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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

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

**RECEIVER'S REVISED FIFTEENTH
INTERIM REPORT**

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 on Schedule 1 to the Preliminary
4 Injunction Order entered on March 13, 2013 (collectively, "Receivership Entities"),
5 submits this Revised Fifteenth Interim Report, which focuses on the Receiver's
6 activities during the first quarter of 2016.

7 I. EXECUTIVE SUMMARY

8 During the first quarter of 2016, the Receiver continued his work to preserve
9 and protect the assets of the Receivership Entities, including maintaining operations
10 of the GPs, filing his motion for approval of an orderly sale of GP properties, plan of
11 distributing receivership assets, and procedures for the administration of claims
12 (Dkt. No. 1181), seeking confirmation of the sale of the Jamul Valley property (Dkt.
13 No. 1191), seeking authorization to engage brokers for certain GP properties (Dkt.
14 No. 1203), addressing numerous filings and informal requests for documents and
15 information from the Aguirre Investors and Dillon Investors, and addressing other
16 business and legal issues unique to certain GPs. In addition, the Receiver prepared
17 his Fourteenth Interim Report, which was originally filed on February 22, 2016, and
18 then withdrawn pursuant to the Court's instructions and refiled on June 17, 2016.
19 Dkt. Nos. 1189, 1315.

20 II. SUMMARY OF RECEIVER'S ACTIVITIES

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

24 A. Business Operations

25 The Receiver continued to operate the Receivership Entities, carry out
26 Western's traditional duties with regard to the GPs, process receipts and
27
28

1 disbursements, and address issues regarding GP properties, letters of intent from
2 potential purchasers, and related issues.

3 **B. Western Assets**

4 The Receiver has investigated and pursued recoveries from various Western
5 assets, including the following:

6 **Notes Payable from LinMar Entities.** The Receiver has continued efforts to
7 enforce the judgments entered by the Court against LinMar Management,
8 LinMar III, and LinMar IV. The Receiver has taken various steps to enforce the
9 judgments, including levying on bank accounts (from which \$10,252 was collected
10 towards the LinMar Management judgment), obtaining the appointment of a post-
11 judgment receiver over the LinMar III property, and negotiating a judgment payoff
12 of the LinMar IV judgment with the new owner of LinMar IV. During the first
13 quarter of 2016, the Receiver continued to monitor the activities and progress of the
14 LinMar III post-judgment receiver.

15 **Real Property Owned by Western.** As discussed in the Receiver's Forensic
16 Accounting Report, Part One, Western retained certain parcels of land purchased
17 from third parties when it sold such land to the GPs. Dkt. No. 182, p. 9. In his
18 Seventh Interim Report, the Receiver recommended the Western land parcels be
19 listed for sale with a licensed broker. The Court approved the recommendation.
20 Dkt. No. 549. The properties have since been listed with a licensed broker.
21 Recently, an offer for one of the properties was received. The Receiver negotiated
22 with the prospective purchaser, agreed on terms, subject to Court approval, executed
23 a purchase and sale agreement, and filed a noticed motion seeking approval of the
24 sale. Dkt. No. 1302.

25 **C. Specific Issues Relating to GP Properties**

26 The Receiver has addressed the following issues that have arisen pertaining to
27 GP properties:
28

1 **Yuma II.** The Yuma II property was purchased by Western from Associates
2 Land Specialists of Arizona II, LLC ("ALSA"). The Yuma II property was part of a
3 larger series of parcels that ALSA had purchased from an entity known as the
4 "Taylor Trust" with seller financing from the Taylor Trust. When Western
5 purchased the Yuma II property from ALSA, it agreed to pay a portion of the seller
6 financing owed to the Taylor Trust, with ALSA being responsible for the remainder.
7 A dispute subsequently arose between ALSA and the Taylor Trust as to what
8 payments ALSA had made on its portion of the seller financing. The Taylor Trust
9 threatened to foreclose on the entire series of parcels (including Yuma II), which
10 efforts were stopped when the Receiver provided the Taylor Trust with notice of the
11 Court's Preliminary Injunction Order. The Receiver is now working to resolve the
12 issues and have the Taylor Trust release its deed of trust on the Yuma II property.

13 **Tecate.** The Receiver received a letter from the United States Army Corps of
14 Engineers stating its desire to purchase easements on two of the seven Tecate
15 properties (Vista Tecate and International). The easement would be for the border
16 patrol to use certain paths/trails on the properties, which are very close to the United
17 States/Mexico border. The amounts offered for the easements are very small. The
18 Receiver has spoken to the United States Army Corps of Engineers and is gathering
19 more information about the proposed easements.

20 **Property Tax Appeals.** In 2013, as directed by the Court, the Receiver
21 obtained an appraisal of each GP property for purposes of inclusion in his Real
22 Estate Valuation Report. Dkt. No. 203. In 2015, as directed by the Court, the
23 Receiver obtained an updated appraisal for GP properties that could afford one and
24 broker opinions of value for other GP properties. Based on the appraised values of
25 GP properties and the assessed values of such properties in property tax statements,
26 the Receiver appealed the property tax assessments for certain GPs. To date, those
27 appeals have generated a savings to the GPs of approximately \$88,000, net of fees
28 owed to the property tax consultants, who worked entirely on contingency.

