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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.
22

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

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

Date: February 2, 2018
Time: 1:30 p.m.
Ctrm.: 2D
Judge: Hon. Gonzalo P. Curiel

Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"), counsel for Thomas C. Hebrank ("Receiver"), Court-appointed receiver for First Financial Planning Corporation d/b/a Western Financial Planning Corporation ("Western"), and its subsidiaries and the General Partnerships listed in Schedule 1 to the Preliminary Injunction Order entered on March 13, 2013 (collectively, "Receivership Entities"), hereby submits this twenty-first interim application for payment of professional fees and reimbursement of costs for the time period July 1, 2017, through September 30, 2017 ("Twenty-First Application Period"). Allen Matkins incurred \$65,349.90 in fees and \$707.23 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$52,279.92, 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 Twenty-First Application Period, Allen Matkins provided a total of 135.70 hours of service for a total of \$65,349.90 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$52,279.92. 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	.60	310.50
Reporting	3.10	1,604.25
Operations and Asset Sales	105.40	49,669.65
Claims and Distributions	23.00	11,902.50
Third Party Recoveries	.50	258.75
Employment/Fees	3.10	1,604.25
Total Fees	135.70	\$65,349.90

As the table reflects, the majority of work done during the Twentieth Application Period was in the Operations and Asset Sales category as the Receiver's focus has been on maximizing the value of receivership properties

1 through sales pursuant to the Court-approved Modified Orderly Sale Process. At
 2 this point, the Court has approved sales of receivership properties with purchase
 3 prices totaling more than \$18.8 million.

4 **II. TASKS PERFORMED**

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

9 **A. General Receivership**

10 Work in this category relates to (a) monitoring and advising the Receiver
 11 regarding the status of Andrew Schooler's efforts to pursue the appeal filed by
 12 Louis Schooler to the SEC's Final Judgment as the representative of Louis
 13 Schooler's estate, and (b) advising the Receiver as to legal issues arising from the
 14 formation of a Qualified Settlement Fund under the Internal Revenue Code for the
 15 receivership estate. The reasonable and necessary fees for work in this category
 16 total \$310.50.

17 **B. Reporting**

18 This category includes time spent preparing the Receiver's Twentieth Interim
 19 Report filed on August 9, 2017. Dkt. No. 1505. The report includes detailed
 20 updates regarding enforcement of judgments against the LinMar entities, property
 21 tax appeals, properties owned by Western, issues with the tenant located on the
 22 Stead property, taxes and mortgages, pending and potential sales of GP properties,
 23 the investor claims process, and receipts and disbursements for each Receivership
 24 Entity. The reasonable and necessary fees for work in this category total
 25 \$1,604.25.

26 **C. Operations and Asset Sales**

27 Allen Matkins' time in this category focused on assisting the Receiver with
 28 legal issues relating to the ongoing operations of Western and the GPs, including

1 sales of receivership properties via the Modified Orderly Sale Process, easement
2 and condemnation issues, and issues relating to property taxes and assessments.

3 1. Bratton View

4 Allen Matkins assisted the Receiver in preparing a motion for approval of the
5 sale of the Bratton View property. Dkt. No. 1480. During the overbid period, the
6 Receiver received a qualified overbid, which, after the original buyer declined to
7 bid further, became the winning bid. The motion to approve the sale to the
8 overbidder was granted on August 4, 2017 (Dkt. No. 1501), and the sale closed on
9 August 18, 2017.

10 2. LV Kade

11 Prior to the Twenty-First Application Period, a purchase and sale agreement
12 to sell this property to Prologis, LP ("Buyer") for \$9.5 million was signed. Buyer
13 and the Receiver then agreed to extend Buyer's due diligence period on three
14 occasions, and Allen Matkins prepared the necessary amendments to the purchase
15 and sale agreement.

16 During the Twenty-First Application Period, further discussions with Buyer
17 and its title insurer and concerns with regard to potential exceptions to the title
18 policy lead to another amendment to the purchase and sale agreement, which Allen
19 Matkins again assisted in drafting. Buyer then removed its contingencies and the
20 Receiver filed a motion for approval of the sale (Dkt. No. 1506), which was granted
21 on September 6, 2017. Dkt. No. 1511. The sale is expected to close in
22 January 2018.

23 3. Reno Vista/Reno View

24 The motion to approve the sale of the Reno Vista and Reno View properties
25 was filed on May 10, 2016, and granted on August 30, 2016. Dkt. Nos. 1285,
26 1360. However, there were several liens on the properties which had to be
27 removed, which work was completed during prior application periods. The last of
28 these liens, a deed of trust in favor of EBS Land Co., was removed in August 2017

1 after the Court appointed the Receiver as Elisor with authority to reconvey the EBS
2 Land deed of trust. Dkt. No. 1502. The sale closed on August 31, 2017.

3 4. Silver Springs North

4 Allen Matkins assisted the Receiver in preparing a motion for approval of the
5 sale of the Silver Springs North property. Dkt. No. 1508. The motion to approve
6 the sale was granted on September 20, 2017 (Dkt. No. 1520), and the sale closed on
7 October 31, 2017.

8 5. Park Vegas

9 Allen Matkins assisted the Receiver in preparing a purchase and sale
10 agreement for the Park Vegas property and in revising the agreement pursuant to
11 comments from the buyer. The firm also assisted in preparing a motion for
12 approval of the sale, which was filed on September 8, 2017. Dkt. No. 1513. The
13 sale was approved on October 19, 2017 (Dkt. No. 1536) and closed on November
14 7, 2017.

15 6. Production Partners

16 Allen Matkins assisted the Receiver in preparing a letter of intent and
17 purchase and sale agreement for the Production Partners property. The firm also
18 assisted in preparing a motion for approval of the sale, which was filed on
19 September 19, 2017. Dkt. No. 1517. The sale was approved on October 24, 2017
20 (Dkt. No. 1538) and closed on November 9, 2017.

21 7. Washoe V

22 Allen Matkins assisted the Receiver in preparing a motion for approval of the
23 sale of the Washoe V property, which was filed on September 13, 2017. Dkt. No.
24 1515. The sale was approved on October 19, 2017 (Dkt. No. 1537) and is expected
25 to close in December 2017.

