

1 ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP
2 DAVID R. ZARO (BAR NO. 124334)
865 South Figueroa Street, Suite 2800
3 Los Angeles, California 90017-2543
Phone: (213) 622-5555
4 Fax: (213) 620-8816
E-Mail: dzaro@allenmatkins.com

5 ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP
6 EDWARD G. FATES (BAR NO. 227809)
One America Plaza
7 600 West Broadway, 27th Floor
8 San Diego, California 92101-0903
Phone: (619) 233-1155
9 Fax: (619) 233-1158
E-Mail: tfates@allenmatkins.com

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

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

Date: May 4, 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-second interim application for payment of professional fees and reimbursement of costs for the time period October 1, 2017, through December 31, 2017 ("Twenty-Second Application Period"). Allen Matkins incurred \$76,565.00 in fees and \$5,979.08 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$61,252.02, 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-Second Application Period, Allen Matkins provided a total of 160.40 hours of service for a total of \$76,565.00 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$61,252.02. 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	73.80	\$33,405.80
Reporting	2.50	1,293.75
Operations and Asset Sales	49.10	23,254.80
Claims and Distributions	32.30	17,213.40
Third Party Recoveries	1.00	517.50
Employment/Fees	1.70	879.75
Total Fees	160.40	\$76,565.00

As the table reflects, much of the work done during the Twenty-Second Application Period was in the Operations and Asset Sales categories 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 \$19.1 million. Additionally, substantial work was
4 performed during the Twenty-Second Application Period in the General
5 Receivership category. As discussed below, this was non-recurring work to assist
6 with the transfer of GP properties for tax purposes, as authorized by the Court.
7 Dkt. No. 1565. As a result of this work, the receivership estate will save
8 approximately \$100,000 annually in fees and costs for preparing and filing GP tax
9 returns.

10 **II. TASKS PERFORMED**

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

15 **A. General Receivership**

16 Work in this category relates to assisting the Receiver with the transfer of GP
17 properties for tax purposes, including review of title to the properties and
18 preparation of quitclaim deeds, reconveyance documents, and required owner's
19 affidavits for recording in eight different counties in California (San Diego
20 County), Nevada (Clark, Douglas, Lyon, Storey, and Washoe Counties), Arizona
21 (Yuma County) and New Mexico (Santa Fe County). The firm also assisted in
22 (a) monitoring and advising the Receiver regarding the status of Andrew Schooler's
23 efforts to pursue the appeal filed by Louis Schooler to the SEC's Final Judgment as
24 the representative of Louis Schooler's estate, (b) communicating with counsel for
25 the SEC regarding issues related to enforcement of the Final Judgment, and
26 (c) advising the Receiver as to legal issues arising from the formation of a Qualified
27 Settlement Fund under the Internal Revenue Code for the receivership estate. The
28 reasonable and necessary fees for work in this category total \$33,405.80.

1 **B. Reporting**

2 This category includes time spent preparing the Receiver's Twenty-First
3 Interim Report filed on November 8, 2017. Dkt. No. 1549. The report includes
4 detailed updates regarding enforcement of judgments against the LinMar entities,
5 property tax appeals, properties owned by Western, issues with the tenant located
6 on the Stead property, taxes and mortgages, pending and potential sales of GP
7 properties, the investor claims process, and receipts and disbursements for each
8 Receivership Entity. The reasonable and necessary fees for work in this category
9 total \$1,293.75.

10 **C. Operations and Asset Sales**

11 Allen Matkins' time in this category focused on assisting the Receiver with
12 legal issues relating to the ongoing operations of Western and the GPs, including
13 sales of receivership properties via the Modified Orderly Sale Process, easement
14 and condemnation issues, and issues relating to property taxes and assessments.

15 1. LV Kade

16 Prior to the Twenty-Second Application Period, the Court approved the sale
17 of this property to Prologis, LP ("Buyer") for \$9.5 million. Dkt. No. 1511. During
18 the Twenty-Second Application Period, further discussions with Buyer and its title
19 insurer and concerns with regard to potential exceptions to the title policy lead to
20 the preparation of joint closing instructions in addition to the standard closing
21 documents for the transaction, which Allen Matkins assisted in drafting. The firm
22 also assisted with issues relating to the recording of an easement for a storm drain
23 in favor of the City of North Las Vegas. The sale of the property to Buyer closed
24 on January 16, 2018.

