

1 ALLEN MATKINS LECK GAMBLE  
MALLORY & NATSIS LLP  
2 DAVID R. ZARO (BAR NO. 124334)  
515 South Figueroa Street, Ninth Floor  
3 Los Angeles, California 90071-3309  
Phone: (213) 622-5555  
4 Fax: (213) 620-8816  
E-Mail: dzaro@allenmatkins.com

5 EDWARD G. FATES (BAR NO. 227809)  
6 501 West Broadway, 15th Floor  
San Diego, California 92101-3541  
7 Phone: (619) 233-1155  
Fax: (619) 233-1158  
8 E-Mail: tfates@allenmatkins.com

9 Attorneys for Receiver  
THOMAS C. HEBRANK

11 **UNITED STATES DISTRICT COURT**  
12 **SOUTHERN DISTRICT OF CALIFORNIA**

13  
14 SECURITIES AND EXCHANGE  
COMMISSION,

15 Plaintiff,

16 v.

17 LOUIS V. SCHOOLER and FIRST  
18 FINANCIAL PLANNING  
CORPORATION d/b/a WESTERN  
19 FINANCIAL PLANNING  
CORPORATION,

20 Defendants.  
21  
22  
23  
24  
25  
26  
27  
28

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

**RECEIVER'S REPLY TO  
AGUIRRE INVESTORS'  
OPPOSITION TO MOTION FOR:**

**(A) AUTHORITY TO CONDUCT  
ORDERLY SALE OF GENERAL  
PARTNERSHIP PROPERTIES;**

**(B) APPROVAL OF PLAN OF  
DISTRIBUTING RECEIVERSHIP  
ASSETS; AND**

**(C) APPROVAL OF PROCEDURES  
FOR THE ADMINISTRATION OF  
INVESTOR CLAIMS**

Date: May 6, 2016  
Time: 1:30 p.m.  
Ctrm.: 2D  
Judge: Hon. Gonzalo P. Curiel

1 Thomas C. Hebrank ("Receiver"), Court-appointed receiver for First Financial  
2 Planning Corporation d/b/a Western Financial Planning Corporation ("Western"), its  
3 subsidiaries and the General Partnerships listed in Schedule 1 to the Preliminary  
4 Injunction Order entered on March 13, 2013 (collectively, "Receivership Entities"),  
5 submits this reply to the opposition filed by Gary Aguirre on behalf of certain  
6 investors ("Aguirre Investors") to the Motion for (A) Authority to Conduct Orderly  
7 Sale of General Partnership Properties, (B) Approval of Plan of Distributing  
8 Receivership Assets, and (C) Approval of Procedures for the Administration of  
9 Investor Claims ("Motion").

## 10 I. INTRODUCTION

11 As they have consistently over the last two months, the Aguirre Investors  
12 continue to misrepresent the facts and launch spurious attacks at the Receiver.  
13 When they can no longer rely on bluster and false accusations, however, and the  
14 time comes to present a substantive proposal, having had more than two months to  
15 respond to the Motion, the Aguirre Investors say nothing. Instead, having  
16 admittedly been in discussions with Mr. Aguirre since July 2015, they have no  
17 proposal, no viable alternative, and simply parrot the Court's April 6, 2016 Order  
18 directing the Receiver to file a proposal for GPs to vote on exiting the receivership.

19 The Aguirre Investors' opposition should be seen for what it is - a transparent  
20 attempt to attack the Receiver and undermine the Court's orders that imposes costs  
21 on all investors with no benefit. The Court has already considered whether it would  
22 be feasible and prudent to permit some GPs to exit the receivership at several times  
23 and has made it clear it will consider the issue again in connection with the Motion.

24 Not only do the Aguirre Investors fail to present any plan or proposal, but  
25 they contradict themselves repeatedly. First, they argue the report provided by  
26 Xpera Group ("Xpera") provides the best way to maximize the value of GP  
27 properties. Opposition, pp. 16-18. They then argue the One Pot Approach - the  
28 only approach that would make implementing Xpera's recommendations feasible by

1 pooling receivership resources - should be rejected. Opposition, pp. 18-23. Instead,  
2 they simply state all investors should be allowed to vote. In doing so, they ignore  
3 the extensive data showing the vast majority of GPs have no ability to pay for  
4 entitlement work or wait long periods for market conditions to improve. They also  
5 contradict Xpera's recommendations, which include selling 16 GP properties now.

6 Second, the Aguirre Investors falsely accuse the Receiver of *failing to warn*  
7 *investors of the GPs' financial condition* while simultaneously blaming the Receiver  
8 for investors' failure to pay notes and operation bills because *he warned them of the*  
9 *GPs' financial condition*. Opposition, pp. 3-4, 7-8. Third, having repeatedly argued  
10 the Jamul Valley sale must not be confirmed, the Aguirre Investors present the  
11 Xpera report, which recommends the sale. Dkt. No. 1237-2, p. 22 of 30. Fourth, the  
12 Aguirre Investors assert the Receiver has not filed the exact form of interim  
13 accounting report contained in the Securities and Exchange Commission's  
14 ("Commission") billing instructions, while simultaneously arguing the Receiver  
15 would never do anything to "displease" the Commission. Opposition, pp. 11-12, 19.  
16 Finally, the Aguirre Investors join the Dillon Investors' opposition, which does not  
17 request investor voting and supports the One Pot Approach. Dkt. Nos. 1234, 1236.

18 The Aguirre Investors - who represent approximately 5% of the total  
19 investors - are alone in their request to take investor votes, failing to address any  
20 aspect of how GPs could actually exit the receivership. They are also alone in  
21 opposing the One Pot Approach, which is expressly supported by the Receiver, the  
22 Commission, and the Dillon Investors (approximately 3% of investors), and  
23 unopposed by Defendants and the remaining 92% of investors. In addition to being  
24 the most fair and equitable approach to distribution, the One Pot Approach and  
25 pooling of assets has the additional benefit of allowing the Receiver and the Court to  
26 consider implementing certain of the Xpera recommendations, provided the  
27 projected benefits outweigh the projected costs (including carrying costs).

