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10 Attorneys for Receiver
11 THOMAS C. HEBRANK

12 UNITED STATES DISTRICT COURT
13 SOUTHERN DISTRICT OF CALIFORNIA

14
15 SECURITIES AND EXCHANGE
COMMISSION,

16 Plaintiff,

17 v.

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

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

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

Date: August 4, 2017
Time: 1:30 p.m.
Ct. No.: 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 and the General Partnerships listed in Schedule 1 to the Preliminary Injunction Order entered on March 13, 2013 (collectively, "Receivership Entities"), hereby submits this nineteenth interim application for payment of professional fees and reimbursement of costs for the time period January 1, 2017, through March 31, 2017 ("Nineteenth Application Period"). Allen Matkins incurred \$81,124.20 in fees and \$304.81 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$64,899.36, and 100% of costs incurred. As it has throughout the case, Allen Matkins has discounted its customary hourly rates by 10%.

I. FEE APPLICATION SUMMARY

During the Nineteenth Application Period, Allen Matkins provided a total of 168.70 hours of service for a total of \$81,124.20 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$64,899.36. 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	48.10	\$23,626.80
Reporting	3.60	1,863.00
Operations and Asset Sales	108.20	51,088.05
Claims and Distributions	6.50	3,511.35
Third Party Recoveries	.40	207.00
Employment/Fees	1.60	828.00
Total Fees	168.40	\$81,124.20

II. TASKS PERFORMED

During the Nineteenth Application Period, Allen Matkins worked diligently to assist the Receiver with legal issues affecting the receivership. The following is a discussion of Allen Matkins' work, broken down by the categories listed above.

A. General Receivership

The majority of work in this category relates to responding to the various motions, other filings, and correspondence from the two investor groups represented by attorney Gary Aguirre. In particular, Allen Matkins assisted the Receiver in preparing (a) an opposition to the Graham Investors' motion to the Ninth Circuit to strike a brief filed by the Receiver, (b) an opposition to the Ardizzone Investors' urgent motion to the Ninth Circuit for a stay pending appeal, and (c) a response to the Graham Investors' supplemental brief in support of their urgent motion to the Ninth Circuit for a stay pending appeal. In addition, Allen Matkins assisted the Receiver in responding to various letters and emails from Mr. Aguirre. Ultimately, the Ninth Circuit denied the Graham Investors and Ardizzone Investors' motions for stays pending appeal and agreed to consolidate and expedite the appeals. Shortly thereafter, the Graham Investors and Ardizzone Investors voluntarily dismissed the appeals. Dkt. No. 1453.

Allen Matkins also assisted the Receiver in addressing a request by Mr. Schooler's former counsel, Philip Dyson, regarding the sale of a piece of land in the Tecate area transferred to him by Mr. Schooler in lieu of payment of attorney fees. The title company issuing the title policy in connection with the sale requested that the Receiver confirm that the land in question was not part of the receivership estate, which, after reviewing relevant documents and duly investigating the matter, the Receiver did.

Finally, the firm communicated with counsel for the Commission regarding issues relating to the enforcement of the Final Judgment against Schooler.

The reasonable and necessary fees for work in this category total \$23,626.80.

1 **B. Reporting**

2 This category includes time spent preparing the Receiver's Eighteenth Interim
3 Report filed on February 7, 2017. Dkt. No. 1441. The report includes detailed
4 updates regarding enforcement of judgments against the LinMar entities, property
5 tax appeals, properties owned by Western, issues with the tenant located on the
6 Stead property, taxes and mortgages, potential sales of GP properties, the Graham
7 Investors and Ardizzone Investors' appeals, the engagement of CBRE, the
8 death/disappearance of Schooler, annual K-1 statements, IRA investments, and
9 receipts and disbursements for each Receivership Entity. The reasonable and
10 necessary fees for work in this category total \$1,863.

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 the
14 orderly sale process, proposed sales of GP properties, easement and condemnation
15 issues, and issues relating to property taxes and assessments.

16 1. Honey Springs

17 Allen Matkins assisted the Receiver in preparing a motion for approval of the
18 sale of the Honey Springs property. Dkt. No. 1430. The sale motion was granted by
19 the Court on March 20, 2017. Dkt. No. 1449. The sale closed on March 30, 2017.

20 2. Reno Partners

21 Allen Matkins assisted the Receiver in preparing a motion for approval of the
22 sale of the Reno Partners property. Dkt. No. 1443. The sale was approved on
23 April 12, 2017 (Dkt. No. 1463) and closed on April 28, 2017.

24 3. Fretrade/Suntec/Via 188

25 Allen Matkins assisted the Receiver in preparing a motion for approval of the
26 sale of the Fretrade/Suntec/Via 188 property. Dkt. No. 1446. Unfortunately, after
27 removing contingencies, the prospective purchaser decided not to pursue the
28 transaction.

1 4. LV Kade

2 Allen Matkins assisted the Receiver in negotiating terms of a letter of intent
3 and purchase and sale agreement with two separate potential purchasers of this land,
4 which is approximately 57 acres located in the City of North Las Vegas. This is the
5 most valuable property in the receivership and is one of the few remaining large
6 parcels in the surrounding area that has not been developed. The Receiver is also in
7 discussions with the City of North Las Vegas regarding an easement for the
8 placement of a storm drain on the property.

9 Allen Matkins assisted the Receiver with negotiations with one prospective
10 purchaser, including drafting and revising a purchase and sale agreement. During
11 the course of those negotiations, which stalled when the prospective purchaser did
12 not accept the Receiver's revised draft of the agreement, a higher offer was received
13 from another prospective purchaser. Negotiations with the second prospective
14 purchaser progressed quickly and the parties were prepared to sign a purchase and
15 sale agreement. At that time, the first prospective purchaser increased its offer
16 significantly. After further discussions, the second prospective purchaser matched
17 the higher offer and the purchase and sale agreement was signed, subject to Court
18 approval. Accordingly, the second prospective purchaser is currently conducting its
19 due diligence pursuant to the agreement. The Receiver will file a motion for
20 approval of the sale, subject to overbid, once contingencies have been removed.

21 5. Reno Vista/Reno View

22 Pursuant to the order entered on January 14, 2016, adopting the Receiver's
23 recommendation to engage a broker for the three separate properties collectively
24 known as the Washoe 1 property, the Receiver engaged the proposed broker, who
25 listed and marketed the three properties for sale. Multiple offers were received for
26 two of the three properties (Reno Vista and Reno View) and the Receiver negotiated
27 with the prospective purchasers to obtain the highest and best price. The motion to
28

1 approve the sale was filed on May 10, 2016, and granted on August 30, 2016. Dkt.
2 Nos. 1285, 1360.

3 It was then discovered that the Reno Vista and Reno View properties are
4 encumbered by deeds of trust dating back to 1980 and 1981 in favor of (a) Tierra del
5 Mar Corporation, (b) Louis Schooler's deceased parents, Eugene and Rowena
6 Schooler, and (c) EBS Land Co. With respect to the liens in favor of Tierra del Mar
7 Corporation, an entity held in a family trust set up by Louis Schooler's deceased
8 parents, the trust and the corporation are now being managed by a trustee appointed
9 by the Probate Court. Allen Matkins communicated with counsel for the trustee in
10 an effort to have the deeds of trust removed without litigation. After several calls
11 and letters explaining the background, the trustee filed a motion in the Probate Court
12 for authority to release the deeds of trust for no payment. The motion was opposed
13 by Louis Schooler's brother, Andy Schooler, but was granted by the Probate Court at
14 the hearing held on January 31, 2017.