26 8. Silver State

27 Allen Matkins assisted the Receiver in preparing a motion for approval of the
28 sale of the Silver State property, which was filed on September 28, 2017. Dkt. No.

1 1527. The sale was approved on October 30, 2017 (Dkt. No. 1543) and closed on
2 November 20, 2017.

3 9. Other Issues Pertaining to GP Properties

4 Allen Matkins advised the Receiver regarding various other legal issues
5 pertaining to GP properties, including assisting with addressing and removing liens
6 on GP properties, preparing a form of purchase and sale agreement to be sent to
7 prospective purchasers, addressing water rights issues for the Minden property,
8 closing the sale of the Jamul Valley property (which became possible once the
9 Graham Investors' appeal of the sale order was dismissed), reviewing and revising
10 letters of intent, and preparing notices to investors regarding offers received for
11 certain GP properties.

12 The reasonable and necessary fees for Allen Matkins' work in this category
13 total \$49,669.65.

14 **D. Claims and Distributions**

15 This category includes time assisting and advising the Receiver on issues
16 relating to investor claims and procedures for the administration of such claims. As
17 usual, this category also includes time reviewing and responding to
18 communications from investors, creditors, and their counsel. Allen Matkins also
19 assisted the Receiver in preparing notices to investors and updates to the
20 receivership website.

21 The investor claims process was formally commenced on August 1, 2017,
22 with notices being sent to the majority of investors on that date and notices being
23 sent to the remaining investors shortly thereafter. Allen Matkins advised the
24 Receiver regarding treatment of claims of former employees and sales
25 representatives, including discounts they received for their own purchases of GP
26 units. The firm also assisted in preparing letters to investors who disputed their
27 claims. Finally, Allen Matkins began drafting the Receiver's motion to resolve
28 disputed claims and approve the Receiver's proposed allowed claim amounts,

1 which is set to be heard on December 15, 2017. Dkt. No. 1545. The reasonable
2 and necessary fees for this work total \$11,902.50.

3 **E. Third Party Recoveries**

4 Allen Matkins' work in this category focused on collection of the outstanding
5 judgment against LinMar III. Allen Matkins reviewed the post-judgment receiver's
6 reports and advised on legal issues relating to the post-judgment receivership. The
7 reasonable and necessary fees for work in this category total \$258.75.

8 **F. Employment/Fees**

9 Although fee applications are a necessary component of federal equity
10 receiverships, neither the Receiver nor his professionals bill time for preparing their
11 own detailed applications. Allen Matkins assisted the Receiver in preparing his
12 Twentieth Interim Fee Application and also assisted Duffy Kruspodin & Company
13 in finalizing its Seventh Interim Fee Application, which were granted in full on
14 November 8, 2017. Dkt. No. 1548. The reasonable and necessary fees for this
15 work total \$1,604.25.

16 **G. Summary of Costs Requested**

17 Allen Matkins requests the Court approve reimbursement of \$707.23 for out-
18 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
19 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen
20 Matkins has reduced its request for reimbursement of copy costs to five cents per
21 page and written off any excess copy charges incurred.

22 **III. FEES AND COSTS INCURRED AND PAID TO DATE**

23 From inception of the receivership on September 6, 2012, through June 30,
24 2017, the Receiver incurred fees and costs of \$1,957,170, of which amount
25 \$383,479.56 is subject to holdback pending approval of the Receiver's final fee
26 application at the conclusion of the receivership, \$83,041.57 in fees and costs is
27 awaiting the Court's review and approval in his Twenty-First Interim Fee
28 Application, and \$1,490,648.87 has been approved by the Court and paid. During

1 the same time period, Allen Matkins incurred fees and costs of \$1,498,109.93, of
 2 which amount \$309,246.54 is subject to holdback pending approval of Allen
 3 Matkins' final fee application at the conclusion of the receivership; \$52,987.15 in
 4 fees and costs is awaiting the Court's review and approval in this Twenty-First
 5 Interim Fee Application, and \$1,135,876.24 in fees and costs has been approved by
 6 the Court and paid. Finally, during the same time period, tax accountant Duffy
 7 Kruspodin & Company, LLP ("Duffy") incurred fees and costs of \$694,815.65 for
 8 preparing tax returns for Western, the GPs, and other non-GP Receivership Entities,
 9 all of which has been paid to date, with no holdbacks.

10 **IV. APPROVAL OF REQUESTED FEES AND COSTS**

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

19 **A. Complexity of Tasks**

20 Here, the tasks performed by Allen Matkins are significantly complex and
 21 the number of hours billed to complete them are reasonable. These tasks include
 22 (a) analyzing corporate documents, loan agreements, and other contracts,
 23 (b) advising the Receiver regarding federal equity receivership, debtor/creditor
 24 rights, real property, contract, employment, insurance, eminent domain, tax, civil
 25 procedure, appellate procedure, and other applicable areas of law, and (c) assisting
 26 the Receiver in selling assets, collecting loans, and protecting the Receivership
 27 Entities' interests in pending litigation, (d) assisting the Receiver in analyzing the
 28 facts and legal issues and preparing a plan for distributing receivership assets that

1 treats investors fairly and equitably, (e) assisting the Receiver in preparing
2 proposed claim procedures to efficiently and effectively determine the proper
3 amount of each investor's claim, and (f) providing detailed reports to the Court and
4 interested parties. Allen Matkins wrote off and did not charge for 2.5 hours of time
5 (\$1,293.75) during the Twenty-First Application Period.

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

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

12 **C. Quality of Work Performed**

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

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

26 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
27 Receivership Entities (Western and the GPs) have been pooled, creating a common
28 pool of receivership estate cash from which mortgages, property taxes, and other

operating expenses have been and will continue to be paid. The cash balance has grown and will continue to grow as properties are sold through the Court-approved Modified Orderly Sale Process (Dkt. Nos. 1309, 1359), including the Jamul Valley property, Reno Vista and Reno View properties, Reno Partners property, Honey Springs property, Valley Vista property, Bratton View property, LV Kade property, Silver Springs North property, Park Vegas property, Production Partners property, Washoe V property, Silver State property, and the Western land (Silver Springs), all of which sales have been approved. As a result of these sales (not all of which have yet closed), the receivership estate now holds approximately \$7 million in cash. Therefore, the receivership estate has the ability to pay the fees and costs requested herein.