1 **The Stead Property.** As discussed in prior reports, there were two tenants
2 living rent-free in a duplex on the Stead property. Upon learning of the tenants, the
3 Receiver contacted them and advised they would need to pay rent. One tenant left
4 shortly thereafter. The remaining tenant was paying rent, however, the rent was not
5 received timely and consistently. After various attempts to resolve disputes with the
6 tenant, including the tenant demanding improvements to the property, violating the
7 lease and subletting the vacant portion of the property to a third party, and generally
8 failing to timely pay rent, the lease was terminated. The tenant has vacated the
9 property and the Receiver is working with a local broker to secure the property and
10 photograph its condition. The broker has recommended some clean-up efforts,
11 which the Receiver has approved. The Receiver and the broker have negotiated a
12 short-term contract for the broker's property management work.

13 **III. INFORMATION PACKETS AND CAPITAL CALLS**

14 Pursuant to the Court's orders, between May 2015 and January 2016, the
15 Receiver posted all GP information packets to the receivership website, sent out
16 related notices to investors, and issued capital calls to investors in GPs needing to
17 raise capital to cover their operating expenses. The very low response rate from
18 investors to capital calls has recently been reported to the Court. Dkt. No. 1264,
19 Exhibit A. As a result, many GPs have run out of cash. However, as discussed
20 below, pursuant to the Court's May 25, 2016 Order, all assets of the Receivership
21 Entities (Western and the GPs) have been pooled, past due property taxes and
22 mortgage payments have been brought current, and property expenses are being paid
23 from pooled funds. This has stabilized operation of the GP properties and also
24 allowed the Receiver to pay past due amounts owed to administrator Lincoln
25 Property Group and tax accountant Duffy Kruspodin & Company, LLP.

26 **IV. IMPLEMENTATION OF COURT'S MAY 25, 2016 ORDER**

27 Following the hearing held on May 20, 2016, the Court entered its Order
28 Granting in Part and Denying in Part Receiver's Motion for Order (A) Authorizing

1 the Receiver to Conduct an Orderly Sale of General Partnership Properties;
2 (B) Approving the Plan of Distributing Receivership Assets; and (C) Approving
3 Procedures for the Administration of Investor Claims; Denying Aguirre Investors'
4 *Ex Parte* Motion for an Order Setting Evidentiary Hearing and Discovery Schedule
5 ("May 25, 2016 Order"). Dkt. No. 1304.

6 In summary, the Court ruled that (1) the Receiver shall file a proposed
7 modified orderly sale process to incorporate a public sale component in compliance
8 with 28 USC § 2001 within 14 days; (2) the Receiver shall submit a report and
9 recommendation with the Court within 180 days, evaluating the pros and cons of the
10 Xpera Group's recommendations that can feasibly maximize the value of the
11 receivership estate; (3) it would be inequitable and impractical to allow the GPs to
12 exit the receivership; (4) allegations that the Receiver was behaving unethically or
13 irresponsibly are without merit; (5) the Receiver shall refile his Fourteenth Interim
14 Report and file a final fee application at the end of the case consistent with the SEC
15 billing instructions, including the Standardized Fund Accounting Report ("SFAR");
16 (6) any newly created investor entities that seek to purchase GP properties may
17 utilize their projected distribution amounts as a component of their bids; (7) the
18 Receiver's proposed "one pot" distribution of receivership assets is approved; and
19 (8) the Receiver's proposed distribution plan and proposed procedures for the
20 administration of investor claims are approved.

21 The Receiver has promptly taken steps to comply with and implement the
22 Court's May 25, 2016 Order, including:

- 23 • The proposal regarding the modified orderly sales process was filed on
24 June 8, 2016 (Dkt. No. 1309);
- 25 • The Receiver has contacted Mr. Dillon, as well as Xpera, in an attempt to
26 facilitate a meeting between the parties, and potentially engage Xpera on
27 behalf of the receivership estate to provide further consulting services
28 relating to the disposition of GP properties;

- 1 • The Receiver's Fourteenth Interim Report was withdrawn and refiled on
- 2 June 17, 2016 (Dkt. Nos. 1314, 1315);
- 3 • SFAR reports have been prepared as of December 31, 2015 and March 31,
- 4 2016, and have been included with the Fourteenth Interim Report and this
- 5 report;
- 6 • The Receiver has reached out to investors who have previously expressed
- 7 opposition to selling GP properties, offering to assist in coordinating the
- 8 establishment of any new investor entities seeking to purchase GP
- 9 properties;
- 10 • The Receiver has stopped collecting investor note payments to Western
- 11 and capital calls have ceased;
- 12 • Cash balances and operations of the GPs have been consolidated as per the
- 13 approved "one pot" distribution plan.
- 14 • All undisputed property taxes and other past due obligations of the GPs
- 15 have been paid from the pooled funds and brought current;
- 16 • The Receiver is negotiating with various taxing authorities, special
- 17 assessment districts, and mortgage holders regarding reductions in any late
- 18 charges, penalties, default interest, and similar amounts owed that
- 19 previously accrued as a result of GPs that ran out of cash. The Receiver is
- 20 optimistic that significant reductions can be obtained by agreement with
- 21 these parties;
- 22 • All Court-approved fees and costs of the receivership have been paid
- 23 current; and
- 24 • The Receiver is in the process of terminating the contract and services of
- 25 Lincoln Property Group as its services are no longer necessary due the
- 26 consolidation of operations, cessation of investor note payments, and
- 27 cessation of capital calls.
- 28