15 With respect to the deed of trust in favor of Eugene and Rowena Schooler,
16 Allen Matkins assisted the Receiver in determining the most efficient and effective
17 manner of clearing the deed of trust from title, including sending a letter to Louis
18 Schooler's siblings (*i.e.*, the living heirs of Eugene and Rowena Schooler) requesting
19 that they consent to the deed of trust being cleared from title. After certain of the
20 siblings failed to consent, Allen Matkins assisted the Receiver in engaging local
21 counsel in Reno, Nevada to prepare and file a petition in Nevada state court to clear
22 the deed of trust from title. The petition was granted on March 31, 2017.

23 Finally, with respect to the deed of trust in favor of EBS Land Co., the
24 Receiver has sought an order from the Court confirming that EBS Land is an
25 affiliate of the Receivership Entities and therefore within the scope of the
26 receivership. Dkt. No. 1472. This order, if issued by the Court, will allow the
27 Receiver to release the lien himself and close the Court-approved sale transaction.
28 On June 14, 2017, the Court instructed the Securities and Exchange Commission to

1 weigh in on the motion, which it did in support of the motion on June 20, 2017.
2 Dkt. Nos. 1484, 1488. The Court also directed the Clerk to send notice of the order
3 to EBS Land, Louis Schooler, and Andrew Schooler's attorney, Brian Vess, and
4 gave them until June 21, 2017 to oppose the motion. To date, no opposition to the
5 motion has been filed.

6 6. Santa Fe

7 The Santa Fe property is encumbered by mortgages in favor of
8 Tower 98, LLC. The GPs that own the Santa Fe property were unable to make the
9 mortgage payments prior to the Court-approved pooling of receivership funds in
10 May 2016. Therefore, the mortgages had gone into default. Despite being aware of
11 the receivership, Tower 98 commenced an action in New Mexico state court and
12 recorded a *lis pendens* against the property.

13 Allen Matkins assisted the Receiver in contacting counsel for Tower 98,
14 getting it to dismiss the New Mexico action, and having the *lis pendens* released and
15 cleared from title to the property. When Tower 98 failed to respond to the
16 Receiver's request for a payoff demand for the loan, Allen Matkins assisted in
17 communicating with Tower 98's counsel about a payoff of the loan, including a
18 proper calculation of the loan balance. The loan calculation provided by Tower 98's
19 counsel was substantially overstated, so Allen Matkins assisted the Receiver in
20 preparing a payoff offer and full reconveyances of the applicable mortgages for
21 Tower 98 to execute. Tower 98 then provided additional documentation and Allen
22 Matkins assisted in preparing a revised payoff. At this time, the loan payoff has not
23 been accepted by Tower 98. Therefore, the Receiver filed a motion seeking
24 authority to pursue claims to quiet title to the property and remove the applicable
25 mortgages from title, which was granted on June 14, 2017. Dkt. Nos. 1454, 1485.

26 7. Other Issues Pertaining to GP Properties

27 Allen Matkins advised the Receiver regarding various other legal issues
28 pertaining to GP properties, including assisting with addressing and removing liens

1 on GP properties, preparing a form of purchase and sale agreement to be sent to
2 prospective purchasers, reviewing and revising letters of intent, and preparing
3 notices to investors regarding offers received for certain GP properties.

4 The reasonable and necessary fees for Allen Matkins' work in this category
5 total \$51,088.05.

6 **D. Claims and Distributions**

7 This category includes time assisting and advising the Receiver on issues
8 relating to investor claims and procedures for the administration of such claims. As
9 usual, this category also includes time reviewing and responding to communications
10 from investors, creditors, and their counsel. Finally, Allen Matkins assisted the
11 Receiver in preparing updates to the receivership website. The reasonable and
12 necessary fees for this work total \$3,511.35.

13 **E. Third Party Recoveries**

14 Allen Matkins' work in this category focused on collection of the outstanding
15 judgment against LinMar III. Allen Matkins reviewed the post-judgment receiver's
16 reports and advised on legal issues relating to the post-judgment receivership. The
17 reasonable and necessary fees for work in this category total \$207.

18 **F. Employment/Fees**

19 Although fee applications are a necessary component of federal equity
20 receiverships, neither the Receiver nor his professionals bill time for preparing their
21 own detailed applications. Allen Matkins assisted the Receiver in preparing his
22 Seventeenth Interim Fee Application, which was granted in full on March 14, 2017.
23 Dkt. No. 1448. The firm also assisted the Receiver in drafting his Eighteenth
24 Interim Fee Application, which was filed on April 12, 2017. Dkt. No. 1464. The
25 reasonable and necessary fees for this work total \$828.

26 **G. Summary of Costs Requested**

27 Allen Matkins requests the Court approve reimbursement of \$304.81 for out-
28 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.

Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins has reduced its request for reimbursement of copy costs to five cents per page and written off any excess copy charges incurred.

III. FEES AND COSTS INCURRED AND PAID TO DATE

From inception of the receivership on September 6, 2012, through March 31, 2017, the Receiver incurred fees and costs of \$1,756,285.98, of which amount \$344,016.36 is subject to holdback pending approval of the Receiver's final fee application at the conclusion of the receivership, \$72,606.99 in fees and costs is awaiting the Court's review and approval in the Receiver's Eighteenth Interim Fee Application, \$77,121.58 in fees and costs is awaiting the Court's review and approval in this Nineteenth Interim Fee Application, and \$1,262,541.05 has been approved by the Court and paid. During the same time period, Allen Matkins incurred fees and costs of \$1,365,568.40, of which amount \$282,993.89 is subject to holdback pending approval of Allen Matkins' final fee application at the conclusion of the receivership; \$85,785.41 in fees and costs is awaiting the Court's review and approval in Allen Matkins' Eighteenth Interim Fee Application; \$81,429.01 in fees and costs is awaiting the Court's review and approval in this Nineteenth Interim Fee Application, and \$948,716.07 in fees and costs has been approved by the Court and paid. Finally, during the same time period, tax accountant Duffy Kruspodin & Company, LLP ("Duffy") has incurred and been paid \$500,689.82 for preparing tax returns for Western, the GPs, and other non-GP Receivership Entities, all of which has been paid to date, with no holdbacks.

IV. APPROVAL OF REQUESTED FEES AND COSTS

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

1 work performed, including the results obtained and the benefit to the receivership
2 estate; (4) the burden the receivership estate may safely be able to bear; and (5) the
3 Commission's opposition or acquiescence. Dkt. No. 169, p. 7.

4 **A. Complexity of Tasks**

5 Here, the tasks performed by Allen Matkins are significantly complex and the
6 number of hours billed to complete them are reasonable. These tasks include
7 (a) analyzing corporate documents, loan agreements, and other contracts,
8 (b) advising the Receiver regarding federal equity receivership, debtor/creditor
9 rights, real property, contract, employment, insurance, eminent domain, tax, civil
10 procedure, appellate procedure, and other applicable areas of law, and (c) assisting
11 the Receiver in selling assets, collecting loans, and protecting the Receivership
12 Entities' interests in pending litigation, (d) assisting the Receiver in analyzing the
13 facts and legal issues and preparing a plan for distributing receivership assets that
14 treats investors fairly and equitably, (e) assisting the Receiver in preparing proposed
15 claim procedures to efficiently and effectively determine the proper amount of each
16 investor's claim, and (f) providing detailed reports to the Court and interested
17 parties. Allen Matkins wrote off and did not charge for 9.4 hours of time during the
18 Nineteenth Application Period.