E. Commission's Opposition or Acquiescence

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

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

V. CONCLUSION

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

1. Approving payment of fees to Allen Matkins on an interim basis of \$52,279.92;
2. Approving reimbursement of expenses to Allen Matkins on an interim basis of \$707.23;
3. Authorizing and directing the Receiver to pay these amounts to Allen Matkins from assets of the Receivership Entities; and

1 4. Granting such further and other relief as the Court deems just and
2 proper.

3
4 Dated: December 8, 2017

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

5 By: /s/ Edward Fates

6 EDWARD G. FATES
7 Attorneys for Receiver
8 THOMAS C. HEBRANK
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EXHIBIT INDEX

Exhibit A	Detailed Time Reports	13
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EXHIBIT A

EXHIBIT A

11/01/17 09:35:31 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: 08-08-2017

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
07/17/17	7232859	Review filings from SEC's counsel and counsel for E. Andrew Schooler regarding death of L. Schooler and estate representative to pursue pending appeal and advise Receiver regarding same.	Fates, Edward	0.4	207.00	207.00
09/29/17	7297862	Discuss QSF tax return issues with Receiver and G. Rodriguez.	Fates, Edward	0.2	103.50	310.50

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
08/02/17	2355584	Messenger -- Federal Express Invoice No: 589451299 1665 Ship To: Que Pasa Process	1.00	20.96
08/03/17	2360136	Recordation Fees -- Nationwide Legal, LLC, SANTA FE COUNTY CLERK, DEEDS OF FULL RECOVERY^ADVANCE FEESRECORD/CONFORM/RETRN, 3 DEEDS OF FULL-RECONVEYANCE^431447	1.00	234.00
08/08/17	2360135	Document Research -- Nationwide Legal, LLC, LAWYERS TITLE, OBTAIN CERTIFIED #1501^FILED 8/4/17 &DELIVER TO LAWYERS, 3:12CV-02164GPC-JMA-SEC V. SCHOOLER^431447	1.00	58.00

11/01/17 09:35:31 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
08/18/17	2357074	Duplication	86.00	4.30
08/21/17	2361571	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES.^PLZ DELIVER BY 4PM, 12-SEC V. SCHOOLER^431547	1.00	20.00
08/23/17	2361572	Document Research - - Nationwide Legal, LLC, ALLEN MATKINS LECK GAMBLE & MALLORY, OBTAIN CERTIFIED^COPIES OF DOCS #1360& #1502 & RETURN TO AMLGMN-SD TODAY, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^431547	1.00	79.00
08/23/17	2361573	Document Research - - Nationwide Legal, LLC, ALLEN MATKINS LECK GAMBLE & MALLORY, SCHOOLER TRUST^OBTAIN CERTIFIED COPIES OF MINUTE ORDER DATED 1/31/17, 37-2008-00150817-PR--TR-NC^431547	1.00	79.00
08/24/17	2362215	Messenger Invoice No: 591702984 Paid to: Fedex per 001665 Ship To: Ms Amy Gutierrez Ship Dt: 08/24/17 Airbill: 787497309456	1.00	16.32
08/28/17	2360262	Duplication	74.00	3.70
08/28/17	2361574	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES.^PLEASE DELIVER BY 11A.M. TODAY., 12-CV-02164-SEC V. SCHOOLER^431547	1.00	20.00
09/08/17	2361814	Duplication	60.00	3.00
09/08/17	2365422	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES^PLEASE DELIVER BY NOON ON MONDAY, 12-CV-02164-SEC V. SCHOOLER^431629	1.00	15.00
09/13/17	2364375	Duplication	57.00	2.85
09/14/17	2364376	Duplication	3.00	0.15
09/14/17	2365423	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES.^PLEASE DELIVER BY 3:00 P.M. TODAY, 12-CV-02164-SEC V. SCHOOLER^431629	1.00	15.00

11/01/17 09:35:31 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
09/19/17	2364377	Duplication	61.00	3.05
09/19/17	2375210	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES^PLEASE DELIVERY BY 1:00 P.M., WEDNESDAY,, 12-CV-02164-SEC V. SCHOOLER^431717	1.00	15.00
09/20/17	2375211	- - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, CERTIFIED DOC 1520^COPY OF DOC #1520FILED 9/20/17, 3:12CV-02164GPC-JMA-SEC V. SCHOOLER^431717	1.00	51.25
09/21/17	2368037	Messenger -- Federal ExpressInvoice No: 594479302 1665 Ship To: Ms Amy Gutierrez	1.00	16.70
09/25/17	2364378	Duplication	339.00	16.95
09/26/17	2375212	Messenger - - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, COURTESY COPIES^PLEASE DELIVER BY1:00PM, 12-CV-02164-SEC V. SCHOOLER^431717	1.00	15.00
09/28/17	2366679	Duplication	60.00	3.00
09/28/17	2375213	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES^PLEASE DELIVER BY 10A.M. TOMORROW, 12-CV-02164-SEC V. SCHOOLER^431717	1.00	15.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.6	517.50	310.50
		0.6		310.50
Total Fees				310.50
Total Disbursements				707.23

11/01/17 09:35:00 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: 08-08-2017

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
07/26/17	7240488	Work on Receiver's Twentieth Interim Report.	Fates, Edward	1.7	879.75	879.75
08/07/17	7252405	Work on Twentieth Interim Report and discuss revisions and exhibits to same with Receiver.	Fates, Edward	0.4	207.00	1,086.75
08/08/17	7253243	Revisions to Receiver's Twentieth Interim Report and finalize same.	Fates, Edward	0.6	310.50	1,397.25
08/09/17	7254176	Finalize Twentieth Interim Report and exhibits.	Fates, Edward	0.4	207.00	1,604.25

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.1	517.50	1,604.25
		<u>3.1</u>		<u>1,604.25</u>
Total Fees				1,604.25
Total Disbursements				0.00

11/01/17 09:35:00 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: 08-08-2017