25 2. Silver Springs North

26 Prior to the Twenty-Second Application Period, the Court approved the sale
27 of this property for \$700,000. Dkt. No. 1520. During the Twenty-Second
28

1 Application Period, Allen Matkins assisted in obtaining the removal of an outdated
2 deed of trust and, as a result, the sale was able to close on October 31, 2017.

3 3. Park Vegas

4 Prior to the Twenty-Second Application Period, the Receiver filed a motion
5 for approval of the sale of this property. Dkt. No. 1513. During the Twenty-
6 Second Application Period, the sale was approved on October 19, 2017 (Dkt.
7 No. 1536) and Allen Matkins assisted with the closing, which occurred on
8 November 7, 2017.

9 4. Production Partners

10 Prior to the Twenty-Second Application Period, the Receiver filed a motion
11 for approval of the sale of this property. Dkt. No. 1517. During the Twenty-
12 Second Application Period, the sale was approved on October 24, 2017 (Dkt.
13 No. 1538) and Allen Matkins assisted with the closing, which occurred on
14 November 9, 2017.

15 5. Silver State

16 Prior to the Twenty-Second Application Period, the Receiver filed a motion
17 for approval of the sale of this property. Dkt. No. 1527. During the Twenty-
18 Second Application Period, the sale was approved on October 30, 2017 (Dkt.
19 No. 1543) and Allen Matkins assisted with the closing, which occurred on
20 November 20, 2017.

21 6. Other Issues Pertaining to GP Properties

22 Allen Matkins advised the Receiver regarding various other legal issues
23 pertaining to GP properties, including assisting with addressing and removing liens
24 on GP properties, working on letters of intent and purchase and sale agreements to
25 be sent to prospective purchasers, and preparing notices to investors regarding
26 offers received for certain GP properties. Additionally, the firm prepared an
27 ex parte application for authority to engage real estate brokers for five GP
28 properties (Dkt. No. 1564), which was approved by the Court. Dkt. No. 1581.

1 The reasonable and necessary fees for Allen Matkins' work in this category
2 total \$23,254.80.

3 **D. Claims and Distributions**

4 This category includes time drafting/completing the Receiver's motion to
5 resolve disputed claims and approve the Receiver's proposed allowed claim
6 amounts, including the supporting declaration and exhibits. Dkt. No. 1545. The
7 firm also prepared a response to the letter filed by claimant John and Mary Jenkins
8 (Dkt. No. 1557) and advised the Receiver regarding responses to inquiries from
9 other investor claimants. Allen Matkins handled service of the Court's order
10 advancing the hearing date for the motion on the investors with disputed claims and
11 filed a proof of service reflecting the same. Dkt. No. 1547. Finally, attorney Ted
12 Fates attended the initial hearing on the motion held on December 15, 2017. Dkt.
13 Nos. 1567. The reasonable and necessary fees for this work total \$17,213.40.

14 **E. Third Party Recoveries**

15 Allen Matkins' work in this category focused on collection of the outstanding
16 judgment against LinMar III. Allen Matkins reviewed the post-judgment receiver's
17 reports and advised on legal issues relating to the post-judgment receivership. The
18 reasonable and necessary fees for work in this category total \$517.50.

19 **F. Employment/Fees**

20 Although fee applications are a necessary component of federal equity
21 receiverships, neither the Receiver nor his professionals bill time for preparing their
22 own detailed applications. Allen Matkins assisted the Receiver in preparing his
23 Twenty-First Interim Fee Application and also assisted Duffy Kruspodin &
24 Company in finalizing its Eighth Interim Fee Application, which were granted in
25 full on January 28, 2018. Dkt. No. 1585. The reasonable and necessary fees for
26 this work total \$879.75.

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1 **G. Summary of Costs Requested**

2 Allen Matkins requests the Court approve reimbursement of \$5,979.08 for
3 out-of-pocket costs incurred in executing the foregoing tasks, as itemized in
4 Exhibit A. Pursuant to the Court's Order Granting in Part First Fee Applications,
5 Allen Matkins has reduced its request for reimbursement of copy costs to five cents
6 per page and written off any excess copy charges incurred.