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

20 The Court has previously determined on multiple occasions, including on
21 April 10, 2017, that the discounted hourly rates of Allen Matkins represent the fair
22 value of their time, labor, and skill. Dkt. No. 1460. Accordingly, Allen Matkins'
23 discounted hourly rates continue to represent the fair value of its time, labor, and
24 skill.

25 **C. Quality of Work Performed**

26 Allen Matkins has diligently and competently assisted the Receiver in all
27 aspects of the receivership, including preserving and protecting the assets of the
28 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 and pursuing causes of action against third parties, formulating
5 plans and procedures for the determination of investor claims and the fair and
6 equitable distribution of receivership estate assets, and preparing detailed reports to
7 the Court and interested parties. These services have allowed the Receiver to
8 preserve and protect the value of the Receivership Entities' assets for the benefit of
9 investors.

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

11 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
12 Receivership Entities (Western and the GPs) have been pooled, creating a common
13 pool of receivership estate cash from which mortgages, property taxes, and other
14 operating expenses have been and will continue to be paid. The cash balance will
15 grow as properties are sold through the proposed Modified Orderly Sale Process
16 (Dkt. No. 1359), including the Jamul Valley property, Reno Vista and Reno View
17 properties, the Reno Partners property, the Honey Springs property, the LV Kade
18 property, and the Western land (Silver Springs), the purchase price for which is
19 being paid in monthly installments. Moreover, there are several properties for
20 which credible offers have been made, negotiations are underway, and which the
21 Receiver expects will soon result in sales, subject to overbid/auction and Court
22 approval. Therefore, the receivership estate has the ability to pay the fees and costs
23 requested herein.

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

25 Prior to filing, the Receiver and Allen Matkins provided these fee applications
26 to counsel for the Commission in substantially final form. Counsel for the
27 Commission has advised that the Commission has no opposition to the fees and
28 costs requested.

1 Accordingly, the five factors identified by the Court for considering interim
2 fee applications all support interim approval and payment of the requested fees and
3 costs.

4 **V. CONCLUSION**

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

- 7 1. Approving payment of fees to Allen Matkins on an interim basis of
8 \$64,899.36;
9 2. Approving reimbursement of expenses to Allen Matkins on an interim
10 basis of \$304.81;
11 3. Authorizing and directing the Receiver to pay these amounts to Allen
12 Matkins from assets of the Receivership Entities; and
13 4. Granting such further and other relief as the Court deems just and
14 proper.

15
16 Dated: June 27, 2017

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

17 By: /s/ Edward Fates

18 EDWARD G. FATES
19 Attorneys for Receiver
20 THOMAS C. HEBRANK
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EXHIBIT INDEX

Exhibit A	Detailed Time Reports	14
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EXHIBIT A

EXHIBIT A

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00002

Matter Name: General Receivership

Date of Last Billing: 04-11-2017

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
01/03/17	7064473	Respond to communication from G. Aguirre regarding pending motions in appeals.	Fates, Edward	0.2	103.50	103.50
01/04/17	7064534	Communications with SEC's counsel regarding G. Aguirre correspondence and motion to strike Receiver's reply brief in pending appeal (.2); review G. Aguirre letter regarding proposed stipulation for stay of property sales, expediting of appeals, and withdrawal of motion to dismiss and discuss same with Receiver (.3); communications with SEC's counsel regarding G. Aguirre's letter and opposition to urgent motion for stay pending appeal (.3); prepare response to G. Aguirre's letter (.2); review G. Aguirre's motion to strike and proposed reply brief regarding same (.3); work on opposition to G. Aguirre's urgent motion for stay pending appeal (1.8); work on response to G. Aguirre's motion to strike (.2).	Fates, Edward	3.3	1,707.75	1,811.25

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
01/05/17	7066938	Analysis of Notice of Trustee's Sale for Yuma properties.	Kaup, John	0.7	179.55	1,990.80
01/05/17	7065766	Work on opposition to Aguirre's urgent motion for stay pending appeal.	Fates, Edward	3.4	1,759.50	3,750.30
01/06/17	7067101	Work on opposition to Aguirre's urgent motion for stay pending appeal.	Fates, Edward	1.6	828.00	4,578.30
01/06/17	7068208	Research standard of review for order denying motion to intervene as of right and permissive.	Bloetscher, Abby	0.7	198.45	4,776.75
01/12/17	7073605	Review Aguirre reply brief re: urgent motion for stay pending appeal	Fates, Edward	0.4	207.00	4,983.75
01/17/17	7074639	Respond to email from G. Aguirre regarding request to file information about offers for GP properties under seal in pending appeal.	Fates, Edward	0.2	103.50	5,087.25
01/18/17	7076355	Review Aguirre's reply brief regarding urgent motion for stay pending appeal, motion to file declaration under seal, and sealed declaration (.4); advise Receiver regarding same (.1).	Fates, Edward	0.5	258.75	5,346.00
01/19/17	7077260	Review Aguirre's letter regarding potential recovery by SEC on Schooler judgment and advise Receiver regarding same (.2); communications with SEC's counsel regarding Aguirre's letter and possible January 20 hearing on Dyson's motion to withdraw (.3).	Fates, Edward	0.5	258.75	5,604.75
01/26/17	7085367	Review and forward assessors	Kaup, John	0.4	102.60	5,707.35

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		notices of value for Yuma County Properties.				
01/26/17	7084527	Review time schedule order and research rules regarding deadline for opening brief in Aguirre (Ardizzone) appeal.	Fates, Edward	0.2	103.50	5,810.85
01/30/17	7087135	Review and respond to emails; review recorded order in Clark County and telephone call to Ms. Williams from D.R. Horton regarding sale of property.	Kaup, John	0.3	76.95	5,887.80
01/31/17	7089272	Communications with SEC's counsel regarding Ardizzone appeal and briefing schedule.	Fates, Edward	0.2	103.50	5,991.30
02/01/17	7091193	Calls with SEC's counsel and Receiver regarding information about potential sale of Schooler assets by P. Dyson.	Fates, Edward	0.4	207.00	6,198.30
02/02/17	7091672	Review order granting P. Dyson's motion to be relieved as counsel for Schooler and advise Receiver regarding same (.2); discuss issue regarding service on L. Schooler with SEC's counsel (.2).	Fates, Edward	0.4	207.00	6,405.30
02/03/17	7092917	Confer with SEC's counsel regarding developments in enforcement of judgment against Schooler and advise Receiver regarding same.	Fates, Edward	0.4	207.00	6,612.30
02/08/17	7096513	Call from P. Dyson regarding sale of property acquired from L. Schooler and title issues regarding same (.2); review property and title documents provided by P. Dyson (.4); discuss	Fates, Edward	0.9	465.75	7,078.05

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		same with Receiver and G. Rodriguez (.3).				
02/10/17	7098883	Discuss information regarding Dyson deed of trust on LinMar III and Tecate property transferred to Dyson with G. Rodriguez (.2); call and emails with Receiver and SEC's counsel regarding same (.7).	Fates, Edward	0.9	465.75	7,543.80
02/13/17	7100864	Review order granting Aguirre's request to file supplemental brief and work on response to same.	Fates, Edward	0.8	414.00	7,957.80
02/14/17	7101386	Work on opposition to Aguirre's supplemental brief regarding urgent motion to Ninth Circuit for stay pending appeal (2.1); communications with SEC's counsel regarding same (.3).	Fates, Edward	2.4	1,242.00	9,199.80
02/15/17	7103791	Review/evaluate the Aguirre appeal as to the distribution plan and challenge to subject matter jurisdiction (.4). Conference with counsel and advice re Receiver response (.4).	Zaro, David	0.8	561.60	9,761.40
02/15/17	7102093	Work on response to Aguirre's supplemental brief regarding urgent motion to Ninth Circuit for stay pending appeal (2.6); confer with SEC's counsel regarding same (.3); discuss response to supplemental brief with Receiver and G. Rodriguez (.3).	Fates, Edward	3.2	1,656.00	11,417.40
02/16/17	7104802	Follow-up with counsel re appeal of various orders impacting distributions	Zaro, David	0.4	280.80	11,698.20