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
07/10/17	7226546	Revisions to acknowledgment and mutual release for Tower 98 settlement (.7); communications with counsel for Tower 98 regarding same (.2); call with Receiver and G. Rodriguez regarding revisions to third amendment to PSA for LV Kade sale and title company issues (.5); work on revisions (.4); calls with counsel for LV Kade buyer (.7); review letter from Nevada division of water resources regarding water rights for Minden property and communications with local counsel in Nevada regarding same (.3).	Fates, Edward	2.6	1,345.50	1,345.50
07/10/17	7226543	Review and revise Third Amendment to PSA from Prologis for Las Vegas Blvd Property; review comments to PSA from Crown Trucking.	Lorenzen, Jonathan	1.3	532.35	1,877.85
07/11/17	7228228	Review letter from servicing company for seller financing on sale of Western owned land and advise G. Rodriguez regarding same (.4); advise Receiver and G. Rodriguez regarding issues for sale of Park Vegas property (.5).	Fates, Edward	0.9	465.75	2,343.60

11/01/17 09:35:00 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
07/11/17	7229284	Participate in conference call with Crown Trucking regarding PSA issues; complete revisions to redraft.	Lorenzen, Jonathan	1.4	573.30	2,916.90
07/11/17	7229083	Prepare redraft of Crown Trucking PSA.	Peterson, Edward	0.9	202.50	3,119.40
07/12/17	7231967	Call with counsel related to the Las Vegas real estate sale process/title issues and approach to the risks, follow-up as to remaining property sales (.4).	Zaro, David	0.4	280.80	3,400.20
07/12/17	7230378	Discuss concerns regarding Reno Vista sale, timing of EBS Land issue, and Tierra del Mar issues with G. Rodriguez (.4); request orders relating to Tierra del Mar from counsel for probate trustee (.3).	Fates, Edward	0.7	362.25	3,762.45
07/13/17	7230655	Communications with Tower 98's counsel regarding payoff and release terms.	Fates, Edward	0.3	155.25	3,917.70
07/13/17	7230893	Communications with court chambers regarding status and timing of order on EBS Land issue for Reno Vista sale and concerns with buyer (.1); advise G. Rodriguez regarding same and communications with buyer (.2); revisions to draft purchase and sale agreement for Park Vegas property regarding overbid/auction procedures (.5); communications with LV Kade buyer regarding third amendment to purchase and sale agreement and title insurance issues (.4).	Fates, Edward	1.2	621.00	4,538.70
07/13/17	7231155	Revise Crown Trucking PSA and	Lorenzen, Jonathan	0.8	327.60	4,866.30

11/01/17 09:35:00 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
		send updated version.				
07/17/17	7233073	Emails with counsel for LV Kade buyer (.1); follow up communications with counsel for probate trustee for Tierra del Mar Corporation (.1); communications with local counsel in Nevada and G. Rodriguez regarding water rights for Minden property (.4); call with LV Kade buyer and counsel regarding revisions to third amendment to purchase and sale agreement and title insurance issues (.9); advise Receiver regarding same (.4).	Fates, Edward	1.9	983.25	5,849.55
07/18/17	7236701	Review the issues related to the Las Vegas property sale and terms, overbids and appeal issues (.4). Advice to counsel related to sale of Las Vegas and sale/auction terms (.2).	Zaro, David	0.6	421.20	6,270.75
07/18/17	7234161	Assist in drafting notices to investors of credible offers received for Silver State and Production properties (.4); analyze and revise proposed third amendment to purchase and sale agreement for LV Kade property (1.2); discuss same with Receiver and G. Rodriguez (.5); communications with counsel for LV Kade buyer regarding same (.6); review correspondence from counsel for Tower 98 and advise Receiver regarding issues and strategy on same (.7); analyze New Mexico law regarding recovery of attorney fees (.2); call from counsel for Tower 98	Fates, Edward	4.2	2,173.50	8,444.25

11/01/17 09:35:00 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
		(.2); prepare response to counsel for Tower 98 stating position (.4).				
07/18/17	7236450	Research New Mexico case law and statutory law re: recovery of attorney's fees in contract with one-sided fee provision. (2.5) Research New Mexico statutory law re: mortgages and quiet title actions for recovery of attorney's fees. (1.0) Draft summary of case law and statutory law findings. (.3)	Bloetscher, Abby	3.8	1,077.30	9,521.55
07/19/17	7235050	Discuss status of third amendment to PSA and potential extension of time review period for LV Kade buyer with Receiver and G. Rodriguez (.7); communications with counsel for LV Kade buyer regarding same (.4); analyze New Mexico attorney fee recovery statutes for potential action regarding Tower 98 mortgage (.7); advise Receiver regarding same (.2); communications with Tower 98's counsel (.2).	Fates, Edward	2.2	1,138.50	10,660.05
07/19/17	7235369	Review title report for Crown Trucking Property in Las Vegas; review executed Crown Trucking PSA to confirm content of signed document; prepare slip pages.	Lorenzen, Jonathan	0.8	327.60	10,987.65
07/19/17	7236429	Research legislative history of New Mexico statutory law re: recovery of attorney's fees for enforcing recordation of mortgage satisfaction.	Bloetscher, Abby	0.7	198.45	11,186.10
07/20/17	7236103	Communications with counsel for LV Kade buyer and Receiver regarding	Fates, Edward	2.4	1,242.00	12,428.10

11/01/17 09:35:00 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
		responses to title company inquiries (.5); communications with counsel for Tower 98 and Receiver regarding settlement of loan payoff dispute (.9); finalize settlement documents (.4); review lengthy response from investor to notice of offer for Silver State property (.2); advise Receiver regarding execution of extension of contingency date for LV Kade purchase and sale agreement and communications with counsel for LV Kade buyer regarding same (.4).				
07/20/17	7236051	Finalize PSA for Crown Trucking and send for execution.	Lorenzen, Jonathan	0.4	163.80	12,591.90
07/21/17	7237133	Communications with Receiver and counsel for Tower 98 regarding revisions to acknowledgment and release for loan payoff (.5); communications with local counsel in Nevada regarding payment of permit fees to preserve water rights for Minden property (.2); call and emails with counsel for LV Kade buyer regarding form of sale motion and sale order and status of title company review and approval (.5).	Fates, Edward	1.2	621.00	13,212.90
07/24/17	7238624	Communications with counsel for LV Kade buyer regarding title insurer's questions (.2); discuss Minden property water rights issues with G. Rodriguez (.2).	Fates, Edward	0.4	207.00	13,419.90
07/24/17	7239186	Review Production Partners Letter of Intent.	Lorenzen, Jonathan	0.6	245.70	13,665.60