28

## II. DISCUSSION

### A. False and Misleading Statements

As usual, the Aguirre Investors' brief is replete with false and misleading statements and assertions, including the following:

- The Aguirre Investors argue the graph shown on Exhibit B to the Motion showing the decline in GP account balances is a "delayed response by the Receiver" and is "like a locomotive engineer delaying a track change in the face of an oncoming freight train until the passengers' only option is to leap from the train." Opposition, pp. 3-4. This statement, by itself, establishes the Aguirre Investors have no idea what they are talking about. Their suggestion the Receiver has not warned the Court, the parties, and investors of the dire and worsening financial condition of the GPs over the last three and half years demonstrates astonishing ignorance of this case.
- The Aguirre Investors continue to rely on false, emotionally-charged rhetoric such as "the Receiver proposes the fire sale of properties" (Opposition, p. 5) which has no basis in fact and was previously employed by Defendant Louis Schooler ("Schooler") in what the Court recognized were improper attempts to "guide and influence the actions and perceptions of investors in these proceedings." Dkt. No. 549.
- The Aguirre Investors intentionally take the Receiver's statement - "As things currently stand, cash is dissipating with no corresponding appreciation in value of the properties" - out of context and attack it on the grounds that the 23 GP properties, on the whole, appreciated in value. Opposition, p. 6.<sup>1</sup> Anyone reading the Motion would know the statement was made with regard to the 14 GP properties that collectively did not appreciate in value between 2013 and 2015, not all 23 GP properties, some

---

<sup>1</sup> They also cite the wrong pleading - the statement is in Docket No. 1181, page 3, not Docket No. 852, page 33 (no such page exists).

of which did appreciate in value and are specifically discussed in the Motion (pp. 3-7).

- The Aguirre Investors argue the Receiver concealed that property taxes are past due on the LV Kade property. Opposition, pp. 7, 9. Once again, this is false. The Receiver has stated the past due property taxes for LV Kade in multiple reports to the Court. Dkt. Nos. 203, 852. The information packet for the LV Kade property, which is posted at the top of the receivership website (along with the information packets for the 22 other GP properties) and was noticed to investors by mail, specifically states there are unpaid property taxes, which, at that time, totaled at least \$38,362:

The LV Kade Property GPs are already delinquent on 2013 property taxes totaling (\$38,362) and in paying back shortfall loans from Western totaling (\$26,160). All of the GPs in this property are projected to run out of money, and not be able to pay items such as current and past due property taxes and loan payments. Accordingly, a capital call will be sent out shortly to all of the investors in the LV Kade Property GPs to fund these projected deficiencies.

- The Aguirre Investors contend the Receiver has failed "to report anywhere the liabilities of the GPs, such as past due taxes and mortgage payments." Opposition, p. 9. Again, this shows an astonishing lack of awareness. The Receiver has repeatedly advised the Court, the parties, and investors of outstanding balances on mortgages and unpaid property taxes in reports to the Court. Dkt. Nos. 203, 852, 1056, 1181. In fact, the Court specifically had the Receiver prepare an information packet for each GP, which is posted to the receivership website and was noticed to investors by mail. The information packets specifically state outstanding balances on mortgages and past due property taxes.

**B. The Aguirre Investors' Accounting Arguments**

The Aguirre Investors' accusations about accounting information lacking for the Receivership Entities have no merit whatsoever. The Receiver has prepared (a) 14 interim reports stating the receipts and disbursements for the Receivership Entities, including Western, for each calendar quarter (Dkt. Nos. 27, 49, 80, 184, 481, 517, 547, 596, 759, 1000, 1065, 1103, 1148, and 1189), (b) two forensic accounting reports detailing the pre-receivership sources and uses of funds for the Receivership Entities (Dkt. Nos. 182, 504), (c) five separate reports, recommendations, and motions detailing the financial condition of Western and the GPs (Dkt. Nos. 203, 519, 852, 1056, 1181), and (d) 23 information packets with detailed information on the financial condition of each and every GP.

The Aguirre Investors simply ignore this information.<sup>2</sup> For example, they state the Receiver has failed "to provide any information to the Court relating to the receipts and disbursements for Western for any period since the second quarter of 2014." Opposition, p. 9. The Court need only look as far as the Receiver's last interim report, filed on February 22, 2016 (Dkt. No. 1189), to confirm this statement is completely false. Exhibit B to the report - the same form of exhibit attached to every single interim report - reflects the receipts and disbursements for Western for the calendar quarter ending December 31, 2015. Again, the Aguirre Investors demonstrate their complete lack of awareness of accounting information, which information is available to them directly from the receivership website.

The Aguirre Investors next contend the Receiver failed to report receipts and disbursements of approximately \$20 million since his appointment. *Id.* This

---

<sup>2</sup> While ignoring virtually every interim report, forensic accounting report, report and recommendation, and information packet provided by the Receiver, the Aguirre Investors argue one statement made by the Receiver about the "bleak outlook" for investors single-handedly caused every subsequent failure of investors to pay notes or operational bills. Opposition, p. 8. Apparently, the Aguirre Investors' cannot decide whether the Receiver should or should not warn investors about GP financial problems.

1 reflects Mr. Aguirre's failure to review and inquire about information provided to  
2 him by the Receiver. What the Aguirre Investors are actually referring to is the  
3 ACH payment processing method used by Western prior to the receivership  
4 whereby all ACH transactions (investor note payments) are deposited into the  
5 WSCC, LLC bank account (a Western account) and then forwarded to the  
6 appropriate GP accounts. Similarly, GP note payments flow from the GPs to  
7 Western (WFPC - Business account) and then are paid to the holders of underlying  
8 mortgages. Because investor note payments and mortgage payments flow through  
9 Western, the amounts show as deposits and disbursements for the Western entities.