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered and advice to counsel re same (.4).	Timekeeper	Hours	Fees	Sum
02/16/17	7103273	Review order modifying response deadline for Aguirre's supplemental brief (.2); work on response to supplemental brief (5.2); call with SEC's counsel regarding same (.4).	Fates, Edward	5.8	3,001.50	14,699.70
02/16/17	7105399	Research case law re: quasi in rem jurisdiction v. personal jurisdiction; whether quasi in rem can be waived at first appearance.	Bloetscher, Abby	2.3	652.05	15,351.75
02/17/17	7104356	Work on response to Aguirre's supplemental brief regarding urgent motion for stay (4.2); communications with SEC's counsel regarding same (.2).	Fates, Edward	4.4	2,277.00	17,628.75
02/17/17	7105415	Research case law and statutory language re: claiming lack of personal jurisdiction for another party.	Bloetscher, Abby	2.5	708.75	18,337.50
02/20/17	7105252	Work on response to Aguirre's supplemental brief regarding urgent motion for stay.	Fates, Edward	1.1	569.25	18,906.75
02/21/17	7107082	Call with counsel concerning the appeal, stay motion, quasi in rem jurisdiction and personal jurisdiction (.4). Review of SEC brief and Receiver's brief re stay motion and appeal (.5).	Zaro, David	0.9	631.80	19,538.55
02/21/17	7105546	Work on response to Aguirre's supplemental brief regarding motion to Ninth Circuit for stay pending appeal (2.4); discuss same with Receiver and G. Rodriguez (.3); revisions to response (.4);	Fates, Edward	3.3	1,707.75	21,246.30

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		communications with SEC's counsel regarding response (.2).				
02/24/17	7110014	Review Aguirre's reply briefs in response to Receiver and SEC's oppositions to supplemental brief regarding urgent motion for stay pending appeal.	Fates, Edward	0.7	362.25	21,608.55
03/02/17	7116798	Review order from Ninth Circuit on pending motions in Aguirre's appeals and discuss same and next steps with Receiver and G. Rodriguez.	Fates, Edward	0.5	258.75	21,867.30
03/03/17	7117111	Communications with SEC's counsel regarding issues relating to enforcement of Schooler judgment.	Fates, Edward	0.2	103.50	21,970.80
03/07/17	7120250	Communications with SEC's counsel as to Schooler judgment enforcement issues.	Fates, Edward	0.1	51.75	22,022.55
03/08/17	7121743	Call with SEC's counsel regarding Schooler judgment enforcement steps and information relating to same (.4); advise Receiver regarding same (.2).	Fates, Edward	0.6	310.50	22,333.05
03/10/17	7123740	Respond to P. Dyson regarding inquiry relating to sale of non-receivership property located in Tecate.	Fates, Edward	0.2	103.50	22,436.55
03/13/17	7125354	Communications with P. Dyson regarding declaration from Receiver regarding Tecate property and revisions to same (.4); advise Receiver regarding same (.1).	Fates, Edward	0.5	258.75	22,695.30
03/17/17	7129033	Communications with SEC's counsel regarding consolidated Aguirre	Fates, Edward	0.1	51.75	22,747.05

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		appeals.				
03/20/17	7130386	Communications with SEC's counsel regarding briefing for Aguirre appeals.	Fates, Edward	0.1	51.75	22,798.80
03/21/17	7132057	Call with SEC's counsel regarding Ninth Circuit order on G. Aguirre motions for stay and other motions, consolidation of appeals, and briefing schedule (.6); review and discuss G. Aguirre's email regarding proposed dismissal of appeals with Receiver and G. Rodriguez (.3); respond to G. Aguirre regarding same (.1).	Fates, Edward	1.0	517.50	23,316.30
03/22/17	7132588	Confer with SEC's counsel regarding Aguirre's communication regarding dismissal of Graham and Ardizzone appeals (.2); communications with P. Dyson regarding notarization needed for Receiver's declaration as to property in Tecate (.2).	Fates, Edward	0.4	207.00	23,523.30
03/24/17	7135093	Review Aguirre's voluntary dismissal of appeals and advise Receiver regarding same.	Fates, Edward	0.2	103.50	23,626.80

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
01/10/17	2303206	Document Search - - Pacer Service 010/01/2016-12/30/2016^440610	1.00	27.70
01/17/17	2297326	Duplication	48.00	2.40
01/18/17	2303953	Messenger - - Nationwide Legal USDC/SAN DIEGO BUSINESS OFFICE, ^DELIVER BY 2PM - 429363	1.00	10.00
01/24/17	2299392	Duplication	127.00	6.35

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
01/24/17	2303954	Messenger - - Nationwide Legal USDC/SAN DIEGO BUSINESS OFFICE, ^DELIVER BY 10 AM - 429363	1.00	27.00
01/27/17	2303955	Service of Process - - Nationwide Legal ANDREW SCHOOLER, SUBPOENA ^ATTEMPT ASAP - 429363	1.00	121.50
02/07/17	2304360	Duplication	22.00	1.10
02/07/17	2310501	Messenger - - Nationwide - USDC/SAN DIEGO BUSINESS OFFICE, ^ DELIVER BY 1PM - 429524	1.00	10.00
02/08/17	2318224	Messenger - - Nationwide Legal, LLC Bill Incorrectly^429363CM	1.00	(17.00)
02/23/17	2310665	Duplication	108.00	5.40
02/24/17	2311992	Messenger - - Federal Express Invoice No: 572648805 1665 Ship To: Bill Chappell, Esq	1.00	17.11
02/28/17	2312274	Duplication	39.00	1.95
02/28/17	2313725	Messenger - - Nationwide - USDC/SAN DIEGO BUSINESS OFFICE, ^ - 429684	1.00	10.00
03/10/17	2314416	Duplication	45.00	2.25
03/13/17	2313998	Messenger - - Nationwide - USDC - SOUTHERN DISTRICT, COURTESY COPIES ^ - 429884	1.00	10.00
03/30/17	2322439	Document Research - - Nationwide - SENIOR ESCORW OFFICER, OBTAIN CERTIFIED ^COPY OF #1449 FILED 3/20/17 & DELIVER TO - 430089	1.00	60.25
03/30/17	2322718	Audio Conferencing - - - Aspen Conferencing - Lorenzen Jonathan ^ 11240 - Call to: 6198864466	1.00	8.80

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	2.1	702.00	1,474.20
000820	John Kaup	1.4	256.50	359.10

06/05/17 15:08:34 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	39.1	517.50	20,234.25
002247	Abby Bloetscher	5.5	283.50	1,559.25
		<hr/> 48.1		<hr/> 23,626.80
Total Fees				23,626.80
Total Disbursements				304.81

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00004 (Thomas C. Hebrank, as Receiver for Western Financial) (Reporting)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing: 04-11-2017