V. POTENTIAL SALES OF GP PROPERTIES

The following potential sales are pending for GP properties:

- On June 17, 2015, the Court adopted the Receiver's recommendation regarding a letter of intent pertaining to the Jamul Valley property. The Receiver then made a counter offer to the prospective buyer, The Nature Conservancy ("TNC"), and the parties signed a Purchase and Sale Agreement. The title company then stated that it would require an order confirming the sale, stating the buyer's name and the purchase price. Accordingly, the Receiver filed an *ex parte* application for order confirming the sale. Dkt. No. 1191. The Aguirre Investors and Dillon Investors objected. The Receiver then filed a supplement to his request for confirmation of the sale. Dkt. No. 1225. On May 25, 2016, the Court directed the Receiver to submit a noticed motion for confirmation of the sale incorporating the public sale procedures laid out in his supplement. Dkt. No. 1305. The Receiver filed the noticed motion on June 8, 2016, which is set to be heard on July 15, 2016.
- Pursuant to the Court's order approving the engagement of a broker for the Washoe 1 property (Dkt. No. 1168), the Receiver listed the property with the approved broker. The Washoe 1 property is made up of three separate properties. Several offers were received for two of the three properties (Reno Vista and Reno View). The Receiver advised investors of the offers, negotiated with the prospective purchasers, identified the highest and best offer, executed a purchase and sale agreement, subject to Court approval, and filed a motion for approval of the sale. Dkt. No 1285. The motion, which includes the responses from investors to the prospective purchaser's offer, is set to be heard on July 15, 2016.

VI. RECEIPTS AND DISBURSEMENTS

Attached hereto as Exhibit A are summaries of the receipts and disbursements for the GPs and Western entities for the first quarter of 2016. Attached as Exhibit B is a statement of receipts and disbursements for Western for the same period. This statement was prepared on a cash basis. Attached as Exhibit C is the Standardized Fund Accounting Report for the first quarter 2016 consistent with the Securities and Exchange Commission's billing instructions. The source of income in the Line 8 "Miscellaneous – Other" category has been identified as investor payments pursuant to operational billings and GP payments pursuant to GP notes.

VII. INVESTOR COMMUNICATIONS

The Receiver has continued to update his website, www.ethreeadvisors.com, with orders entered by the Court, Receiver reports, and briefs filed by the parties that pertain directly to the receivership. The Receiver and his staff have responded to numerous inquiries from investors and other interested parties about the receivership and have updated the Case Updates section of the Receiver's website to address common questions and themes in correspondence from investors. The Receiver has also provided answers to Frequently Asked Questions to address common investor questions and misconceptions about the receivership. As in the past, the Receiver had to respond to numerous e-mails and calls from investors with concerns. Investors are again reminded of the importance of informing the Receiver of any change in their e-mail address or physical address.

As in prior years, the Receiver engaged Duffy Kruspodin & Company, LLP ("Duffy") to assist in preparing investor K-1 statements, as well as federal and state tax returns for the Receivership Entities. Investor K-1 statements for 2015 were mailed to investors in mid-March 2016.

The Receiver is currently working with Duffy to prepare investor notices regarding the approved claims process and the Receiver's calculation of their claims. Pursuant to the approved procedures, investors will have 30 days from receipt of the

1 notice to respond in writing with any dispute concerning the calculation, stating the
 2 nature of the dispute, and provide documentation supporting their position as to the
 3 calculation of their claim amount. The Receiver will consider all such responses,
 4 attempt to resolve disputes with the applicable investors, and if a resolution cannot
 5 be reached, file a motion requesting the Court determine the applicable claims. The
 6 Receiver will also file a schedule of allowed claim amounts for each investor.

7 **VIII. RECOMMENDATIONS**

8 The Receiver recommends the receivership over Western and the other
 9 Receivership Entities continue pursuant to the Court's orders and the Receivership
 10 Entities' assets continue to be preserved and protected until such time as
 11 distributions have been made pursuant to the Court-approved distribution plan and
 12 the Receiver provides his final report and accounting.

