levy and judgment enforcement and advise Receiver regarding same.	Fates, Edward G.	0.2	92.70	1,839.60
04/23/15	6517636	Calls with Fresno County Sheriff's office regarding judgment enforcement issues, recording, and APN numbers and discuss same with G. Rodriguez.	Fates, Edward G.	1.1	509.85	2,349.45
04/28/15	6522300	Review report on levy regarding LinMar Management account and advise Receiver regarding same.	Fates, Edward G.	0.2	92.70	2,442.15
04/29/15	6522444	Communications regarding check from LinMar account levy.	Fates, Edward G.	0.1	46.35	2,488.50
04/30/15	6524231	Advise G. Rodriguez re status of LinMar check (.1); return call from creditor of LinMar Shaw regarding potential foreclosure action, advise Receiver re same (.7).	Fates, Edward G.	0.8	370.80	2,859.30
05/06/15	6531712	Discuss strategy regarding seeking receiver for LinMar III and LinMar IV with Receiver (.2); call from counsel for J. Wohler, new owner of LinMar IV (.6); discuss same with Receiver and G. Rodriguez (.6); follow up calls and emails with counsel for J. Wohler (.4).	Fates, Edward G.	1.8	834.30	3,693.60
05/07/15	6532535	Analyze legal issues regarding potential request for receiver for LinMar III and LinMar IV properties (.2); communications with counsel for J. Wohler regarding LinMar IV	Fates, Edward G.	0.6	278.10	3,971.70

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		documents (.1); discuss potential additional bank accounts for LinMar entities and levies regarding same with G. Rodriguez (.3).				
05/08/15	6534470	Review correspondence and attachments from counsel for J. Wohler regarding LinMar IV.	Fates, Edward G.	0.2	92.70	4,064.40
05/08/15	6550578	Analyze next steps for enforcement and possible ex parte motion for appointment of receiver.	Hutter, Timothy	0.6	232.20	4,296.60
05/11/15	6535350	Review communications from counsel for J. Wohler and forward documents produced to Receiver.	Fates, Edward G.	0.1	46.35	4,342.95
05/12/15	6535962	Follow up communications with counsel for J. Wohler (.2); review LinMar IV documents produced by J. Wohler (.3).	Fates, Edward G.	0.5	231.75	4,574.70
05/12/15	6550077	Prepare revised writ and affidavit forms for entry of new writs of execution on Linmar judgments.	Hutter, Timothy	0.8	309.60	4,884.30
05/13/15	6538524	Communications with J. Wohler/LinMar IV's counsel and discuss same with G. Rodriguez.	Fates, Edward G.	0.4	185.40	5,069.70
05/14/15	6539831	Review and execute additional writs for LinMar bank account levies.	Fates, Edward G.	0.2	92.70	5,162.40
05/14/15	6539978	Revise writs of execution and affidavits regarding same for filing on LinMar judgments.	Hutter, Timothy	0.8	309.60	5,472.00
05/15/15	6540652	Call from LinMar III tenant regarding notice of levy posted at building (.3); review email from J. Wohler's counsel and discuss same with Receiver (.2).	Fates, Edward G.	0.5	231.75	5,703.75

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/18/15	6542017	Communications with LinMar III's counsel regarding cash flow, senior secured creditor, and potential assignment of rents (.3); review cash flow statement (.1); discuss same with Receiver and G. Rodriguez (.4); analyze facts and law regarding potential application for receiver over LinMar III and/or LinMar IV and discuss same with Receiver (1.1).	Fates, Edward G.	1.9	880.65	6,584.40
05/18/15	6544678	Research legal standard for appointment of receiver in post-judgment enforcement actions.	Hutter, Timothy	3.4	1,315.80	7,900.20
05/19/15	6543905	Discuss facts, legal issues and strategy regarding LinMar III and LinMar IV with Receiver (.4); work on application for receiver for LinMar III (1.9); discuss LinMar III issues with SEC's counsel (.3).	Fates, Edward G.	2.6	1,205.10	9,105.30
05/19/15	6544664	Draft brief section regarding legal standard for appointment of receiver in post-judgment enforcement actions.	Hutter, Timothy	1.8	696.60	9,801.90
05/19/15	6544666	Work on legal standard for appointment of receiver in post-judgment enforcement actions.	Hutter, Timothy	0.3	116.10	9,918.00
05/20/15	6546289	Review status of the Linmar collection issues, advice to counsel as to writ/sale process (.3).	Zaro, David R.	0.3	194.40	10,112.40
05/20/15	6545049	Work on application for receiver for LinMar III property (3.1); discuss LinMar IV issues with Receiver and call to J. Wohler's counsel regarding same (.7); call with SEC's counsel to	Fates, Edward G.	4.2	1,946.70	12,059.10

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		discuss potential judgment enforcement issues regarding Schooler/LinMar III (.4).				
05/21/15	6546055	Work on application for post-judgment receiver, order to show cause, TRO and related relief (3.4); discuss information on proposed post-judgment receiver need for application with Receiver (.2); discuss information on property values needed for LinMar III and LinMar IV with G. Rodriguez (.2).	Fates, Edward G.	3.8	1,761.30	13,820.40
05/22/15	6548345	Review brief, work on revisions to the motion to appoint receiver re LinMar III (.5). Advice as to LinMar II receivership and collection strategy (.1).	Zaro, David R.	0.6	388.80	14,209.20
05/22/15	6547564	Work on ex parte application for receiver and related relief and proposed receivership appointment order and TRO, and discuss same with G. Rodriguez (2.2); discuss LinMar IV issues with Receiver and G. Rodriguez and communications with J. Wohler's counsel to arrange in person meeting (.6).	Fates, Edward G.	2.8	1,297.80	15,507.00
05/26/15	6547945	Address LinMar IV service and posting issue raised by J. Wohler's counsel (.3); work on ex parte application and proposed order appointing receiver for LinMar III property, temporary restraining order and order to show cause and discuss same with G. Rodriguez (2.6).	Fates, Edward G.	2.9	1,344.15	16,851.15
05/27/15	6549339	Draft Fates and Hebrank declarations	Fates, Edward G.	2.6	1,205.10	18,056.25