10 The Aguirre Investors then question the reporting of these flow-through  
11 transactions in the Receiver's Ninth Interim Report, where they claim the differences  
12 "in rounded numbers" between Western's deposits and disbursements were  
13 \$1.03 million and \$1.04 million, respectively. Opposition, p. 13. Attached hereto as  
14 Exhibit A is the original detail for the Western "corporate" bank accounts from the  
15 Ninth Interim Report. Included with Exhibit A is the same data from the same time  
16 period (second quarter of 2014) with the flow-through transactions highlighted. For  
17 the WFPC - Business account (GP note payments that flowed through Western to  
18 make underlying mortgage payments), deposits and disbursements are both total  
19 exactly \$341,538. For the WSCC, LLC bank account (investor note payments that  
20 flowed through Western to the appropriate GPs), deposits are \$605,009 and  
21 disbursements are \$600,124 (about \$5,000 had not completed the flow through  
22 process as of the end of the quarter). The total deposits for the two Western bank  
23 accounts are \$946,547, and disbursements are \$941,662, which fully account for the  
24 "rounded" differences. Again, rather than reviewing or inquiring about information  
25 provided, the Aguirre Investors make spurious attacks.

26 The Aguirre Investors' statements regarding the failure to record individual  
27 transactions on a ledger further demonstrate their lack of understanding of the  
28 history and context of the case, including (a) the Court's instructions to the Receiver



1 to preserve the status quo, (b) the fact that Western and many of the GPs have been  
2 in a constant cash flow crisis since the beginning of the case, often lacking sufficient  
3 funds to pay their basic expenses, (c) the fact that administration of the GPs was  
4 handled by the pre-receivership administrators, Alice Jacobson and Beverly Shuler  
5 (who the Aguirre Investors strongly supported), until March 2015, and (d) the  
6 extensive efforts made to minimize administrative expenses.

7 For many years, Alice Jacobson and Beverly Shuler handled the day-to-day  
8 administration of the GPs. Unfortunately, they had no familiarity with or experience  
9 using accounting software, and instead used an outside independent contractor,  
10 Louise Cohen, to compile and enter data into Quickbooks from bank statements at  
11 the end of each year so Duffy Kruspodin & Company, LLP ("Duffy") could prepare  
12 GP tax returns. This system, although unsophisticated and inefficient, was the status  
13 of the administration of the GPs when the Receiver was appointed.

14 As the Court well knows, both Western and many of the GPs have been in a  
15 persistent cash flow crisis since the beginning of the case. Overhauling the  
16 administration of Western and the GPs, hiring and training new personnel, and  
17 instituting new accounting procedures was simply not an option. Making existing  
18 mortgage payments, property tax payments, insurance payments, and meeting other  
19 obligations has been and continues to be a major challenge in itself.

20 Nor would overhauling the administration of the GPs have been appropriate  
21 in light of the Court's orders, which indicated the Court was inclined to permit GPs  
22 to exit the receivership on certain terms and conditions and depending on their  
23 financial health. Once the Court determined the GPs would remain in the  
24 receivership (Dkt. No. 1003), the Receiver was able to install a professional  
25 administrator, Lincoln Property Company ("Lincoln"), which uses more detailed  
26 accounting procedures and has saved the GPs on administration fees in the process.

27 The QuickBooks financial statements prepared by Louise Cohen (2012-2014),  
28 spreadsheets showing receipts and disbursements for each GP (2014 to present),



1 accounting ledgers and financial statements maintained by Lincoln (March 2015 to  
2 present), as well as all GP bank statements since the inception of the receivership  
3 have been provided to the Aguirre Investors. Examples of these documents (not  
4 including bank statements) for one GP - ABL Partners - are attached hereto as  
5 Exhibit B. These documents show the Aguirre Investors' accusation that the  
6 Receiver did not maintain an accounting is patently false.

7 Throughout the case, the Receiver and the Court have had to balance the need  
8 for accounting and transparency, with the precarious financial condition of the GPs,  
9 and the need to preserve receivership assets for the benefit of investors. The  
10 Receiver and the Court have properly exercised their judgment in the administration  
11 of the receivership. The Aguirre Investors, many of whom aligned themselves with  
12 Schooler earlier in the case, contend, without any evidence, that the Receiver must  
13 be hiding something nefarious and, therefore, seek to impose the substantial expense  
14 of further accounting work on all investors. The enormous expense of going back  
15 three and half years to construct a ledger of every GP check and deposit simply to  
16 disprove the Aguirre Investors' paranoia about imaginary first class trips to Hawaii  
17 by the Receiver is not warranted and would be unfair to the other 95% of investors.  
18 If the Aguirre Investors would like such a ledger, they have the bank statements  
19 from which to construct it themselves.

### 20 **C. The Las Vegas Properties**

21 The Aguirre Investors falsely state that Xpera values the Las Vegas properties  
22 collectively (Las Vegas 1, Las Vegas 2, and LV Kade) at \$29,315,441-\$46,558,665.  
23 In fact, Xpera values the Las Vegas properties today at \$17,286,350 to \$22,500,482.  
24 Dkt. 1237-1, p. 29 of 34. The Aguirre Investors try to further mislead the Court by  
25 using the value Xpera anticipates the Las Vegas 1 and LV Kade properties will have  
26 in five years. Obviously, the brokers contacted by the Receiver valued the  
27 properties as they were in 2015. Comparing 2015 broker values to Xpera's 2016  
28

1 values is an "apples to oranges" comparison in itself. The Aguirre Investors stretch  
2 the apples to oranges comparison much further by using a projected value in 2021.