13 **IX. CONCLUSION**

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

16
 17 Dated: September 20, 2016

ALLEN MATKINS LECK GAMBLE
 MALLORY & NATSIS LLP

19 By: /s/ Edward Fates

20 EDWARD G. FATES
 Attorneys for Receiver
 THOMAS C. HEBRANK

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	PAGE NO.
Exhibit A	Summaries of Receipts and Disbursements for the GPs and Western Entities for the First Quarter of 2016	12
Exhibit B	Statement of Receipts and Disbursements for Western for the First Quarter of 2016	17
Exhibit C	Standardized Fund Accounting Report	19

EXHIBIT A

EXHIBIT A

Receipts and Disbursements for GPs -- Q1 2016

	Q4 2015	Q1 2016								
	December 2015	January 2016			February 2016			March 2016		
	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance
Fernley I										
Crystal Clearwater Partners (2011)	46,708	732	244	47,196	605	-	47,801	177	-	47,978
Clearwater Bridge LLC	15,239	244	1,309	14,174	467	1,334	13,307	616	1,954	11,968
High Desert LLC	13,355	325	2,168	11,513	545	2,644	9,413	-	2,857	6,556
High Desert Partners (2011)	42,002	1,421	325	43,099	1,421	-	44,520	1,421	-	45,941
	117,305	2,722	4,045	115,981	3,038	3,978	115,041	2,215	4,812	112,443
Silver Springs North										
North Springs (2007)	32,472	1,107	-	33,579	1,284	515	34,348	1,107	156	35,299
Rawhide (2007)	26,244	1,262	3,027	24,479	1,216	586	25,108	2,189	156	27,142
Highway 50 (2008)	785	1,235	-	2,020	3,095	325	4,790	2,228	156	6,863
Orange Vista (2008)	52,705	1,168	2,742	51,132	1,168	3,185	49,115	1,168	2,898	47,386
	112,206	4,772	5,769	111,209	6,763	4,611	113,362	6,693	3,365	116,690
Silver Springs South										
Rail Road Partners (2006)	84,497	560	22	85,035	560	178	85,417	560	246	85,731
Spruce Heights Partners (2007)	102,001	425	22	102,404	425	603	102,225	-	246	101,979
Vista Del Sur (2007)	37,138	1,751	3,786	35,104	1,751	4,028	32,827	1,751	4,010	30,568
Lahontan (2007)	62,719	-	3,520	59,199	1,588	3,898	56,890	3,176	2,149	57,917
	286,355	2,736	7,350	281,741	4,324	8,707	277,358	5,488	6,652	276,194
Washoe 3										
Spanish Springs Partners (2003)	799	-	-	799	566	-	1,364	-	-	1,364
Antelope Spring Partners (2004)	2,169	450	-	2,619	41	-	2,660	-	-	2,660
Wild Horse Partners (2004)	994	-	-	994	-	-	994	4,760	507	5,247
Big Ranch Partners (2004)	2,335	671	-	3,006	-	-	3,006	-	100	2,906
	6,296	1,121	-	7,417	607	-	8,024	4,760	608	12,177
Washoe 5										
Pyramid Highway 177 (2010)	13,909	221	9,844	4,286	221	-	4,507	221	-	4,728
Pyramid Highway LLC	205	9,844	869	9,179	511	1,510	8,180	-	1,384	6,797
Frontage LLC	4,883	1,222	1,748	4,357	507	2,035	2,829	10,000	2,091	10,739
Frontage 177 (2010)	19,150	-	244	18,906	978	-	19,885	1,956	10,000	11,841
	38,147	11,286	12,704	36,729	2,217	3,545	35,401	12,177	13,474	34,104
Dayton I										
Dayton View Partners (1999)	34,526	-	475	34,051	187	163	34,076	-	331	33,744
Fairway Partners (2000)	41,804	-	475	41,329	102	163	41,268	-	331	40,937
Green View Partners (2000)	45,468	-	475	44,993	37	163	44,868	-	331	44,537
Par Four Partners (2001)	44,012	-	475	43,537	54	163	43,428	-	331	43,097
	165,810	-	1,900	163,910	380	650	163,640	-	1,325	162,315
Dayton II										
Storey County Partners (2005)	24,936	-	100	24,836	-	193	24,643	292	184	24,751
Comstock Partners (2005)	15,001	-	100	14,901	86	325	14,662	983	184	15,461
Silver City Partners (2005)	10,739	-	100	10,639	33	163	10,510	-	184	10,326
Nevada View Partners (2005)	0	309	100	209	1,198	-	1,407	-	100	1,307
	50,676	309	400	50,585	1,317	680	51,222	1,275	652	51,845
Dayton III										
Gold Ridge Partners (2005)	170,690	-	-	170,690	133	163	170,661	-	81	170,579
Sky View Partners (2005)	219,308	-	-	219,308	192	163	219,338	-	81	219,257
Grand View Partners (2005)	205,980	-	-	205,980	126	163	205,943	-	81	205,862
Rolling Hills Partners (2006)	208,205	-	-	208,205	-	356	207,849	-	81	207,767
	804,183	-	-	804,183	451	844	803,790	-	325	803,465
Dayton IV										
Eagle View Partners (2008)	161,276	5,537	54,282	112,531	4,642	-	117,173	4,805	-	121,978
Eagle View LLC	2,952	54,122	9,041	48,034	605	10,159	38,480	-	9,675	28,805
Falcon Heights Partners (2008)	140,803	3,096	122	143,777	-	-	143,777	5,591	46,000	103,368
Falcon Heights LLC	20,700	122	8,198	12,623	604	9,590	3,638	46,000	8,832	40,805
Night Hawk Partners (2009)	207,851	3,089	80,122	130,819	3,613	-	134,431	3,089	-	137,520
Nighthawk LLC	2,634	80,122	6,511	76,246	-	7,558	68,687	-	7,495	61,193
Osprey Pescador LLC	17,834	122	5,510	12,446	659	6,475	6,631	50,000	6,019	50,612
Osprey Partners (2010)	228,988	2,818	122	231,685	2,818	-	234,503	2,595	50,000	187,098
	783,039	149,028	163,907	768,160	12,941	33,782	747,319	112,080	128,020	731,380