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
01/20/17	7079366	Work on Receiver's Eighteenth Interim Report.	Fates, Edward	1.3	672.75	672.75
01/23/17	7080019	Work on Eighteenth Interim Report and discuss same with Receiver.	Fates, Edward	0.5	258.75	931.50
01/24/17	7080692	Discuss revisions to Eighteenth Interim Report with G. Rodriguez.	Fates, Edward	0.3	155.25	1,086.75
01/27/17	7084908	Revisions to Eighteenth Interim Report.	Fates, Edward	0.2	103.50	1,190.25
02/03/17	7092961	Discuss additional content and revisions to Eighteenth Interim Report with Receiver.	Fates, Edward	0.2	103.50	1,293.75
02/06/17	7094245	Revisions and updates to Eighteenth Interim Report and exhibits to same; discuss same with Receiver.	Fates, Edward	1.1	569.25	1,863.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.6	517.50	1,863.00
		<u>3.6</u>		<u>1,863.00</u>
Total Fees				1,863.00
Total Disbursements				0.00

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing: 04-11-2017

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
01/04/17	7064867	Respond to communication from counsel for Santa Fe lender regarding release of lis pendens, documentation requested, and discussion regarding payoff of loan.	Fates, Edward	0.2	103.50	103.50
01/05/17	7066681	Review notice of trustee sale relating to property located in Yuma and discuss connection to receivership properties (if any) with G. Rodriguez (.2); discuss status and strategy regarding pending offers, letters of intent and easement issues regarding Tecate properties with G. Rodriguez (.4).	Fates, Edward	0.6	310.50	414.00
01/06/17	7067949	Review copies of notices of default provided by counsel for Santa Fe lender and discuss same with G. Rodriguez.	Fates, Edward	0.3	155.25	569.25
01/09/17	7068187	Review signs and brochures for property listings and advise regarding language concerning court approval and sale/overbid procedures (.2); advise G. Rodriguez as to facts/legal issues for calculation of loan balance	Fates, Edward	0.6	310.50	879.75

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		owed to Santa Fe lender (.3); follow up communications with counsel for Santa Fe lender (.1).				
01/10/17	7069997	Analyze issues regarding removal and disallowance of lien claim for Eugene and Rowena Schooler lien on Reno Vista property and discuss same with G. Rodriguez (.5); call and emails with Nevada counsel regarding same and procedure and timeline for clearing lien from title under Nevada statute (.6); discuss Honey Springs sale and motion for approval of same with G. Rodriguez (.2); discuss Yuma III loan payoff issues and title issues with G. Rodriguez (.2).	Fates, Edward	1.5	776.25	1,656.00
01/11/17	7070868	Advise G. Rodriguez regarding potential easement in favor of City of North Las Vegas for LV Kade property.	Fates, Edward	0.2	103.50	1,759.50
01/11/17	7072138	Communications with G. Rodriguez and local counsel in Nevada regarding process and timeline for petition to remove Schooler family lien on Reno Vista property (.2); work on motion for approval of sale of Honey Springs property (.5).	Fates, Edward	0.7	362.25	2,121.75
01/12/17	7072911	Revisions to LOI for potential sale of LV Kade property and discuss same with G. Rodriguez (.5); work on motion for approval of sale of Honey Springs property (1.9); review billing statements from counsel for Santa Fe lender and discuss same and	Fates, Edward	2.9	1,500.75	3,622.50

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		calculation of note payoff with G. Rodriguez (.5).				
01/13/17	7073654	Work on Honey Springs sale motion, points and authorities, supporting declaration, and proposed order and discuss same with Receiver and G. Rodriguez (1.5); discuss preparation of template purchase and sale agreement with G. Rodriguez and initial work on same (.4); review G. Rodriguez chart as to status of offers on GP properties (.2).	Fates, Edward	2.1	1,086.75	4,709.25
01/17/17	7075223	Follow up communications with local counsel in Nevada regarding process for clearing Schooler family lien from Reno Vista property (.2); finalize motion for approval of sale of Honey Springs property and supporting declaration (.3).	Fates, Edward	0.5	258.75	4,968.00
01/19/17	7077222	Address inquiry from USACE regarding proposed easements on two Tecate properties (.2); discuss budget/timeline for Nevada petition to remove Schooler family lien on Reno Vista property with G. Rodriguez (.2); communications with local counsel in Nevada regarding same (.4); work on template purchase and sale agreement to be used for sales of receivership properties (.5).	Fates, Edward	1.3	672.75	5,640.75
01/19/17	7077281	Prepare template Purchase and Sale Agreement for sale of receivership properties.	Lorenzen, Jonathan	1.7	696.15	6,336.90
01/20/17	7078719	Assist in drafting notice of offer on	Fates, Edward	0.4	207.00	6,543.90

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Freetrade property to investors and discuss same with G. Rodriguez (.3); assist in drafting template purchase and sale agreement for receivership property sales (.1).				
01/20/17	7078460	Complete Purchase and Sale Agreement for sale of receivership properties.	Lorenzen, Jonathan	0.8	327.60	6,871.50
01/23/17	7079821	Communications with counsel for buyer (TNC) regarding status of motion to expedite appeal as to Jamul Valley sale order (.2); communications with counsel for probate trustee for Schooler family trust regarding petition for authority to reconvey deed of trust on Reno Vista property, review A. Schooler opposition to petition, and discuss same with Receiver (.7).	Fates, Edward	0.9	465.75	7,337.25
01/24/17	7080689	Discuss responses to Lansing offers and errata to Honey Springs sale motion regarding publication and auction date with G. Rodriguez (.4); work on errata to sale motion (.3).	Fates, Edward	0.7	362.25	7,699.50
01/25/17	7083598	Communications with local counsel in Nevada regarding petition to clear Schooler family deed of trust from Reno Vista property.	Fates, Edward	0.3	155.25	7,854.75
01/26/17	7083966	Discuss A. Schooler opposition to probate trustee motion with Receiver (.2); prepare letter and document subpoena to A. Schooler (.7).	Fates, Edward	0.9	465.75	8,320.50
01/27/17	7084685	Discuss letter to A. Schooler with Receiver and revise and finalize	Fates, Edward	1.1	569.25	8,889.75

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		same (.4); communications with G. Rodriguez and Nevada counsel regarding petition to clear Schooler family lien from Reno Vista property (.3); gather information for petition (.4).				
01/30/17	7085928	Communications with local counsel in Nevada regarding petition to remove Schooler family deed of trust (.4); address direct inquiry from potential buyer regarding authority to sell property (.1); discuss strategy regarding purchase and sale agreements for letters of intent from Lansing and timing of Honey Springs sale approval with G. Rodriguez (.2).	Fates, Edward	0.7	362.25	9,252.00
01/30/17	7087105	Review proposed Letters of Intent for various properties.	Lorenzen, Jonathan	0.7	286.65	9,538.65
01/31/17	7087515	Attend hearing on probate trustee's petition for authority to remove Schooler family deed of trust from Reno Vista property and discuss same with counsel for probate trustee (1.5); discuss hearing and probate court's ruling with Receiver (.3); communications with local counsel in Nevada regarding petition to remove Schooler deed of trust (.1).	Fates, Edward	1.9	983.25	10,521.90
02/01/17	7091150	Revisions to petition to Nevada state court to remove Schooler family deed of trust on Reno Vista property (1.4); calls and emails regarding same with local counsel in Nevada and G. Rodriguez (.7); discuss new offers and notice to investors regarding	Fates, Edward	2.2	1,138.50	11,660.40