3 **D. The One Pot Approach Should Be Approved**

4 The One Pot Approach appears to be supported by everyone other than the  
5 Aguirre Investors. The Receiver, the Commission, and the Dillon Investors  
6 expressly support it. Defendants and the approximately 92% of investors not  
7 represented by Mr. Aguirre or Mr. Dillon have not opposed it. Rarely, if ever, in  
8 this case has a proposal regarding the GPs received such broad consensus.

9 The Aguirre Investors argue the One Pot Approach should be not be approved  
10 because there is no evidence of fraud or commingling. To the contrary, the Court  
11 specifically found material misrepresentations were made to investors about the  
12 value of the Stead property. Dkt. No. 1081. The Court also recognized the many  
13 similarities in the GP offerings and determined that Western's sale of GP units for  
14 all the GPs was a "single, integrated offering." Dkt. No. 1074, p. 8. Considering the  
15 similarities in the GP offerings, the material misrepresentations made with regard to  
16 Stead, and the enormous amounts the GP properties were marked up by Western and  
17 Schooler (between 109% and 1800%; *See* Motion, Exh. A), it would be imminently  
18 logical and reasonable for the Court to conclude material misrepresentations were  
19 made in connection with sales of GP units as a whole.

20 As discussed in the Commission's response, there is also extensive  
21 commingling of investor funds here, as approximately 93% of all investor funds  
22 passed through the GPs to Western and were used by Western and Schooler for  
23 numerous purposes unrelated to the particular GP through which they passed. The  
24 uses of funds by Western and Schooler are detailed in Part Two of the Receiver's  
25 Forensic Accounting Report. Dkt. No. 504.

26 Therefore, the entire premise on which the Aguirre Investors dispute the One  
27 Pot Approach - that there was no fraud or commingling - is incorrect. The facts and  
28 case law support pooling receivership assets for distribution in these circumstances.

1 Any other methodology would produce vastly different outcomes for similarly  
 2 situated investors based on actions of Western and Schooler and other factors  
 3 unknown to investors and outside their control.

4 **E. Jamul Valley**

5 Perhaps nothing better exemplifies the scattershot, contradictory, litigate-  
 6 everything approach of the Aguirre Investors than the Jamul Valley sale. The  
 7 Aguirre Investors have filed 15 pleadings and declarations arguing the Jamul Valley  
 8 sale to The Nature Conservancy must not be confirmed and would "severely  
 9 prejudice" investors. Dkt. Nos. 1194, 1194-1, 1194-2, 1194-3, 1196, 1199, 1200,  
 10 1201, 1202, 1217, 1217-1, 1219, 1221, 1221-1, 1226. Then, within weeks of  
 11 barraging the Court with requests to deny confirmation of the sale, they submit the  
 12 Xpera report, which makes the following recommendation:

13 *Accept the offer from the Nature Conservancy. It is a*  
 14 *fair offer and has no brokerage commission involved.*

15 Dkt. No. 1237-2, p. 22 of 30 (emphasis added). The Aguirre Investors' Opposition  
 16 is conspicuously silent regarding the Jamul Valley sale, which until now has been  
 17 one of their favorite topics. The Court should not hesitate to confirm the sale, which  
 18 has now been endorsed by the Aguirre Investors' own expert.

19 **III. CONCLUSION**

20 For the foregoing reasons, the Court should grant the relief requested in the  
 21 Motion, as modified by the supplemental sale procedures described in the Receiver's  
 22 concurrently-filed reply to the Dillon Investors' opposition.

23  
 24 Dated: April 22, 2016

ALLEN MATKINS LECK GAMBLE  
 MALLORY & NATSIS LLP

25  
 26 By: /s/ Edward Fates

EDWARD G. FATES  
 Attorneys for Receiver  
 THOMAS C. HEBRANK

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>	<b>PAGE NO.</b>
Exhibit A	WFPC Receipts and Disbursements Schedule Q2 2014	13
Exhibit B	ABL Partners Accounting Records and Financial Statements	16

# EXHIBIT A

# EXHIBIT A

Case 3:12-cv-02164-GPC-JMA Document 759 Filed 09/15/14 Page 14 of 23

## WFPC Receipts and Disbursements Schedule

Q2 2014

Bank Name	Balance at the end of Q4 2013	Balance at the end of Q2 2014	Ending Balance			Deposits			Disbursements		
Fornley I, LLC	5,854.10	184.02	260.66	0.30	2,876.94	2,876.64	3,198.64	2,876.64	2,800.00	3,459.00	-
PSI LLC	7,993.55	449.00	245.26	160.21	4,211.70	4,199.59	4,199.59	4,199.59	4,403.33	4,284.64	148.10
Santa Fe Venture	32,783.84	60,072.08	15,594.22	16,586.93	32,601.92	16,014.99	16,014.99	16,014.99	60,492.85	15,022.28	-
SFV II, LLC	5,691.94	7,357.32	6,557.64	8,575.84	11,072.84	2,497.00	2,497.00	2,497.00	3,296.68	478.80	-
WFPC - Corp	23,554.97	59,740.92	44,419.23	20,728.83	57,735.40	116,140.38	132,208.18	107,164.49	131,462.07	155,898.58	70,157.92
WFPC - Business	-	-	-	-	-	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03
WFPC - Payroll	-	-	-	-	-	-	-	-	-	-	-
WFPC - MMKT	-	-	-	-	-	-	-	-	-	-	-
WFPC - Special	64.22	64.22	64.22	64.22	64.22	-	-	-	-	-	-
WFPC - FFP	3,277.26	1,248.17	277.26	1,875.08	3,261.96	2,029.09	2,507.82	1,386.88	3,000.00	1,000.00	-
WFPC - Las Vegas Prop Tax	1,771.53	1,771.53	1,771.53	1,771.53	1,771.53	-	-	-	-	-	-
WSEC, LLC	66,390.57	12,614.72	18,797.57	3,852.47	17,499.28	203,469.42	201,879.02	199,660.44	197,286.57	216,824.12	186,013.63
First Financial Planning	-	-	-	-	-	-	-	-	-	-	-
Receiver Operating Acct	-	-	-	-	-	-	-	-	-	-	-
Total WFPC Bank Accounts	147,381.98	143,501.98	87,987.59	53,615.41	131,095.79	461,073.14	476,441.27	447,646.06	516,587.53	510,813.45	370,165.68
Total All Bank Accounts	5,674,465.27	5,439,889.67	5,231,761.40	5,087,213.02	5,109,521.49						