11/01/17 09:35:00 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
07/24/17	7239214	Review Letter of Intent (LOI) dated July 20, 2017 regarding the purchase and sale of property to Guy M. Wells; begin drafting Purchase and Sale Agreement based on the terms of the LOI.	Thiels, Megan	2.4	540.00	14,205.60
07/25/17	7239986	Communications with counsel for Tower 98 regarding receipt of settlement payment and transmittal of reconveyance documents (.2); communications with counsel for LV Kade buyer regarding status of title issues (.1).	Fates, Edward	0.3	155.25	14,360.85
07/25/17	7239844	Review and revise Production Partners PSA.	Lorenzen, Jonathan	0.6	245.70	14,606.55
07/25/17	7240230	Finish drafting Purchase and Sale Agreement based on the terms of the Letter of Intent dated July 20, 2017, regarding the purchase and sale of property to Guy M. Wells.	Thiels, Megan	0.3	67.50	14,674.05
07/26/17	7240804	Call with counsel for LV Kade buyer regarding title insurer questions and fourth amendment to purchase and sale agreement.	Fates, Edward	0.3	155.25	14,829.30
07/26/17	7240539	Complete Production Partners PSA and send for review by Buyer; review LOI for Silver State and begin preparing PSA.	Lorenzen, Jonathan	0.8	327.60	15,156.90
07/26/17	7240690	Review Letter of Intent (LOI) between Meridian Companies and Park Vegas Partners for the sale of land in Clark County, Nevada; begin drafting Purchase and Sale Agreement to	Thiels, Megan	1.1	247.50	15,404.40

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		reflect the terms of the LOI.				
07/27/17	7241657	Communications with G. Rodriguez and Receiver regarding status with prospective purchaser and due diligence issues for Dayton I, Silver Springs North, and Washoe V properties and extensions of due diligence and contingency periods.	Fates, Edward	0.4	207.00	15,611.40
07/27/17	7242173	Review prior PSA amendments for Lansing transactions and prepare amendments to extend Contingency Dates.	Lorenzen, Jonathan	0.4	163.80	15,775.20
07/28/17	7242330	Communications with counsel for LV Kade buyer regarding title insurer questions and issues and revisions to fourth amendment to purchase and sale agreement (.3); work on extensions to due diligence periods for Dayton I, Silver Springs North, and Washoe V sales (.4); discuss same with Receiver (.2).	Fates, Edward	0.9	465.75	16,240.95
07/28/17	7242279	Prepare amendments to Lansing PSAs to extend Contingency Dates; review revisions from Prologis to Fourth Amendment to PSA relating to Las Vegas Blvd property.	Lorenzen, Jonathan	1.9	778.05	17,019.00
07/28/17	7242578	Review First Amendment to Purchase and Sale Agreement and Joint Escrow Instructions for Dayton I, Washoe V, and Silver Springs North; draft Second Amendments to such agreements per client instructions.	Thiels, Megan	1.1	247.50	17,266.50
07/31/17	7243762	Communications with counsel for Tower 98 regarding delivery and	Fates, Edward	1.1	569.25	17,835.75

11/01/17 09:35:00 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
		recording of reconveyance documents (.3); communications with counsel for LV Kade buyer regarding form of sale order and fourth amendment to purchase and sale agreement (.4); analyze changes to fourth amendment and further revisions to same (.4).				
08/01/17	7247479	Calls with counsel for LV Kade buyer regarding fourth amendment to purchase and sale agreement, title insurance, and proposed form of sale approval order (.8); work on revisions to fourth amendment (.4); discuss same and related deal points with Receiver and G. Rodriguez (.3).	Fates, Edward	1.5	776.25	18,612.00
08/01/17	7247476	Review Prologis' proposed form of Fourth Amendment to PSA and revise accordingly; review Proforma Title Policy; participate in conference call to discuss issues..	Lorenzen, Jonathan	1.7	696.15	19,308.15
08/02/17	7247887	Communications with counsel for LV Kade buyer regarding status and discussion regarding purchase price (.8); review executed reconveyance documents and attention to recording of same (.2); communications with counsel for Tower 98 regarding same (.1); calls with Receiver and G. Rodriguez regarding purchase price and earnest money deposit for LV Kade sale and fourth amendment to purchase and sale agreement (.8); work on form of proposed sale order for fourth amendment (2.2); work on	Fates, Edward	4.6	2,380.50	21,688.65

11/01/17 09:35:00 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
		revisions to fourth amendment (.5).				
08/02/17	7248514	Review comments from Prologis and revise Fourth Amendment to PSA accordingly.	Lorenzen, Jonathan	0.8	327.60	22,016.25
08/03/17	7251555	Conference/analysis of the Las Vegas property sale, contingencies, sale motion and auction strategy (.3).	Zaro, David	0.3	210.60	22,226.85
08/03/17	7248988	Calls and emails with counsel for LV Kade buyer, Receiver and G. Rodriguez regarding steps to market property, final revisions to proposed form of sale order and fourth amendment to purchase and sale agreement and execution of same (1.1); work on final revisions (.8); advise G. Rodriguez regarding recording of reconveyance deeds for Santa Fe property (.2).	Fates, Edward	2.1	1,086.75	23,313.60
08/03/17	7249194	Prepare Assignment of PSA for Silver Springs transaction.	Lorenzen, Jonathan	0.3	122.85	23,436.45
08/04/17	7249416	Review orders approving Bratton View sale and appointing Receiver as elisor to reconvey EBS Land deed of trust for Reno Vista sale and advise Receiver regarding same (.4); work on motion for approval of sale of LV Kade property (1.5); discuss publication of notice for LV Kade sale with G. Rodriguez (.3).	Fates, Edward	2.2	1,138.50	24,574.95
08/04/17	7250537	Review comments from Buyer to Production Partners PSA; prepare Third Amendment to Lease to extend Contingency Date for Silver Springs	Lorenzen, Jonathan	0.7	286.65	24,861.60