<u>Minden</u>										
Carson Valley Partners (1998)	1,607	-	-	1,607	367	163	1,812	358	176	1,994
Heavenly View Partners (1998)	2,371	-	-	2,371	51	884	1,538	647	-	2,185
Sierra View Partners (1999)	8,954	-	-	8,954	161	325	8,790	-	270	8,520
Pine View Partners (1999)	1,411	-	-	1,411	702	163	1,950	114	270	1,794
	14,342	-	-	14,342	1,282	1,534	14,090	1,120	716	14,494
<u>Washoe I</u>										
Reno View (1981)	1,074	829	250	1,653	184	217	1,621	-	108	1,512
Reno Vista (1981)	1	3,718	-	3,719	-	-	3,719	-	-	3,719
Reno Partners (1982)	2,384	4,974	201	7,157	101	217	7,041	-	108	6,933
	3,459	9,521	451	12,529	285	433	12,380	-	217	12,164
<u>Washoe 4</u>										
Rose Vista (2006)	34,562	655	-	35,217	655	175	35,697	655	81	36,271
Steam Boat Partners (2006)	56,767	667	-	57,433	801	163	58,072	667	81	58,657
Galena Ranch Partners (2006)	102,912	1,141	-	104,053	1,308	325	105,036	1,176	81	106,131
Redfield Heights Partners (2006)	80,989	-	-	80,989	700	325	81,364	-	81	81,282
	275,229	2,463	-	277,692	3,464	988	280,169	2,498	325	282,342
<u>Stead</u>										
P-39 Aircobra Partners (2012)	108,610	1,470	25,298	84,782	1,235	-	86,016	1,075	-	87,091
P-39 Aircobra LLC	2,274	25,298	2,334	25,238	551	2,806	22,982	-	2,299	20,683
P-40 Warhawk LLC	4,533	25,298	2,260	27,571	551	2,752	25,370	-	2,225	23,144
P-40 Warhawk Partners (2012)	135,525	1,945	25,298	112,172	1,746	-	113,918	1,746	-	115,663
F-86 LLC	50	-	-	50	-	-	50	-	-	50
F-86	65,616	-	-	65,616	-	-	65,616	-	350	65,266
	316,608	54,011	55,190	315,428	4,082	5,558	313,952	2,820	4,875	311,898
<u>Bratton Valley</u>										
Valley Vista (1987)	790	-	-	790	-	-	790	-	217	574
Bratton View (1987)	7,673	279	-	7,952	279	-	8,231	74	-	8,305
Honey Springs (1988)	8,259	837	-	9,096	-	433	8,663	-	108	8,555
	16,723	1,116	-	17,839	279	433	17,684	74	325	17,434
<u>Jamul Valley</u>										
Jamul Meadows (1988)	4,789	-	1,212	3,578	3,091	810	5,859	943	108	6,693
Lyons Valley (1988)	14,051	-	335	13,716	445	433	13,728	3,821	108	17,441
Hidden Hills (1988)	7	-	-	7	5,175	-	5,182	-	-	5,182
	18,848	-	1,547	17,301	8,710	1,243	24,769	4,764	217	29,316
<u>Tecate</u>										
ABL (1992)	15,566	-	512	15,054	-	96	14,958	-	30	14,929
Mex-Tec (1993)	31,153	-	512	30,641	-	211	30,430	-	30	30,401
Borderland (1993)	237	1,492	-	1,729	1,064	-	2,792	473	300	2,966
Prosperity (1994)	42	-	-	42	3,304	-	3,346	785	300	3,832
Fretrade (1991)	17	-	-	17	1,679	-	1,696	520	-	2,217
Suntec (1991)	39	-	-	39	3,947	-	3,986	785	-	4,771
Via 188 (1990)	565	-	-	565	3,359	1,000	2,924	738	-	3,662
International (1990)	10	487	-	497	504	-	1,001	73	173	901
Tecate South (1989)	99	-	-	99	157	-	256	600	157	699
Twin Plant (1989)	5,820	-	27	5,793	4,710	59	10,444	1,771	-	12,215
Vista Tecate (1990)	7	-	-	7	837	-	844	153	700	297
	53,556	1,979	1,052	54,483	19,562	1,365	72,680	5,899	1,689	76,889
<u>Yuma I</u>										
Gila View (2006)	1,848	1,294	-	3,142	17	433	2,726	3,243	-	5,968
Painted Desert (2006)	4,425	1,184	1,204	4,405	70	1,438	3,037	3,985	3,155	3,867
Snow Bird (2006)	1,008	751	-	1,760	3,142	217	4,685	1,729	108	6,305
	7,281	3,229	1,204	9,306	3,229	2,088	10,447	8,956	3,263	16,141
<u>Yuma II</u>										
Desert View (2006)	1,629	762	-	2,391	762	-	3,153	762	-	3,916
Sonora View (2007)	70,624	1,051	2,123	69,552	1,126	2,286	68,393	1,051	3,460	65,984
Mesa View (2007)	59,412	1,877	3,076	58,212	1,877	3,330	56,759	1,877	4,413	54,223
Road Runner (2007)	80,452	301	1,055	79,698	415	1,217	78,896	301	2,392	76,806
	212,117	3,991	6,255	209,854	4,180	6,833	207,201	3,991	10,264	200,928
<u>Yuma III</u>										
Mountain View (2008)	1,703	410	123	1,991	410	884	1,517	410	248	1,679
Ocotillo (2008)	23,161	517	-	23,678	604	163	24,120	517	854	23,783
Cactus Ridge (2008)	945	359	-	1,304	359	325	1,338	359	248	1,450
Mohawk Mountain Partners (2008)	2,592	1,717	-	4,308	1,717	1,879	4,146	1,619	2,570	3,195
	28,401	3,003	123	31,281	3,090	3,251	31,121	2,906	3,920	30,107