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		same with G. Rodriguez (.1).				
02/02/17	7091784	Calls and emails with local counsel and Receiver regarding Nevada petition to remove Schooler family liens, final revisions, and execution of same (1.3); advise G. Rodriguez regarding Tecate broker issue (.1); revisions to investor notice regarding offers on Reno Partners and Las Vegas 2 properties (.2).	Fates, Edward	1.6	828.00	12,488.40
02/03/17	7092962	Revise form Purchase and Sale Agreement for the intended sale of various Western properties.	Lorenzen, Jonathan	0.8	327.60	12,816.00
02/06/17	7093866	Communications with local counsel in Nevada regarding petition to clear Schooler family deed of trust from title to Reno Vista property (.2); discuss status regarding publication of notice and overbid deadline for Honey Springs sale with G. Rodriguez (.2); advise Receiver regarding multiple bids on LV Kade property and motion for approval regarding same (.3).	Fates, Edward	0.7	362.25	13,178.25
02/06/17	7094613	Review signed Letters of Intent for Western properties and begin preparing Purchase and Sale Agreements.	Lorenzen, Jonathan	0.9	368.55	13,546.80
02/07/17	7095675	Advise G. Rodriguez as to payment of LLC annual fees, costs and benefits of same and alternatives (.3); discuss Sefzik/Tower 98 loan payoff issues with G. Rodriguez and prepare letter to counsel for Sefzik/Tower 98 regarding same (1.6).	Fates, Edward	1.9	983.25	14,530.05

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
02/08/17	7096421	Discuss overbidding, auction process, and possible break up fee for sale of LV Kade property with G. Rodriguez (.4); communications with counsel for prospective buyer regarding same (.2).	Fates, Edward	0.6	310.50	14,840.55
02/08/17	7097369	Continue preparing Purchase and Sale Agreements for Western properties.	Lorenzen, Jonathan	1.8	737.10	15,577.65
02/09/17	7098153	Review Silver Springs North preliminary title report and discuss issues regarding deeds of trust with G. Rodriguez (.4); review and revise purchase and sale agreement for Silver Springs North (.2).	Fates, Edward	0.6	310.50	15,888.15
02/09/17	7098330	Continue preparing Purchase and Sale Agreements for Western Properties.	Lorenzen, Jonathan	1.4	573.30	16,461.45
02/10/17	7100563	Review/evaluate the bidding re North Vegas sale and marketing of California properties, call with counsel related to the property sales (.4).	Zaro, David	0.4	280.80	16,742.25
02/10/17	7099613	Complete Purchase and Sale Agreements for Western Properties.	Lorenzen, Jonathan	1.4	573.30	17,315.55
02/13/17	7100255	Advise as to terms of purchase and sale agreement regarding overbid procedures (.4); communications with counsel for probate trustee regarding order authorizing release of deeds of trust on Reno Vista (.2); work on reconveyance documents regarding same (.2).	Fates, Edward	0.8	414.00	17,729.55

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
02/13/17	7100113	Confirm terms for overbidding procedure with Western Properties PSAs.	Lorenzen, Jonathan	0.2	81.90	17,811.45
02/14/17	7102343	Review/evaluate status of real property sales, pending appeals re sales (.4).	Zaro, David	0.4	280.80	18,092.25
02/14/17	7101896	Review Buyer's comments to PSA and revise accordingly.	Lorenzen, Jonathan	0.8	327.60	18,419.85
02/15/17	7102825	Follow up communications with counsel for probate trustee.	Fates, Edward	0.1	51.75	18,471.60
02/16/17	7103487	Communications with counsel for probate trustee and G. Rodriguez regarding releases of deeds of trust (.4); discuss deed of trust on Freetrade property and letter to beneficiary regarding release of same with G. Rodriguez (.3).	Fates, Edward	0.7	362.25	18,833.85
02/16/17	7103524	Review title report for Dayton Property and revise PSA accordingly.	Lorenzen, Jonathan	0.3	122.85	18,956.70
02/17/17	7104351	Prepare notice of non-receipt of overbids or opposition to Honey Springs sale motion and discuss same with Receiver.	Fates, Edward	0.4	207.00	19,163.70
02/21/17	7105976	Communications with G. Rodriguez and counsel for probate trustee regarding execution of releases of Tierra Del Mar deeds of trust and lack of original note and deed of trust (.5); communications with Nevada counsel regarding status of petition to remove Schooler family lien from Reno Vista property (.2).	Fates, Edward	0.7	362.25	19,525.95

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
02/21/17	7106428	Review comments from Lansing Group to Western PSAs and revise accordingly.	Lorenzen, Jonathan	1.4	573.30	20,099.25
02/22/17	7106800	Advise regarding terms of purchase and sale agreement for potential Silver Springs North sale (.3); review information concerning stale deed of trust on Freetrade property and work on letter to beneficiary regarding removal of same (.7); discuss same with Receiver and G. Rodriguez (.2); communications with Receiver and G. Rodriguez regarding Tower 98 note/deed of trust on Santa Fe property, payoff of same, and potential action to clear title (.3).	Fates, Edward	1.5	776.25	20,875.50
02/22/17	7106590	Review and revise Silver Springs PSA pursuant to Buyer's comments; revise PSAs for Washoe IV, Washoe V and Dayton I in order to incorporate negotiated provisions from Silver Springs PSA; begin preparing PSA for Las Vegas Blvd.	Lorenzen, Jonathan	3.9	1,597.05	22,472.55
02/23/17	7107658	Advise G. Rodriguez as to strategy to clear lien on Freetrade/Suntec/Via 188 property (.2); finalize letter to Tecate Development regarding same (.2); communications with counsel for Tower 98, LLC regarding payoff of mortgage and clearing of deed of trust on Sante Fe property (.6); advise Receiver regarding payoff and next steps (.4); work on motion regarding sale of Reno Partners property and communications with G. Rodriguez	Fates, Edward	2.2	1,138.50	23,611.05

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding same (.4); analyze jurisdiction and choice of law issues regarding potential quiet title action as to Santa Fe property (.4).				
02/23/17	7108724	Continue preparing PSA for Las Vegas Blvd property; review easement terms from the City of Las Vegas.	Lorenzen, Jonathan	2.4	982.80	24,593.85
02/24/17	7109226	Prepare payoff letter for mortgage on Santa Fe property and discuss same with G. Rodriguez (.8); work on motion regarding sale of Reno Partners property and discuss same with Receiver (1.6); revise notice to investors regarding offer on Fernley property (.2); advise Receiver regarding negotiations and terms of counter-offer for Fernley property (.2).	Fates, Edward	2.8	1,449.00	26,042.85
02/24/17	7109793	Review documentation related to the City of Las Vegas's proposed easement to be located on a portion of the Las Vegas Boulevard Property; continue preparing PSA.	Lorenzen, Jonathan	1.8	737.10	26,779.95
02/27/17	7110481	Communications with counsel for Tower 98 regarding Santa Fe loan (.2); work on motion regarding sale of Reno Partners property and Receiver's declaration (.9); discuss same with Receiver (.2); review lengthy response to notice of offer on Fernley property from investor (.1); analysis of choice of law rules and New Mexico law regarding: potential quiet title action for Santa Fe property (.7); meet and confer with SEC's	Fates, Edward	2.5	1,293.75	28,073.70

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		counsel regarding Reno Partners sale motion (.2); communications with counsel for probate trustee regarding execution of reconveyance documents (.2).				
02/27/17	7111604	Complete review of proposed PSA for utility easement from the City of Las Vegas; complete preparation of PSA for Las Vegas Boulevard property.	Lorenzen, Jonathan	2.3	941.85	29,015.55
02/27/17	7113238	Research choice of law applicability in receivership and quiet title cause of action; research quiet title in New Mexico and elements.	Bloetscher, Abby	3.0	850.50	29,866.05
02/28/17	7112037	Work on motion to pursue quiet title claims as to Santa Fe and Tecate properties (.3); call with former member of Tecate Development regarding deed of trust on Tecate property (.4); advise G. Rodriguez regarding same and lien in favor of EBS Land on Reno Vista property (.5).	Fates, Edward	1.2	621.00	30,487.05
02/28/17	7112356	Prepare Access Agreement for purchaser to commence due diligence at Las Vegas Blvd property.	Lorenzen, Jonathan	1.4	573.30	31,060.35
03/01/17	7115836	Follow up communications with counsel for Tower 98 regarding payoff of mortgages on Santa Fe property.	Fates, Edward	0.1	51.75	31,112.10
03/02/17	7116298	Discuss resolution of stale deed of trust on Tecate property with G. Rodriguez (.2); discuss status and timing regarding Lansing sales and LV Kade easement with G. Rodriguez (.2); advise as to offer received for	Fates, Edward	0.5	258.75	31,370.85