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		PSA.				
08/07/17	7251003	Work on motion regarding approval of sale of LV Kade property.	Fates, Edward	0.6	310.50	25,172.10
08/07/17	7251638	Prepare PSA for Park Vegas Partners/Meridian Companies property.	Lorenzen, Jonathan	2.1	859.95	26,032.05
08/08/17	7253249	Assist with closing documents for Bratton View sale (.2); discuss revisions to sale motion regarding LV Kade property with G. Rodriguez (.3); work on revisions (.2); communications with counsel for LV Kade buyer regarding motion (.2).	Fates, Edward	0.9	465.75	26,497.80
08/08/17	7253463	Review Buyer's comments to Production Partners PSA and prepare redraft.	Lorenzen, Jonathan	0.9	368.55	26,866.35
08/10/17	7255086	Complete revisions to Production Partners PSA pursuant to Buyer's comments and send updated version for review.	Lorenzen, Jonathan	0.7	286.65	27,153.00
08/11/17	7256154	Communications with counsel for LV Kade buyer regarding review of sale motion.	Fates, Edward	0.1	51.75	27,204.75
08/11/17	7256946	Prepare Fourth Amendment to PSA for Silver Springs; coordinate execution.	Lorenzen, Jonathan	0.8	327.60	27,532.35
08/14/17	7257813	Advise Receiver regarding closure of LLC receivership entities.	Fates, Edward	0.3	155.25	27,687.60
08/15/17	7259197	Communications with LV Kade buyer regarding sale approval motion (.4); work on motion and proposed sale order (.5).	Fates, Edward	0.9	465.75	28,153.35

11/01/17 09:35:00 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
08/16/17	7260169	Communications with SEC's counsel regarding LV Kade sale motion.	Fates, Edward	0.2	103.50	28,256.85
08/17/17	7260460	Call with counsel for LV Kade regarding form of proposed sale order (.4); advise Receiver regarding same (.1); work on Receiver's declaration in support of sale motion (.6); discuss purchase and sale agreement for Silver Springs property with G. Rodriguez (.2).	Fates, Edward	1.3	672.75	28,929.60
08/18/17	7261692	Advise G. Rodriguez regarding tax lien and closing issues for Bratton View sale (.3); finalize LV Kade sale motion, supporting declaration, and exhibits for filing (.6); communications with G. Rodriguez regarding contingency removal for Silver Springs North and motion to approve sale of same (.6); work on sale motion (.9).	Fates, Edward	2.4	1,242.00	30,171.60
08/18/17	7261841	Review Buyer's comments to Production Partners PSA and prepare redraft.	Lorenzen, Jonathan	0.6	245.70	30,417.30
08/23/17	7264899	Discuss offer from investor for Dayton IV property with G. Rodriguez and revise notice of same to investors (.5); assist with closing documents for Reno Vista/Reno View sale (.4); work on motion for approval of Silver Springs North sale (1.3); work on letter of intent for Dayton IV property (.7).	Fates, Edward	2.9	1,500.75	31,918.05
08/23/17	7265485	Revise Silver Springs PSA and send updated version for Tenant's	Lorenzen, Jonathan	0.9	368.55	32,286.60

11/01/17 09:35:00 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
		signature.				
08/24/17	7265938	Communications with Receiver and G. Rodriguez regarding Silver Springs North sale motion (.3); work on motion and Receiver declaration in support of motion (.7); advise on issues regarding purchase and sale agreement for Silver State property (.2).	Fates, Edward	1.2	621.00	32,907.60
08/25/17	7267016	Finalize motion for approval of sale of Silver Springs North property, supporting declaration, exhibits, and proposed order.	Fates, Edward	0.5	258.75	33,166.35
08/28/17	7268163	Discuss execution of PSA for Silver State property, overbid deadline for LV Kade, and status of Production Partners sale with G. Rodriguez (.5); confer with local counsel in Nevada regarding water rights issues for Minden property (.2).	Fates, Edward	0.7	362.25	33,528.60
08/28/17	7268904	Review final executed version of PSA for Silver State and approve for Receiver's execution.	Lorenzen, Jonathan	0.2	81.90	33,610.50
08/29/17	7269356	Communications with G. Rodriguez and counsel for LV Kade buyer regarding non-receipt of overbids (.2); discuss closing issues for Reno Vista/Reno View sale with G. Rodriguez (.2).	Fates, Edward	0.4	207.00	33,817.50
08/30/17	7270754	Prepare Overbid PSA for Production Partners property.	Lorenzen, Jonathan	0.9	368.55	34,186.05
08/31/17	7271745	Advise on purchase and sale agreement for Production Partners	Fates, Edward	0.7	362.25	34,548.30

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		property and execution of same (.2); advise regarding overbid purchase and sale agreement for Production Partners property (.2); review letter of intent for Dayton IV property and discuss issues regarding same with G. Rodriguez (.3).				
09/01/17	7275981	Revise letter of intent for Dayton IV property and discuss same with G. Rodriguez.	Fates, Edward	0.5	258.75	34,807.05
09/05/17	7276382	Work on notice of non-receipt of overbids or opposition for LV Kade sale motion (.4); review notice of removal of contingencies for Park Vegas sale and discuss same with G. Rodriguez (.2); work on Park Vegas sale motion (.5).	Fates, Edward	1.1	569.25	35,376.30
09/06/17	7277207	Work on motion for approval of sale of Park Vegas property (1.3); discuss same with G. Rodriguez (.2); review order approving LV Kade sale and discuss same and next steps with Receiver (.4); communications with LV Kade buyer's counsel regarding sale order and next steps (.3); assist with purchase and sale agreement for Dayton IV (.2); review contingency removal notice for Washoe V sale and discuss same with G. Rodriguez (.2).	Fates, Edward	2.6	1,345.50	36,721.80
09/07/17	7278264	Discuss revisions to Park Vegas sale motion with Receiver (.3); communications with counsel for LV Kade buyer regarding sale approval order and next steps (.2); work on	Fates, Edward	0.9	465.75	37,187.55