**WFPC Receipts and Disbursements Schedule  
Q2 2014**

Bank Name	Balance at the end of Q4 2013	Balance at the end of Q2 2014	Ending Balance			Deposits			Disbursements		
			April	May	June	April	May	June	April	May	June
<b>BANK ACCOUNTS:</b>		March									
Fernley I, LLC	5,854.10	184.02	260.66	0.30	2,876.94	2,876.64	3,198.64	2,876.64	2,800.00	3,459.00	-
P51 LLC	7,993.55	449.00	245.26	160.21	4,211.70	4,199.59	4,199.59	4,199.59	4,403.33	4,284.64	148.10
Santa Fe Venture	32,783.84	60,072.08	15,594.22	16,586.93	32,601.92	16,014.99	16,014.99	16,014.99	60,492.85	15,022.28	-
SFV II, LLC	5,691.94	7,357.32	6,557.64	8,575.84	11,072.84	2,497.00	2,497.00	2,497.00	3,296.68	478.80	-
WFPC - Corp	23,554.97	59,740.92	44,419.23	20,728.83	57,735.40	116,140.38	132,208.18	107,164.49	131,462.07	155,898.58	70,157.92
WFPC - Business	-	-	-	-	-	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03
WFPC - Payroll	-	-	-	-	-	-	-	-	-	-	-
WFPC - MMKT	-	-	-	-	-	-	-	-	-	-	-
WFPC - Special	64.22	64.22	64.22	64.22	64.22	-	-	-	-	-	-
WFPC - FFP	3,277.26	1,248.17	277.26	1,875.08	3,261.96	2,029.09	2,597.82	1,386.88	3,000.00	1,000.00	-
WFPC - Las Vegas Prop	1,771.53	1,771.53	1,771.53	1,771.53	1,771.53	-	-	-	-	-	-
WSCC, LLC	66,390.57	12,614.72	18,797.57	3,852.47	17,499.28	203,469.42	201,879.02	199,660.44	197,286.57	216,824.12	186,013.63
First Financial Planning Receiver Operating Acct	-	-	-	-	-	-	-	-	-	-	-
<b>Total WFPC Bank</b>	147,381.98	143,501.98	87,987.59	53,615.41	131,095.79	461,073.14	476,441.27	447,646.06	516,587.53	510,813.45	370,165.68
<b>Total All Bank Accounts</b>	5,674,465.27	5,439,889.67	5,231,761.40	5,087,213.02	5,109,521.49						

WFPC - Business	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03	113,846.03
WSCC, LLC	203,469.42	201,879.02	199,660.44	197,286.57	216,824.12	186,013.63
<b>Total</b>	<b>\$317,315.45</b>	<b>\$315,725.05</b>	<b>\$313,506.47</b>	<b>\$311,132.60</b>	<b>\$330,670.15</b>	<b>\$299,859.66</b>

ACH Transactions Appearing Twice:

Total Deposits & Disbursements

**\$946,546.97**

**\$941,662.41**

# EXHIBIT B

# EXHIBIT B

**ABL PARTNERS**  
**Statement of Revenues and Expenses - Income Tax Basis**  
**January through December 2012**

	<u>Jan - Dec 12</u>
Income	0.00
Expense	
Accounting	2,576.80
Administrative Fees	1,200.00
Fees	150.00
Insurance	250.00
Office Expense	180.80
Real Estate Taxes	751.89
Total Expense	<u>5,109.49</u>
Net Income	<u><u>-5,109.49</u></u>

4357 ✓

PBC

**ABL PARTNERS**  
**Statement of Assets, Liabilities, Capital - Income Tax Basis**  
**As of December 31, 2012**

	<u>Dec 31, 12</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Cash Security Bus Bk/AmWest Bk	30,009.78 ✓
Total Checking/Savings	<u>30,009.78</u>
Total Current Assets	30,009.78
Other Assets	
Land	1,205,306.92
Water & Sewer Improvements	30,553.69
Notes Receivable Partners	8,858.98
Organization Cost	141,363.51
Amortization Organization Cost	-141,363.51
Total Other Assets	<u>1,244,719.59</u>
<b>TOTAL ASSETS</b>	<u><b>1,274,729.37</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
Partners Capital	1,279,838.86 ✓
Net Income	-5,109.49
Total Equity	<u>1,274,729.37</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>1,274,729.37</b></u>

1,235,861 ✓

PBC

**ABL PARTNERS**  
**Statement of Revenues and Expenses - Income Tax Basis**  
**January through December 2013**

	<u>Jan - Dec 13</u>
Ordinary Income/Expense	
Expense	
Accounting	2,041.62
Administrative Fees	1,540.00
Insurance	275.00
Office Expense	47.65
Appraisal	166.50
Real Estate Taxes	751.89
Total Expense	<u>4,822.66</u>
Net Ordinary Income	-4,822.66
Other Income/Expense	
Other Income	9.97
Total Other Income	<u>9.97</u>
Net Other Income	<u>9.97</u>
Net Income	<u><u>-4,812.69</u></u>