<u>Las Vegas 1</u>	4									
Park Vegas Partners (2011)	35	-	-	35	608	-	643	1,208	-	1,851
Production Partners (2010)	403	1,186	-	1,590	8,691	-	10,281	-	-	10,281
Silver State Partners (2010)	814	1,271	89	1,995	256	217	2,034	-	48	1,986
(Note 4)	1,252	2,457	89	3,620	9,555	217	12,959	1,208	48	14,119
<u>Las Vegas 2</u>										
Rainbow Partners (1994)	10,530	409	-	10,939	227	325	10,840	-	538	10,303
Horizon Partners (1994)	2,569	-	-	2,569	-	-	2,569	-	-	2,569
	13,098	409	-	13,507	227	325	13,409	-	538	12,872
<u>LV Kade Property</u>										
Hollywood Partners (1996)	16,548	-	-	16,548	491	432	16,607	-	81	16,525
BLA Partners (1997)	20,563	400	-	20,963	-	336	20,628	-	81	20,546
Checkered Flag Partners (1997)	14,430	1,442	-	15,872	-	685	15,188	-	81	15,106
Victory Lap Partners (1998)	4,268	5,222	-	9,490	1,362	334	10,518	274	81	10,710
	55,809	7,064	-	62,873	1,853	1,787	62,940	274	325	62,888
<u>Santa Fe</u>										
Santa Fe View (2008)	14,468	2,624	2,982	14,110	2,624	2,471	14,263	2,624	2,624	14,263
Santa Fe View LLC	1	70	2,982	2,900	153	2,471	2,624	0	2,791	2,624
Pueblo LLC	1	5,269	217	-	5,485	-	517	4,968	-	233
Pueblo (2009)		10,273	1,023	217	11,079	1,223	-	12,302	716	-
The Pecos LLC	1	16,232	217	-	16,449	611	298	16,761	-	108
Pecos (2011)		35,019	474	217	35,276	474	-	35,750	474	-
		81,331	7,536	6,316	82,551	7,403	5,911	84,044	6,604	5,589
Grand Totals		3,462,073	268,753	268,301	3,462,524	99,239	88,763	3,473,001	185,803	191,542
										3,467,262

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

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

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

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

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

Note 6: The Washoe 1 GPs own their parcels individually and are not co-tenants

Note 7: The Washoe 3 property is two separate properties; one is owned by Spanish Springs and Antelope Springs and the other is owned by Wild Horse and Big Ranch

WFPC Receipts and Disbursements Schedule
Q1 2016

Bank Name	Balance at the end of Q4 2015	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Ending Balance	Receipts	Disbursements	Balance at the end of Q1 2016
BANK ACCOUNTS:	Dec-15	Jan-16	Jan-16	Jan-16	Feb-16	Feb-16	Feb-16	Mar-16	Mar-16	Mar-16
Fernley I, LLC	2,956	2,877	5,800	33	3,227	3,225	35	2,877	-	2,911
P51 LLC	5,013	5,200	8,400	1,813	4,206	4,351	1,668	4,200	4,677	1,190
Santa Fe Venture	1,702	2,900	-	4,602	2,624	350	6,875	2,624	-	9,499
SFV II, LLC	4,685	2,497	-	7,182	2,497	-	9,679	2,497	7,490	4,686
WFPC - Corp	94,050	65,491	102,172	57,369	58,563	76,741	39,192	47,934	70,534	16,591
WFPC - Business	-	98,606	98,606	-	70,654	70,654	-	66,345	66,345	-
WFPC - Payroll (Closed)	-	-	-	-	-	-	-	-	-	-
WFPC - MMKT (Closed)	-	-	-	-	-	-	-	-	-	-
WFPC - Special	64	-	-	64	-	-	64	-	-	64
WFPC - FFP	633	424	900	157	812	900	69	1,239	-	1,308
WFPC - Las Vegas Prop Tax	1,772	-	-	1,772	-	-	1,772	-	-	1,772
WSCC, LLC	31,192	112,333	108,328	35,197	101,211	104,167	32,241	109,629	124,819	17,051
Total WFPC Bank Accounts	142,067	290,327	324,206	108,188	243,794	260,388	91,594	237,344	273,865	55,073