11/01/17 09:35:00 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
		motion for approval of Washoe V sale (.4).				
09/08/17	7279726	Work on declaration, notice of motion, and proposed order for motion to approve sale of Park Vegas property and discuss same with Receiver.	Fates, Edward	1.4	724.50	37,912.05
09/11/17	7281549	Review and advise regarding purchase and sale agreement for Dayton IV property and buyer's release of claim relating to Eagle View investment (.4); calls with counsel for LV Kade buyer and Receiver regarding redacted sale order, notice of same, timing of sale closing, and related issues (.9); work on motion for approval of sale of Washoe V property (1.6); review unredacted/sealed version of LV Kade sale order and advise LV Kade buyer regarding receipt of same (.3).	Fates, Edward	3.2	1,656.00	39,568.05
09/11/17	7282234	Prepare PSA for Dayton IV and send for Buyer's review.	Lorenzen, Jonathan	2.3	941.85	40,509.90
09/12/17	7282980	Discuss revisions to Washoe V sale motion with G. Rodriguez (.3); work on same (.2); prepare Receiver's declaration and proposed order regarding same (.9).	Fates, Edward	1.4	724.50	41,234.40
09/13/17	7284923	Revise and finalize motion and supporting declaration regarding sale of Washoe V property.	Fates, Edward	0.4	207.00	41,441.40
09/14/17	7285881	Work on motion for approval of sale of Production Partners property and discuss same with G. Rodriguez (.9); communications with counsel for LV	Fates, Edward	1.1	569.25	42,010.65

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Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Kade buyer regarding sale approval order and timing of closing (.2).				
09/15/17	7287174	Work on motion for approval of sale of Production Partners property.	Fates, Edward	1.2	621.00	42,631.65
09/18/17	7287458	Discuss background regarding Production Partners sale and sale terms with G. Rodriguez and revisions to motion for approval of sale (1.2); discuss status and next steps regarding escrow and due diligence for sale of Silver State property with G. Rodriguez (.5); work on notice of non-receipt of overbids for Silver Springs North sale (.3); work on Receiver's declaration and proposed order for Production Partners sale motion (.7); communications with counsel for LV Kade buyer regarding title and closing issues (.2).	Fates, Edward	2.9	1,500.75	44,132.40
09/19/17	7289144	Finalize motion for approval of sale of Production Partners property, supporting declaration, and proposed order (.4); discuss status and next steps regarding Silver Springs sale with G. Rodriguez (.2).	Fates, Edward	0.6	310.50	44,442.90
09/20/17	7289757	Discuss non-receipt of overbids for Silver Springs North property with G. Rodriguez and finalize notice regarding same (.2); discuss strategy regarding title, notice, and sale closing issues for LV Kade property with Receiver and communications with counsel for LV Kade buyer regarding same (.9); review order	Fates, Edward	1.9	983.25	45,426.15

11/01/17 09:35:00 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
		approving Silver Springs North sale and advise Receiver regarding same (.3); analyze and advise G, Rodriguez regarding deed of trust on title to Silver Springs North and strategies for removing same (.5).				
09/21/17	7290865	Communications with counsel for LV Kade buyer regarding title issues and service of sale approval order.	Fates, Edward	0.2	103.50	45,529.65
09/25/17	7292743	Work on motion for approval of sale of Silver State property (.9); discuss same and court approval timeline with G. Rodriguez (.3).	Fates, Edward	1.2	621.00	46,150.65
09/26/17	7294674	Advise regarding prior lien clouding title to Silver Springs North and strategy for addressing same (.2); work on motion for approval of sale of Silver State property (.9); communications with counsel for LV Kade buyer (.1).	Fates, Edward	1.2	621.00	46,771.65
09/27/17	7295417	Call with counsel for LV Kade buyer regarding service of sale order and title and closing issues (.5); advise Receiver regarding same and discuss strategy (.4); work on motion, declaration, and proposed order for motion for approval of sale of Silver State property (1.2); review documents relating to deed of trust clouding title to Silver Springs North property (.2).	Fates, Edward	2.3	1,190.25	47,961.90
09/28/17	7296200	Revise and finalize motion for approval of Silver State property, supporting declaration, exhibit, and	Fates, Edward	3.1	1,604.25	49,566.15

11/01/17 09:35:00 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
		proposed order (.8); work on demand letter to holder of deed of trust on Silver Springs property regarding cloud on title and demand to remove same (1.5); discuss demand letter and efforts to remove deed of trust through title insurer with G. Rodriguez (.6); review updated title commitment for sale of LV Kade property (.2).				
09/29/17	7297954	Review SEC's non-opposition to Washoe V sale motion and advise Receiver regarding same.	Fates, Edward	0.2	103.50	49,669.65

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	1.3	702.00	912.60
001665	Edward Fates	71.9	517.50	37,208.25
002115	Jonathan Lorenzen	21.9	409.50	8,968.05
002247	Abby Bloetscher	4.5	283.50	1,275.75
002305	Edward Peterson	0.9	225.00	202.50
002306	Megan Thiels	4.9	225.00	1,102.50
		<u>105.4</u>		<u>49,669.65</u>
Total Fees				49,669.65
Total Disbursements				0.00

11/01/17 09:35:00 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: 08-08-2017

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
07/10/17	7226892	Advise Receiver regarding updates/notices posted to receivership website (.2); advise G. Rodriguez regarding notice concerning J. Schooler IRA account change (.2).	Fates, Edward	0.4	207.00	207.00
07/11/17	7228465	Revisions to monthly update to investors regarding pooling of assets, property sales, proposed closure of GPs, etc. (.4); advise on issues regarding analysis/reconciliation of investor claims (.2).	Fates, Edward	0.6	310.50	517.50
07/24/17	7239051	Discuss employee claims and analysis of sales commissions paid on employee investments with Receiver.	Fates, Edward	0.4	207.00	724.50
07/25/17	7239650	Analyze issues relating to employee/sales representative claims and commissions received on own investments (1.1); discuss same and analysis of commissions with Receiver (.4).	Fates, Edward	1.5	776.25	1,500.75
07/27/17	7241518	Review lengthy correspondence from investor regarding receivership, court,	Fates, Edward	0.2	103.50	1,604.25