4070 ✓

✓

**ABL PARTNERS**  
**Statement of Assets, Liabilities, Capital - Income Tax Basis**  
**As of December 31, 2013**

	<u>Dec 31, 13</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Cash in AmWest Bank	25,127.12 X
Total Checking/Savings	<u>25,127.12</u>
Total Current Assets	25,127.12
Other Assets	
Land	1,205,316.89
Water & Sewer Improvements	30,553.69
Notes Receivable Partners	8,858.98
Organization Cost	141,363.51 X
Amortization Organization Cost	-141,363.51 X
Total Other Assets	<u>1,244,729.56</u>
<b>TOTAL ASSETS</b>	<u><u>1,269,856.68</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
Partners Capital	1,274,729.37 X
Partners Distributions	-60.00 X
Net Income	-4,812.69
Total Equity	<u>1,269,856.68 X</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>1,269,856.68</u></u>



**ABL**

Actual and Estimated Cash from January 2014 flow through December 2015

	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	2014
Beginning Cash Balance	25,667	25,267	23,455	23,255	22,517	22,117	22,017	21,917	21,817	21,717	21,617	20,734	25,667
<b>Receipts</b>													
Partner Operational Contributions	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-
Partner Note Payments	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Disbursements</b>													
Administrator Payroll	400	-	200	-	100	100	100	100	100	100	100	100	1,400
K1 Preparation	-	-	-	700	-	-	-	-	-	-	-	-	700
Property Taxes/Bond Payments	-	1,637	-	-	-	-	-	-	-	-	784	-	2,421
Insurance	-	-	-	-	300	-	-	-	-	-	-	-	300
Office Supplies	-	175	-	37	-	-	-	-	-	-	-	-	212
Appraisal	-	-	-	-	-	-	-	-	-	-	-	-	-
State and Local Entity Filings	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-
<sup>1</sup> Operational Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-
<sup>1</sup> Mortgage Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	400	1,813	200	737	400	100	100	100	100	100	884	100	5,033
Ending Cash Balance	25,267	23,455	23,255	22,517	22,117	22,017	21,917	21,817	21,717	21,617	20,734	20,634	20,634

**ABL**

Actual and Estimated Cash from January 2014 flow through December 2015

	Balance Sheet 12/31/2013	2014 Activity	Balance Sheet 12/31/2014
Cash AmWest Bank	25,127.12	(5,033.43)	20,093.69
Land	1,205,316.89		1,205,316.89
Other Assets	-		-
Land Improvements	30,553.69		30,553.69
Common Area Improvements	-		-
Notes Receivable Partners	8,858.98	-	8,858.98
Organization Cost	141,363.51		141,363.51
Amortization Organization Cost	(141,363.51)		(141,363.51)
Total Assets	<u>1,269,856.68</u>		<u>1,264,823.25</u>
Other Liabilities	-	-	-
Trust Deed Payable	-	-	-
Partners Capital	(1,274,729.37)		(1,274,729.37)
Partners Contributions	-	-	-
Partners Distributions	60.00		60.00
Net Income	4,812.69	5,033.43	9,846.12
Total Liabilities & Equity	<u>(1,269,856.68)</u>		<u>(1,264,823.25)</u>

**ABL**

Actual and Estimated Cash from January 2014 flow through December 2015

	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	2015	Total
Beginning Cash Balance	20,634	20,534	19,142	19,042	18,259	17,959	17,959	17,819	17,690	17,690	16,939	16,939	20,634	16,939
<b>Receipts</b>														
Partner Operational Contributions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Partner Note Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Disbursements</b>														
Administrator Payroll	100	100	100	-	-	-	139	30	-	30	-	59	558	1,958
K1 Preparation	-	1,291	-	-	-	-	-	-	-	721	-	1,212	3,225	3,925
Property Taxes/Bond Payments	-	-	-	784	-	-	-	-	-	-	-	-	784	3,205
Insurance	-	-	-	-	300	-	-	-	-	-	-	-	300	600
Office Supplies	-	-	-	-	-	-	-	-	-	-	-	101	101	314
Appraisal	-	-	-	-	-	-	-	-	-	-	-	-	-	-
State and Local Entity Filings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	-	-	-	-	-	-	-	100	-	-	-	-	100	100
<sup>1</sup> Operational Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<sup>1</sup> Mortgage Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	100	1,391	100	784	300	-	139	130	-	751	-	1,372	5,068	10,101
Ending Cash Balance	20,534	19,142	19,042	18,259	17,959	17,959	17,819	17,690	17,690	16,939	16,939	15,566	15,566	15,566

1  
3/16/2016  
9:47:13

MASTER  
BS TECATE  
LPC Commercial  
Balance Sheet  
For the Period Ending February 29, 2016

74082 ABL

Description	Account	February Balance	January Balance	Change
ASSETS:				
CASH & CASH EQUIVALENTS				
CASH				
CASH-OPERATING				
Cash-Operating	10510	14,802.23	14,831.78	(29.55)
CASH RESERVES				
CASH-OTHER				
RESTR CASH-ESCROW / RESERV		-	-	-
TOTAL CASH & CASH EQUIVALENTS		14,802.23	14,831.78	(29.55)
A/R AND ACCRUED REVENUE				
INTERCOMPANY				
Intercompany	11101	(7.28)	(7.28)	
A/R-RESIDENTS				
ACCRUED REVENUE				
A/R-INSURANCE				
ACCOUNTS RECEIVABLE-OTHER				
A/R-EMPLOYEES				
A/R-PARTNERS				
A/R-Partner Contrib	11710	8,858.98	8,858.98	
A/R-PARTNERSHIP LOANS				
ALLOW FOR DOUBTFUL ACCTS		-	-	-
TOTAL ACCOUNTS RECEIVABLE		8,851.70	8,851.70	
NOTES RECEIVABLE				
N/R-SECURED				
N/R-UNSECURED				
N/R-TENANTS				
N/R-NON LPC PARTNERS				
N/R-LPC PARTNERS				
N/R-INTERCOMPANY				
N/R-OTHER				
WORK IN PROGRESS				
WORK IN PROGRESS-CONTRA				
REAL PROPERTY-CONTRA				
CAP AMORT LOAN COST				
FIXED ASSETS				
LAND COSTS				
ORIGINAL COSTS				
Acq Real Prop-Land Impr	16105	30,553.69	30,553.69	
Acq Real Property-Comm	16115	1,205,316.89	1,205,316.89	
REHAB COSTS				
CAPITAL IMPROVEMENTS				
OTHER INTANGIBLE ASSETS				
Organization Costs	16505	141,363.51	141,363.51	
LEASEHOLD IMPROVEMENTS				
FARM & NURSERY PROPERTY				