EXHIBIT B

EXHIBIT B

**Western Financial Planning
Receipts and Disbursements**

Cash Basis	2014	2015				2016
	Totals	Totals	January	February	March	Totals
Income						
Note Payments from GPs	1,480,585.92	1,170,393.49	65,181.85	56,131.44	46,821.46	168,134.75
Legacy Commissions	3,991.94	3,790.13	308.69	267.68	510.72	1,087.09
Reversal of Bank Fees	757.01	-				-
Repayment of GP Operational Loans	¹ 60,000.00	-				-
Miscellaneous	² 2,143.81	292,972.14		2,164.29	601.58	2,765.87
Total Revenue	1,547,478.68	1,467,155.76	65,490.54	58,563.41	47,933.76	171,987.71
Expenses						
Operational Expenses						
Storage	4,675.78	8,797.47	1,000.00	1,000.00	1,000.00	3,000.00
Phone	1,189.15	-				-
Postage	8,855.12	-				-
Computer/IT	1,094.95	8,902.67	45.00	45.00	45.00	135.00
Operational Misc.	7,970.22	3,977.22			2,296.36	2,296.36
WFPC bookkeeping employee fees	29,721.54	43,611.10	3,369.24	3,169.24	3,369.24	9,907.72
Payments to Underlying Mortgage Holders	³ 1,171,311.83	768,861.56	37,610.42	7,445.17	62,333.72	107,389.31
Property Taxes (WFPC Owned RE)	3,675.81	2,104.10			20.00	20.00
Bank Fee	4,065.13	2,027.08	195.88	210.08		405.96
Transfers to WSCC to Cover Intercompany Trans	12,139.95	67,327.09				-
Corporate Filing Expenses	3,777.59	6,959.00		350.00	650	1,000.00
Franchise Tax Board		-				-
GP Operational bills Paid by Western	⁴	10,289.57		2,357.00	819.65	3,176.65
Court Approved Fees and Costs of the Receivership	306,024.49	465,181.28	59,951.01	62,164.29		122,115.30
Total Expenses	1,556,101.56	1,388,038.14	102,171.55	76,740.78	70,533.97	249,446.30
Net Operating Surplus/(Loss)	(8,622.88)	79,117.62	(36,681.01)	(18,177.37)	(22,600.21)	(77,458.59)
Beginning Cash	23,554.97	14,932.09	94,049.71	57,368.70	39,191.33	94,049.71
Ending Cash	14,932.09	94,049.71	57,368.70	39,191.33	16,591.12	16,591.12

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

² Miscellaneous income in February 2016 due to reimbursement from GPs for 2015 K-1 expenses.

Miscellaneous income in March 2016 due to reimbursement from GPs for 2015 K-1 expenses.

³ Payments are sent timely, however some checks may not clear the bank until the following month and are recorded accordingly.

This amount will continue to decrease as additional mortgages are paid off in 2016.

⁴ GP Operational bills that were paid by Western in 2016 for GP insurance.

EXHIBIT C

EXHIBIT C

Thomas C. Hebrank, Receiver
E3 Advisors
401 West A Street, Suite 1830
San Diego, CA 92101
(619) 567-7223

**STANDARDIZED FUND
ACCOUNTING REPORT**
(As Amended 09/19/16)

CIVIL - RECEIVERSHIP FUND

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

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

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

REPORTING PERIOD 01/01/2016 TO 03/31/2016

STANDARDIZED FUND ACCOUNTING REPORT for Western Financial Planning - Cash Basis

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

Reporting Period 01/01/2016 to 03/31/2016

FUND ACCOUNTING (See instructions):			
	Detail	Subtotal	Grand Total
Line 1 Beginning Balance (As of 01/01/16):	3,595,088		3,595,088
<i>Increases in Fund Balance:</i>			
Line 2 Business Income	-		-
Line 3 Cash and Securities	-		-
Line 4 Interest/Dividend Income	-		-
Line 5 Business Asset Liquidation	-		-
Line 6 Personal Asset Liquidation	-		-
Line 7 Third-Party Litigation Income	-		-
Line 8 Miscellaneous - Other* ¹	766,481		766,481
Total Funds Available (Lines 1 - 8):	4,361,569		4,361,569
<i>Decreases in Fund Balance:</i>			
Line 9 Disbursements to Investors	-		-
Line 10 Disbursements to Receivership Operations			
Line 10a Disbursement to Receiver or Other Professionals	(122,115)		(122,115)
Line 10b Business Asset Expenses*	(712,030)		(712,030)
Line 10c Personal Asset Expenses	-		-
Line 10d Investment Expenses	-		-
Line 10e Third-Party Litigation Expenses	-		-
1. Attorney Fees	-		-
2. Litigation Expenses	-		-
Total Third-Party Litigation Expenses	-		-
Line 10f Tax Administrator Fees and Bonds	-		-
Line 10g Federal and State Tax Payments	-		-
Total Disbursements for Receivership Operations			(834,145)
Line 11 Disbursements for Distribution Expenses Paid by the Fund:			
Line 11a Distribution Plan Development Expenses:			
1. Fees:			
Fund Administrator.....	-		-
Independent Distribution Consultant (IDC).....	-		-
Distribution Agent.....	-		-
Consultants.....	-		-
Legal Advisors.....	-		-
Tax Advisors.....	-		-
2. Administrative Expenses	-		-
3. Miscellaneous	-		-
Total Plan Developmental Expenses			-
Line 11b Distribution Plan Implementation Expenses:			
1. Fees:			
Fund Administrator.....	-		-
IDC.....	-		-
Distribution Agent.....	-		-
Consultants.....	-		-
Legal Advisors.....	-		-
Tax Advisors.....	-		-
2. Administrative Expenses	-		-
3. Investor Identification:			
Notice/Publishing Approved Plan.....	-		-
Claimant Identification.....	-		-
Claims Processing.....	-		-
Web Site Maintenance/Call Center.....	-		-
4. Fund Administrator Bond	-		-
5. Miscellaneous	-		-
6. Federal Account for Investor Restitution (FAIR) Reports Expenses	-		-
Total Plan Implementation Expenses			-
Total Disbursements for Distribution Expenses Paid by the Fund			-
Line 12 Disbursements to Court/Other:			
Line 12a Investment Expenses/Court Registry Investment System (CRIS) Fees	-		-
Line 12b Federal Tax Payments	-		-
Total Disbursement to Court/Other:			-
Total Funds Disbursed (Lines 9 - 11):			(834,145)
Line 13 Ending Balance (As of 03/31/2016):			3,527,424