11/01/17 09:35:00 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Trans Date	Index	Description of Service Rendered and proposed sales.	Timekeeper	Hours	Fees	Sum
08/03/17	7248987	Revisions to notice letter to investors regarding claims process.	Fates, Edward	0.4	207.00	1,811.25
08/04/17	7249402	Work on letters and notices to Linda Schooler and John Schooler regarding Receiver's proposed subordination of claims.	Fates, Edward	1.1	569.25	2,380.50
08/09/17	7254387	Draft response to investor communication regarding one pot approach, claims process, and claim calculations.	Fates, Edward	0.4	207.00	2,587.50
08/10/17	7255283	Revisions to monthly case update and notice regarding claims process and distributions and discuss same with Receiver and G. Rodriguez.	Fates, Edward	1.6	828.00	3,415.50
08/14/17	7257824	Revisions to letter to former employees regarding proposed allowed claim amounts (.5); discuss same with G. Rodriguez (.1).	Fates, Edward	0.6	310.50	3,726.00
08/16/17	7260053	Address investor request for SEC's contact person and issues with employee/sales representative claims with SEC's counsel.	Fates, Edward	0.2	103.50	3,829.50
08/18/17	7261689	Advise Receiver and G. Rodriguez regarding contacting taxing authorities regarding claims process and revise draft letter to same.	Fates, Edward	0.5	258.75	4,088.25
08/29/17	7269518	Respond to inquiry from investor regarding claims process and distributions (.2); discuss responses to investor claim dispute issues with G. Rodriguez (.3).	Fates, Edward	0.5	258.75	4,347.00

11/01/17 09:35:00 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
08/31/17	7273048	Advise G. Rodriguez regarding analysis and response to various claim disputes raised by investors and employees/sales representatives.	Fates, Edward	0.9	465.75	4,812.75
09/06/17	7277499	Revisions to monthly case update to investors.	Fates, Edward	0.4	207.00	5,019.75
09/07/17	7278378	Review and advise regarding schedule of disputed claims provided by G. Rodriguez.	Fates, Edward	0.4	207.00	5,226.75
09/08/17	7280189	Call with SEC's counsel regarding collection issues and status and timing of claims and distribution process.	Fates, Edward	0.4	207.00	5,433.75
09/11/17	7281530	Revisions to September case update and discuss same with Receiver.	Fates, Edward	0.4	207.00	5,640.75
09/12/17	7283824	Advise G. Rodriguez as to issues relating to death of investors and transfers of claims to heirs/decedents and review death certificates and related documents provided by heirs.	Fates, Edward	0.6	310.50	5,951.25
09/14/17	7285335	Review correspondence from Franchise Tax Board, advise G. Rodriguez regarding treatment of FTB claims, and preparation of response to same (.5); respond to investor inquiry regarding claims process (.2).	Fates, Edward	0.7	362.25	6,313.50
09/15/17	7286826	Advise G. Rodriguez regarding response to investor inquiries.	Fates, Edward	0.2	103.50	6,417.00
09/21/17	7290940	Review claim disputes and discuss responses and strategy regarding resolution of same with G. Rodriguez (1.4); revisions to letters responding	Fates, Edward	3.9	2,018.25	8,435.25

11/01/17 09:35:00 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
		to claimants with disputed claims (2.3); discuss claim asserted by Franchise Tax Board with G. Rodriguez (.2).				
09/22/17	7291656	Work on letters addressing and responding to investor and employee/sales rep claim disputes (2.8); discuss same with G. Rodriguez (.3).	Fates, Edward	3.1	1,604.25	10,039.50
09/27/17	7295656	Discuss responses to disputed employee claims and treatment of late claim disputes with G. Rodriguez.	Fates, Edward	0.6	310.50	10,350.00
09/28/17	7296935	Respond to inquiries from investor regarding claims process and claims notice.	Fates, Edward	0.2	103.50	10,453.50
09/29/17	7297387	Work on motion to resolve claim disputes, approve proposed claim amounts, and make interim distributions.	Fates, Edward	2.8	1,449.00	11,902.50

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	23.0	517.50	11,902.50
		23.0		11,902.50
Total Fees				11,902.50
Total Disbursements				0.00

11/01/17 09:35:00 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: 08-08-2017

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
07/18/17	7234436	Review fourteenth report of LinMar III post-judgment receiver and discuss same with Receiver.	Fates, Edward	0.2	103.50	103.50
09/19/17	7289177	Review LinMar III post-judgment receiver's Fifteenth Interim Report and discuss issues regarding same with G. Rodriguez.	Fates, Edward	0.3	155.25	258.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.5	517.50	258.75
		0.5		258.75
Total Fees				258.75
Total Disbursements				0.00

11/01/17 09:35:00 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: 08-08-2017

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
07/21/17	7237766	Communications with L. Benjamin regarding revisions to Duffy's seventh fee application.	Fates, Edward	0.3	155.25	155.25
07/27/17	7242058	Review and revise Duffy's seventh interim fee application.	Fates, Edward	0.4	207.00	362.25
08/02/17	7248273	Revisions to Duffy fee application (.2); discuss same with Receiver and L. Benjamin (.2).	Fates, Edward	0.4	207.00	569.25
08/28/17	7268790	Confer with local counsel in Nevada regarding preparation of interim fee application.	Fates, Edward	0.2	103.50	672.75
09/20/17	7290675	Assist with revisions to Duffy's fee application.	Fates, Edward	0.2	103.50	776.25
09/21/17	7290829	Revisions to Receiver's twentieth interim fee application (1.2); meet and confer communication with SEC's counsel regarding fee applications (.2).	Fates, Edward	1.4	724.50	1,500.75
09/22/17	7292154	Meet and confer communications with SEC's counsel regarding twentieth interim fee applications.	Fates, Edward	0.2	103.50	1,604.25

11/01/17 09:35:00 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	<u>3.1</u>	517.50	<u>1,604.25</u>
Total Fees		3.1		1,604.25
Total Disbursements				0.00