OIL AND GAS EQUIPMENT			
OTHER DEPRECIABLE ASSETS			
FIXED ASSTS-FULLY DEPR/SOLD	-	-	-
TOTAL FIXED ASSETS	1,377,234.09	1,377,234.09	
ACCUMULATED DEPR/AMORT			
ACC DEP/AMOR-ORIG PRJ COST			
ACC DEP/AMORT-REHAB COST			
ACC DEP/AMORT-CAP IMPROVE			
ACC AMORT-OTHER INTAN ASSET			
A/A-Organization Costs	17505	(141,363.51)	(141,363.51)
ACC DEP-LEASEHOLD IMPROV			
ACC DEP-FARM/NURSERY PROP			
ACCUM DEPR-OIL & GAS EQUIP			
ACC DEP-OTHER DEPREC ASSET			
ACC DEP/AMORT-FULL/SOLD	-	-	-
TOTAL ACCUM DEPR/AMORT	(141,363.51)	(141,363.51)	
OTHER ASSETS			
INVENTORY			
PREPAID EXPENSES			
DEPOSITS			
DEFERRED EXPENSES			
INVESTMENTS IN LPC ENTITIES			
INVEST IN NON-LPC ENTITIES			
PARTNER PERS INVESTMENTS			
MISCELLANEOUS ASSETS	-	-	-
TOTAL ASSETS	1,259,524.51	1,259,554.06	(29.55)
LIABILITIES			
A/P AND ACCRUED EXPENSES			
INTERCO PAYABLE/ADVANCES			
ACCOUNTS PAYABLE			
A/P-Trade		36.41	(36.41)
ACCRUED EXPENSES			
Accrued Operating Exp	21310	(36.41)	(36.41)
A/P-OTHER			
A/P-PAYROLL RELATED			
A/P-PARTNERS			
A/P- PARTNERSHIP LOANS			
A/P- P/S LOAN-ACCD INTEREST			
A/P-PTR CONTRIB-PREF RET	-	-	-
TOTAL A/P & ACCRUED EXPENSES	(36.41)		(36.41)
NOTES PAYABLE			
NOTES PAYABLE-RECOURSE			
NOTES PAYBLE-NONRECOURSE			
NOTES PAYABLE-PARTNERS			
NOTES PAYBLE-INTERCO-REC			
NOTES PAYABLE-INTER-NONREC			
N / P-OTHER-RECOURSE			
N / P OTHER-NONRECOURSE			
OTHER LIABILITIES			
UNEARNED REVENUE			
SECURITY DEPOSITS			
DEPOSITS			
GENERAL CLEARING/SUSPENSE			

PAYROLL CLEARING			
DEFERRED INCOME			
MISCELLANEOUS LIABILITIES			
	-	-	-
		(36.41)	(36.41)
TOTAL LIABILITIES			
EQUITY			
FEE OWNERS & INVESTOR ADJ'S			
ADJ TO CAP-OWNERS/INVEST			
OWNERS CONTRIB & DISTRIB			
401K CONTRIB/DISTRIB			
401K PLAN CONTRIBUTIONS			
401K PLAN DISTRIBUTIONS			
CONTRIBUTIONS			
CASH P/S CONTRIBUTIONS			
Cash Contrib-Original	32110	(1,264,823.25)	(1,264,823.25)
PROPERTY P/S CONTRIBUTIONS			
CORPORATE CONTRIBUTIONS			
BASIS ADJ/PTR TRANSFERS			
PARTNER CONTRIB-INTERNAL			
PARTNER PERSONAL CONTRIB			
DISTRIBUTIONS			
CASH P/S DISTRIBUTIONS			
PROPERTY P/S DISTRIBUTIONS			
CORPORATE DISTRIBUTIONS			
PARTNER DISTRIB-INTERNAL			
PARTNER PERSONAL DISTRIB			
INCOME/LOSS			
INCOME/LOSS			
RETAINED EARNINGS ACCTS			
Prior Yr Unallocated P&L	39998	4,727.17	4,727.17
	-	-	-
		(1,260,096.08)	(1,260,096.08)
TOTAL EQUITY		607.98	542.02
INCOME "-"/LOSS CURRENT YEAR			65.96
	-	-	-
		(1,259,524.51)	(1,259,554.06)
TOTAL LIABILITIES & EQUITY			29.55
		=====	=====



**ABL**

## 2016 Cash Flow

	2015	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	2016	Total
Beginning Cash Balance	20,634	15,410	14,832	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	15,410	25,667
<b>Receipts</b>															
Partner Operational Contributions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013 Cleared Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(540)
Interest Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Partner Note Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(540)
<b>Disbursements</b>															
Administrator Payroll	300	-	-	-	-	-	-	-	-	-	-	-	-	-	1,700
Administrative Expense	923	-	-	-	-	-	-	-	-	-	-	-	-	-	923
K1 Preparation	2,503	174	-	-	-	-	-	-	-	-	-	-	-	174	3,377
Property Taxes/Bond Payments	910	-	-	-	-	-	-	-	-	-	-	-	-	-	3,331
Insurance	300	-	-	-	-	-	-	-	-	-	-	-	-	-	600
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Office Supplies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	212
Appraisal	-	375	-	-	-	-	-	-	-	-	-	-	-	375	375
State and Local Entity Filings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Courier Service	7	-	-	-	-	-	-	-	-	-	-	-	-	-	7
Management Fees	280	30	30	-	-	-	-	-	-	-	-	-	-	59	339
<sup>1</sup> Operational Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<sup>1</sup> Mortgage Loan Repayment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	5,223	578	30	-	-	-	-	-	-	-	-	-	-	608	10,865
Ending Cash Balance	15,410	14,832	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802	14,802