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		in support of LinMar III post-judgment receiver application (.8); review documents provided by J. Wohler in preparation for meeting regarding LinMar IV property and discuss same and property valuation with Receiver (.9); meet with Receiver, J. Wohler, and J. Wohler's counsel regarding LinMar IV property, judgment, and potential forbearance agreement (.9).				
05/27/15	6550537	Email correspondence regarding posting procedure required under code and possibility that new owner of Linmar IV could send representative to property rather than having service effected on occupant.	Hutter, Timothy	0.6	232.20	18,288.45
05/27/15	6550538	Review and revise applications for bank levies for Linmar Management, Linmar III and Linmar IV.	Hutter, Timothy	0.4	154.80	18,443.25
05/28/15	6551797	Discuss LinMar III and LinMar Management bank levies and receiver application with Receiver and G. Rodriguez and work on same (1.1); call with counsel for Rabobank regarding LinMar III judgment, enforcement of same, and receiver application and advise Receiver regarding same (.7).	Fates, Edward G.	1.8	834.30	19,277.55
05/28/15	6554106	Revise bank levy documentation for LinMar Management and LinMar III.	Hutter, Timothy	0.8	309.60	19,587.15
05/29/15	6553047	Email notice to LinMar III's counsel regarding Receiver's ex parte application (.1); work on Receiver's application, Hebrank and Fates declarations, and proposed order and	Fates, Edward G.	3.0	1,390.50	20,977.65

09/02/15 16:57:48 PROFORMA STATEMENT FOR MATTER 372640-00007 (Third Party Recoveries) 372640-00007

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		discuss same with Receiver and G. Rodriguez (2.8); communications with Rabobank counsel (.1).				
05/29/15	6554107	Finalize and submit bank levy documentation for LinMar Management and LinMar III.	Hutter, Timothy	0.4	154.80	21,132.45
06/01/15	6556043	Telephone call and emails with counsel for senior lienholder on LinMar III property.	Fates, Edward G.	0.3	139.05	21,271.50
06/02/15	6556724	Emails with counsel for Rabobank regarding LinMar III judgment enforcement and receiver issues (.3); review LinMar III's opposition to Receiver's application and discuss same with Receiver (.7); communications with J. Wohler's counsel regarding potential forbearance agreement for LinMar IV and discuss same with Receiver (.5).	Fates, Edward G.	1.5	695.25	21,966.75
06/03/15	6557573	Discuss issues regarding potential stipulation regarding permanent receiver for LinMar III with Receiver (.4); work on preliminary injunction and permanent receiver order (.4); email communications with LinMar III's counsel (.3); communications with counsel for J. Wohler regarding LinMar IV issues (.1); review order appointing permanent post-judgment receiver and injunction and discuss same with Receiver (.7); call with counsel for senior lender regarding same (.5).	Fates, Edward G.	2.4	1,112.40	23,079.15
06/04/15	6559489	Conference call with post-judgment receiver, Receiver, and G. Rodriguez.	Fates, Edward G.	0.4	185.40	23,264.55

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/08/15	6561909	Attention to status regarding recent LinMar bank levies (.1); communications with counsel for J. Wohler regarding LinMar IV and advise Receiver regarding same (.6).	Fates, Edward G.	0.7	324.45	23,589.00
06/17/15	6571320	Discuss LinMar III receivership with G. Rodriguez.	Fates, Edward G.	0.1	46.35	23,635.35
06/18/15	6572417	Communications with LinMar III receiver (.2); discuss LinMar IV status and strategy with Receiver and communications with J. Wohler's counsel regarding same (.5).	Fates, Edward G.	0.7	324.45	23,959.80
06/19/15	6573766	Calls and emails with counsel for J. Wohler and Receiver regarding payment proposal and delay in enforcing judgment.	Fates, Edward G.	0.6	278.10	24,237.90
06/26/15	6583215	Discuss potential settlement of LinMar IV judgment with Receiver.	Fates, Edward G.	0.2	92.70	24,330.60

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	0.9	648.00	583.20
000820	John T. Kaup	0.2	225.00	45.00
001665	Edward G. Fates	40.2	463.50	18,632.70
002035	Timothy Hutter	13.1	387.00	5,069.70
		<u>54.4</u>		<u>24,330.60</u>
Total Fees				24,330.60
Total Disbursements				0.00

08/12/15 09:04:37 PROFORMA STATEMENT FOR MATTER 372640-00009 (Employment/Fees) 372640-00009

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 06-25-2015

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/15/15	6568568	Assist in preparing Receiver's tenth interim fee application (.6); send fee applications to SEC for review (.2).	Fates, Edward G.	0.8	370.80	370.80
06/17/15	6587654	Discuss tenth interim fee applications with SEC's counsel (.2); revisions to Receiver's fee application and discuss same with Receiver (.6).	Fates, Edward G.	0.8	370.80	741.60
06/19/15	6573767	Communications with Duffy firm regarding next fee application.	Fates, Edward G.	0.2	92.70	834.30

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	1.8	463.50	834.30
		<u>1.8</u>		<u>834.30</u>
Total Fees				834.30
Total Disbursements				0.00