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Valley Vista property (.1).				
03/03/17	7117071	Revisions to investor notice regarding offer for Valley Vista property.	Fates, Edward	0.2	103.50	31,474.35
03/06/17	7118916	Revisions to letter of intent for potential sale of Fernley property.	Fates, Edward	0.4	207.00	31,681.35
03/07/17	7120313	Work on motion regarding sale of Freetrade/Suntec/Via 188 property and discuss same with G. Rodriguez (.8); work on motion for authority to pursue claims to quiet title to Santa Fe property (.3).	Fates, Edward	1.1	569.25	32,250.60
03/08/17	7121741	Address inquiry from TNC regarding status of motion to expedite appeal of Jamul Valley sale order (.2); work on motion regarding sale of Freetrade property (1.4).	Fates, Edward	1.6	828.00	33,078.60
03/09/17	7122522	Review and advise Receiver and G. Rodriguez regarding timing and possible extension of termination date for TNC/Jamul Valley purchase agreement (.4); revisions to motion regarding sale of Freetrade property and prepare Receiver's declaration and proposed order regarding same (1.4); work on motion for authority to pursue quiet title claims as to Santa Fe property (1.1); communications with counsel for Tower 98 regarding same (.2); discuss timing issue with Freetrade sale with G. Rodriguez (.2); work on ex parte application for OST regarding Freetrade sale motion (.5); call with title company regarding appeal of Jamul Valley sale order and	Fates, Edward	4.1	2,121.75	35,200.35

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		possible options for closing sale (.3).				
03/10/17	7123861	Final revisions to Freetrade sale motion, supporting declaration, and exhibits (.7); confer with SEC's counsel regarding Freetrade sale motion (.2).	Fates, Edward	0.9	465.75	35,666.10
03/13/17	7125512	Communications with local counsel in Nevada, G. Rodriguez, and counsel for probate trustee regarding obtaining death certificates for E. Schooler and R. Schooler.	Fates, Edward	0.4	207.00	35,873.10
03/14/17	7126577	Work on motion for authority to pursue claims to quiet title to Santa Fe property.	Fates, Edward	0.9	465.75	36,338.85
03/14/17	7126707	Review Buyer's comments to PSA for Las Vegas Blvd Property.	Lorenzen, Jonathan	0.6	245.70	36,584.55
03/15/17	7127223	Review death certifications provided by probate trustee and forward same to local counsel in Nevada (.2); work on motion for authority to pursue claims to quiet title to Santa Fe property (.9); discuss overbid procedures and other terms for sale of LV Kade property with G. Rodriguez (.2); call with local counsel in Nevada regarding petition to remove Schooler lien from Reno Vista property and call from A. Schooler regarding same (.3).	Fates, Edward	1.6	828.00	37,412.55
03/15/17	7127584	Review Buyer's comments to PSA and discuss with Geno Rodriguez.	Lorenzen, Jonathan	1.2	491.40	37,903.95
03/17/17	7129127	Communications with court chambers and SEC's counsel regarding Honey	Fates, Edward	1.1	569.25	38,473.20

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Springs sale hearing taken off calendar (.2); communications with G. Rodriguez regarding overbid terms for purchase and sale agreement for LV Kade property (.2); communications with counsel for prospective buyer regarding LV Kade sale (.1); work on motion for authority to pursue claims to quiet title to Santa Fe property (.2); call with G. Rodriguez regarding LV Kade sale and negotiations with buyer concerning overbid procedures and potential break up fee (.4).				
03/17/17	7129809	Review issues with Las Vegas Blvd PSA to prepare for call with Buyer's counsel.	Lorenzen, Jonathan	0.4	163.80	38,637.00
03/20/17	7130384	Call with prospective purchaser for LV Kade property regarding terms and conditions of draft purchase and sale agreement (.8); call with G. Rodriguez to discuss same (.4); analysis of proposed terms in prospective purchaser's revisions to draft purchase and sale agreement (.5); advise G. Rodriguez as to status and timing of Honey Springs sale motion and court approval (.2); review order approving Honey Springs sale and advise Receiver regarding same (.2); communications with G. Rodriguez regarding concerns with Freetrade buyer and possible cancellation, gather information regarding fees for sale motion (.2); discuss possible cancellation of Freetrade sale contract and retention of deposit with	Fates, Edward	2.6	1,345.50	39,982.50

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		G. Rodriguez (.3).				
03/20/17	7131156	Participate in conference call with buyer's attorneys; review other PSAs referenced by buyer and provide comments to revisions.	Lorenzen, Jonathan	2.6	1,064.70	41,047.20
03/21/17	7131565	Revisions to motion for authority to pursue quiet title claims and supporting declaration regarding same (.6); prepare and send summary of time on Freetrade sale motion to G. Rodriguez (.2); review and address comments from G. Rodriguez regarding limited reps and warranties in purchase and sale agreement for LV Kade property (.3).	Fates, Edward	1.1	569.25	41,616.45
03/21/17	7132349	Review issues related to representations and warranties in Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.6	245.70	41,862.15
03/22/17	7134092	Confer with counsel and address strategy for the sale of assets, conclusion of development work and timing of the same following Aguirre email (.4).	Zaro, David	0.3	210.60	42,072.75
03/22/17	7132725	Work on supporting declaration and proposed order granting motion regarding pursuit of claim to quiet title to Santa Fe property (.4); advise G. Rodriguez regarding orderly sale procedures as to low offers (.2).	Fates, Edward	0.6	310.50	42,383.25
03/22/17	7133025	Review and confirm status of Buyer's redraft of Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.3	122.85	42,506.10
03/23/17	7134049	Review notice concerning water rights for Dayton III property and	Fates, Edward	0.8	414.00	42,920.10

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		communications with local counsel in Nevada regarding same and water rights for Stead property (.4); discuss same and Jamul Valley sale issues in light of dismissal of Aguirre's appeals with G. Rodriguez (.4).				
03/24/17	7134566	Communications with counsel for prospective purchaser for LV Kade property and work on revisions to draft purchase and sale agreement.	Fates, Edward	0.4	207.00	43,127.10
03/24/17	7134553	Review correspondence from Buyer for Las Vegas Blvd PSA; prepare redraft of certain PSA provisions and send to Buyer for review.	Lorenzen, Jonathan	1.9	778.05	43,905.15
03/27/17	7136265	Discuss buyer cancellation of Freetrade sale, notice of withdrawal of sale motion, and issues regarding retention of security deposit from sale with G. Rodriguez (.5); advise G. Rodriguez regarding issues relating to title and closing of Jamul Valley sale and communications with TNC regarding same (.3).	Fates, Edward	0.8	414.00	44,319.15
03/27/17	7136273	Conference call with Buyer's attorneys regarding Las Vegas Blvd property; review and revise Purchase and Sale Agreement	Lorenzen, Jonathan	1.4	573.30	44,892.45
03/28/17	7136699	Calls and emails with local counsel in Nevada, G. Rodriguez, and counsel for probate trustee regarding Nevada proceeding to clear Eugene and Rowena Schooler deed of trust from title to Reno Vista property and response to same from J. Schooler	Fates, Edward	1.9	983.25	45,875.70