* Note: In/out transactions (ACH and entity transfers) excluded from these totals.

¹ Miscellaneous/Other Income consists of investor operational billing and GP note payments

STANDARDIZED FUND ACCOUNTING REPORT for Western Financial Planning - Cash Basis

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

Reporting Period 01/01/2016 to 03/31/2016

Line 14 Ending Balance of Fund - Net Assets:			
Line 14a Cash & Cash Equivalents			3,527,424
Line 14b Investments			-
Line 14c Other Assets or Uncleared Funds			-
Total Ending Balance of Fund - Net Assets			3,527,424
OTHER SUPPLEMENTAL INFORMATION:			
	Detail	Subtotal	Grand Total
Report of Items NOT to be Paid by the Fund:			
Line 15 Disbursement for Plan Administration Expenses Not Paid by the Fund:			
Line 15a Plan Development Expenses Not Paid by the Fund:			
1. Fees:			
Fund Administrator.....	-		-
IDC.....	-		-
Distribution Agent.....	-		-
Consultants.....	-		-
Legal Advisors.....	-		-
Tax Advisors.....	-		-
2. Administrative Expenses	-		-
3. Miscellaneous	-		-
Total Plan Developmental Expenses Not Paid by the Fund			-
Line 15b Plan Implementation Expenses Not Paid by the Fund			
1. Fees:			
Fund Administrator.....	-		-
IDC.....	-		-
Distribution Agent.....	-		-
Consultants.....	-		-
Legal Advisors.....	-		-
Tax Advisors.....	-		-
2. Administrative Expenses	-		-
3. Investor Identification			
Notice/Publishing Approved Plan.....	-		-
Claimant Identification.....	-		-
Claims Processing.....	-		-
Web Site Maintenance/Call Center.....	-		-
4. Fund Administrator Bond	-		-
5. Miscellaneous	-		-
6. FAIR Reporting Expenses	-		-
Total Plan Implementation Expenses Not Paid by the Fund			-
Line 15c Tax Administrator Fees & Bonds Not Paid by the Fund			-
Total Disbursements for Plan Administration Expenses Not Paid by the Fund			-
Line 16 Disbursements to Court/Other Not Paid by the Fund:			
Line 16a Investment Expenses/CRIS Fees	-		-
Line 16b Federal Tax Payments	-		-
Total Disbursement to Court/Other Not Paid by the Fund:			-
Line 17 DC & State Tax Payments	-		-
Line 18 No. of Claims:			
Line 18a # of Claims Received This Reporting Period.....			0
Line 18b # of Claims Received Since Inception of Fund.....			0
Line 19 No. of Claimants/Investors:			
Line 19a # of Claimants/Investors Paid this Reporting Period.....			0
Line 19b # of Claimants/Investors Paid Since Inception of Fund.....			0

Receiver:

By:

Thomas C. Hebrank

Court-Appointed Receiver

Date:

9/19/16

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 September 20, 2016, I served the within document(s) described as:

- **RECEIVER'S REVISED FIFTEENTH INTERIM REPORT**

on interested parties in this action by:

☒ **BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF"):** the foregoing document(s) will be served by the court via NEF and hyperlink to the document. On September 20, 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; kramirez@dghmalaw.com; smiller@dghmalaw.com; sahuja@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
- Dennis Frisman - gary@aguirrelawapc.com
- Eric Hougen - eric@hougenlaw.com
- Sara D. Kalin - kalins@sec.gov; chattoop@sec.gov; irwinma@sec.gov
- Carol Elizabeth Schultze - 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 September 20, 2016, at San Diego, California.

Edward G. Fates
(Type or print name)

/s/ Edward Fates
(Signature of Declarant)