1 Payable to Western Financial Planning Corp

PAGE: 1 BANK ACCOUNT RECONCILIATION DATE: 3/16/16 Email Recipients:  
 TIME: 12/52/36  
 REGION: KK AS OF: 2/29/16 REC BY: RPOYNTER  
 LE: 74082-10510 -558315 BU: ABL-Tecate CA  
 BNK ACCT#110007267 BANK: American West

TYPE DESCRIPTION	REF. DATE	REP.	AMOUNT	DAYS OLD Disposition:
BALANCE PER BANK	2/29/16		14,958.10	
* PK RPC PROPERTY TAX ADVISO	111715	001017	126.32-	101
PK LPC WEST, LLC	022416	001025	29.55-	2
ADJUSTED BANK BALANCE			14,802.23	
BALANCE PER BOOKS	2/29/16		14,802.23	
ADJUSTED BOOK BALANCE			14,802.23	
DIFFERENCE			.00	

DF-UNREPORTED DEPOSIT	UD-UNRECORDED DEPOSIT	RE-RECORDING ERROR
BC-BANK CHARGE	UN-UNRECORDED NSF	DT-DEPOSIT IN TRANSIT
IN-INTEREST EARNED	UC-UNRECORDED CHECK	OC-OUTSTANDING CHECK
BE-BANK ERROR	BD-BANK DEBIT	PK-OUTSTANDING CHECK

PAGE: 1 BANK ACCOUNT RECONCILIATION DATE: 3/16/16 Email Recipients:  
 TIME: 12/52/36  
 REGION: KK AS OF: 2/29/16 REC BY: RPOYNTER  
 LE: 74082-10510 -558315 BU: ABL-Tecate CA  
 BNK ACCT#110007267 BANK: American West

TYPE DESCRIPTION	REF. DATE	REF.	AMOUNT	DAYS OLD Disposition:
------------------	-----------	------	--------	--------------------------

BALANCE PER BOOKS:	2/29/16		14,802.23	
--------------------	---------	--	-----------	--

## OUTSTANDING CHECKS:

* PK RPC PROPERTY TAX ADVISO	111715	001017	126.32	101
PK LPC WEST, LLC	022416	001025	29.55	2

BALANCE PER BANK:

14,958.10

Difference:

.00

DF-UNREPORTED DEPOSIT	UD-UNRECORDED DEPOSIT	RE-RECORDING ERROR
BC-BANK CHARGE	UN-UNRECORDED NSF	DT-DEPOSIT IN TRANSIT
IN-INTEREST EARNED	UC-UNRECORDED CHECK	OC-OUTSTANDING CHECK
BE-BANK ERROR	BD-BANK DEBIT	PK-OUTSTANDING CHECK

09200P

Account Ledger Print

Date - 3/16/16  
 Page - 1  
 From Date/Per 02/01/16  
 Thru Date/Per 02/29/16  
 Ledger Type. AA  
 Sub Ledger/Ty \*  
 Currency Code

Account 74082.10510.558315 Banner Bank

DT	Document	Date	Explanation	Batch	Subledger.	Debit	Credit
PK	1025	02/24/16	LPC WEST, LLC	2356460			29.55-
	00530187			Batch Date 02/24/16			
							29.55-

User ID CLPOLK

Ledger Total  
 Unposted  
 Year-to-Date  
 Cumulative

---- Account Balances ----  
 29.55-  
 607.98-  
 14,802.23

## PROOF OF SERVICE

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

On April 22, 2016, I served the within document(s) described as:

- **RECEIVER'S REPLY TO AGUIRRE INVESTORS' OPPOSITION TO MOTION FOR: (A) AUTHORITY TO CONDUCT ORDERLY SALE OF GENERAL PARTNERSHIP PROPERTIES; (B) APPROVAL OF PLAN OF DISTRIBUTING RECEIVERSHIP ASSETS; AND (C) APPROVAL OF PROCEDURES FOR THE ADMINISTRATION OF INVESTOR CLAIMS**

on interested parties in this action by:

☒ **BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF"):** the foregoing document(s) will be served by the court via NEF and hyperlink to the document. On April 22, 2016, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email addressed indicated below:

- Gary J. Aguirre - gary@aguirrelawapc.com; maria@aguirrelawapc.com
- John Willis Berry - berryj@sec.gov; LAROFiling@sec.gov
- Lynn M. Dean - deanl@sec.gov; larofiling@sec.gov; berryj@sec.gov; irwinma@sec.gov; cavallones@sec.gov
- Timothy P. Dillon - tdillon@dghmalaw.com; cbeal@dghmalaw.com; smiller@dghmalaw.com; rabrera@dghmalaw.com
- Philip H. Dyson - phildysonlaw@gmail.com; jldossegger2@yahoo.com; phdtravel@yahoo.com
- Edward G. Fates - tfates@allenmatkins.com; bcrfilings@allenmatkins.com; jholman@allenmatkins.com
- Susan Graham - gary@aguirrelawapc.com
- Eric Hougen - eric@hougenlaw.com
- Sara D. Kalin - kalins@sec.gov; chattoop@sec.gov; irwinma@sec.gov
- David R. Zaro - dzaro@allenmatkins.com; mdiaz@allenmatkins.com

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

Executed on April 22, 2016, at San Diego, California.

\_\_\_\_\_  
Edward G. Fates  
(Type or print name)

\_\_\_\_\_  
/s/ Edward Fates  
(Signature of Declarant)