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(1.1); communications with J. Schooler regarding same (.2); prepare notice of withdrawal of Freetrade sale motion due to buyer termination of contract (.2); prepare notice of non-receipt of overbids for Reno Partners sale and communications with G. Rodriguez regarding same (.4).				
03/29/17	7138355	Communications with local counsel in Nevada and G. Rodriguez regarding order granting petition to remove deed of trust from Reno Vista and recording of same (.3); discuss escrow/closing issues for Honey Springs sale with G. Rodriguez (.1).	Fates, Edward	0.4	207.00	46,082.70
03/30/17	7139057	Call and emails with Receiver and G. Rodriguez regarding call to discuss buyer concerns with draft purchase and sale agreement for LV Kade property (.8); conference calls with prospective buyer/counsel regarding terms and conditions of draft purchase and sale agreement for LV Kade property, court approval, and related issues (2.1).	Fates, Edward	2.9	1,500.75	47,583.45
03/30/17	7139514	Prepare for conference call with Buyer for Las Vegas Blvd Property; review issues lists from Buyer and discuss with Receiver; review draft PSA and analyze issues in order to determine potential resolutions.	Lorenzen, Jonathan	3.6	1,474.20	49,057.65
03/31/17	7140523	Communications with counsel for prospective purchaser of LV Kade property regarding court approval and	Fates, Edward	0.6	310.50	49,368.15

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		terms of sale order (.2); calls with Receiver and counsel regarding revisions to purchase and sale agreement (.4).				
03/31/17	7141673	Revise Las Vegas Blvd PSA pursuant to discussions and correspondence with Buyer, and redraft of document from Buyer.	Lorenzen, Jonathan	4.2	1,719.90	51,088.05

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	1.1	702.00	772.20
001665	Edward Fates	63.3	517.50	32,757.75
002115	Jonathan Lorenzen	40.8	409.50	16,707.60
002247	Abby Bloetscher	3.0	283.50	850.50
		108.2		51,088.05
Total Fees				51,088.05
Total Disbursements				0.00

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing: 04-11-2017

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
01/04/17	7064575	Respond to inquiry from prospective assignee of J. Schooler claim against receivership estate and discuss same with G. Rodriguez (.2); assist Receiver with updates to receivership website regarding multiple Aguirre filings in pending appeals (.2).	Fates, Edward	0.4	207.00	207.00
01/09/17	7069162	Calls and emails with creditor of J. Schooler regarding status of J. Schooler claim relating to units in Big Ranch Partners (.4); advise Receiver regarding same (.1).	Fates, Edward	0.5	258.75	465.75
01/19/17	7078512	Review/evaluate letter from investors related to the distribution issues (.2). Call with Receiver/counsel concerning the distribution plan (.2).	Zaro, David	0.5	351.00	816.75
01/20/17	7078754	Address inquiry from bankruptcy trustee for investor regarding claims process and discuss same with Receiver.	Fates, Edward	0.2	103.50	920.25
01/23/17	7079552	Call with counsel for bankruptcy trustee for investor located in New Hampshire regarding claims process (.2); review documentation of	Fates, Edward	0.5	258.75	1,179.00

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		bankruptcy and advise Receiver regarding same (.3).				
01/25/17	7083211	Advise Receiver and G. Rodriguez regarding investor notices and adding subscription functionality to receivership website.	Fates, Edward	0.4	207.00	1,386.00
01/30/17	7086499	Advise Receiver regarding responses to investor inquiries regarding distribution payments.	Fates, Edward	0.2	103.50	1,489.50
01/31/17	7087985	Advise Receiver regarding responses to investor inquiries regarding IRA valuations (.2); review and revise notice to investors regarding K-1s and updated valuations for IRA accounts and discuss same with G. Rodriguez (.5).	Fates, Edward	0.7	362.25	1,851.75
02/01/17	7091159	Discuss investor inquiries concerning IRA administrator fees with G. Rodriguez and advise regarding responses to same.	Fates, Edward	0.3	155.25	2,007.00
02/02/17	7092191	Discuss investor calls regarding IRA fees with SEC's counsel (.2); advise G. Rodriguez regarding same (.1).	Fates, Edward	0.3	155.25	2,162.25
02/13/17	7100653	Respond to investor inquiry regarding claims process.	Fates, Edward	0.2	103.50	2,265.75
02/15/17	7102426	Review and revise note to investors regarding K-1s, cessation of collections on investor notes, and corresponding reduction in capital accounts.	Fates, Edward	0.2	103.50	2,369.25
03/02/17	7116141	Review investor emails regarding Aguirre appeal and discuss same with	Fates, Edward	0.2	103.50	2,472.75

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		G. Rodriguez.				
03/07/17	7120138	Advise Receiver regarding updates to receivership website pertaining to Ninth Circuit rulings on motions in Aguirre appeals.	Fates, Edward	0.2	103.50	2,576.25
03/08/17	7122419	Assist Receiver with preparing updates to receivership website and monthly update to investors.	Fates, Edward	0.4	207.00	2,783.25
03/13/17	7125408	Revisions to case update for investors and discuss same with G. Rodriguez.	Fates, Edward	0.4	207.00	2,990.25
03/14/17	7126229	Respond to inquiry from counsel for bankruptcy trustee for investor bankruptcy regarding status of claims process.	Fates, Edward	0.2	103.50	3,093.75
03/22/17	7134090	Review of the timing/impact of Western investors withdrawal of appeals and overall approach to implementing of existing distribution plan (.3).	Zaro, David	0.3	210.60	3,304.35
03/24/17	7134647	Respond to call and email from investor.	Fates, Edward	0.2	103.50	3,407.85
03/31/17	7142635	Advise Receiver regarding several updates to receivership website due to dismissal of Aguirre's appeals.	Fates, Edward	0.2	103.50	3,511.35

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.8	702.00	561.60
001665	Edward Fates	5.7	517.50	2,949.75
		<u>6.5</u>		<u>3,511.35</u>

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Total Fees	3,511.35
Total Disbursements	0.00

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00007

Matter Name: Third Party Recoveries

Date of Last Billing: 04-11-2017

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
01/26/17	7083862	Review Eleventh Interim Report of post-judgment receiver.	Fates, Edward	0.2	103.50	103.50
03/24/17	7134985	Review post-judgment receiver's twelfth report.	Fates, Edward	0.2	103.50	207.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.4	517.50	207.00
		<u>0.4</u>		<u>207.00</u>
Total Fees				207.00
Total Disbursements				0.00

06/05/17 15:07:23 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 04-11-2017

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
01/08/17	7068082	Revisions to Receiver's seventeenth interim fee application.	Fates, Edward	0.5	258.75	258.75
01/23/17	7079858	Finalize fee applications and notice for filing.	Fates, Edward	0.2	103.50	362.25
03/13/17	7125595	Revisions to Receiver's eighteenth fee application.	Fates, Edward	0.6	310.50	672.75
03/21/17	7131589	Updates to Receiver's eighteenth fee application regarding payment of seventeenth application fees (.2).	Fates, Edward	0.2	103.50	776.25
03/22/17	7133151	Meet and confer communication to SEC's counsel regarding eighteenth interim fee applications.	Fates, Edward	0.1	51.75	828.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.6	517.50	828.00
		<u>1.6</u>		<u>828.00</u>
Total Fees				828.00
Total Disbursements				0.00