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

8 From inception of the receivership on September 6, 2012, through
9 December 31, 2017, the Receiver incurred fees and costs of \$2,034,800.22, of
10 which amount \$398,537.01 is subject to holdback pending approval of the
11 Receiver's final fee application at the conclusion of the receivership, \$77,630.22 in
12 fees and costs is awaiting the Court's review and approval in his Twenty-Second
13 Interim Fee Application, and \$1,580,654.01 has been approved by the Court and
14 paid. During the same time period, Allen Matkins incurred fees and costs of
15 \$1,573,690.44, of which amount \$324,559.54 is subject to holdback pending
16 approval of Allen Matkins' final fee application at the conclusion of the
17 receivership; \$82,544.08 in fees and costs is awaiting the Court's review and
18 approval in this Twenty-Second Interim Fee Application, and \$1,188,863.39 in fees
19 and costs has been approved by the Court and paid. Finally, during the same time
20 period, tax accountant Duffy Kruspodin & Company, LLP ("Duffy") incurred fees
21 and costs of \$731,437.72 for preparing tax returns for Western, the GPs, and other
22 non-GP Receivership Entities, all of which has been paid to date, with no
23 holdbacks.

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

25 In its Order Granting in Part First Interim Fee Applications ("First Fee
26 Order"), the Court analyzed the case law regarding approval of interim fee
27 applications in regulatory receiverships and determined the following factors
28 should be considered: (1) the complexity of the receiver's tasks; (2) the fair value

1 of the time, labor, and skill measured by conservative business standards; (3) the
2 quality of work performed, including the results obtained and the benefit to the
3 receivership estate; (4) the burden the receivership estate may safely be able to
4 bear; and (5) the Commission's opposition or acquiescence. Dkt. No. 169, p. 7.

5 **A. Complexity of Tasks**

6 Here, the tasks performed by Allen Matkins are significantly complex and
7 the number of hours billed to complete them are reasonable. These tasks include
8 (a) analyzing corporate documents, loan agreements, and other contracts,
9 (b) advising the Receiver regarding federal equity receivership, debtor/creditor
10 rights, real property, contract, employment, insurance, eminent domain, tax, civil
11 procedure, appellate procedure, and other applicable areas of law, and (c) assisting
12 the Receiver in selling assets, collecting loans, and protecting the Receivership
13 Entities' interests in pending litigation, (d) assisting the Receiver in analyzing the
14 facts and legal issues and preparing a plan for distributing receivership assets that
15 treats investors fairly and equitably, (e) assisting the Receiver in preparing
16 proposed claim procedures to efficiently and effectively determine the proper
17 amount of each investor's claim, and (f) providing detailed reports to the Court and
18 interested parties. Allen Matkins wrote off and did not charge for 3.20 hours of
19 time (\$1,883.75) during the Twenty-Second Application Period.

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

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

26 **C. Quality of Work Performed**

27 Allen Matkins has diligently and competently assisted the Receiver in all
28 aspects of the receivership, including preserving and protecting the assets of the

1 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
2 addressing Western's cash shortage, reducing Western's operating expenses as well
3 as administrative expenses of the receivership, selling assets and collecting loans,
4 protecting the Receivership Entities' interests in pending litigation and other legal
5 matters, preserving and pursuing causes of action against third parties, formulating
6 plans and procedures for the determination of investor claims and the fair and
7 equitable distribution of receivership estate assets, and preparing detailed reports to
8 the Court and interested parties. These services have allowed the Receiver to
9 preserve and protect the value of the Receivership Entities' assets for the benefit of
10 investors.

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

12 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
13 Receivership Entities (Western and the GPs) have been pooled, creating a common
14 pool of receivership estate cash from which mortgages, property taxes, and other
15 operating expenses have been and will continue to be paid. The cash balance has
16 grown and will continue to grow as properties are sold through the Court-approved
17 Modified Orderly Sale Process (Dkt. Nos. 1309, 1359), including the Jamul Valley
18 property, Reno Vista and Reno View properties, Reno Partners property, Honey
19 Springs property, Valley Vista property, Bratton View property, LV Kade property,
20 Silver Springs North property, Park Vegas property, Production Partners property,
21 Washoe V property, Silver State property, and the Western land (Silver Springs),
22 all of which sales have been approved. As a result of these sales (not all of which
23 have yet closed), the receivership estate now holds approximately \$7 million in
24 cash. Therefore, the receivership estate has the ability to pay the fees and costs
25 requested herein.

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

27 Prior to filing, the Receiver and Allen Matkins provided these fee
28 applications to counsel for the Commission in substantially final form. Counsel for

1 the Commission has advised that the Commission has no opposition to the fees and
2 costs requested.

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

6 **V. CONCLUSION**

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

9 1. Approving payment of fees to Allen Matkins on an interim basis of
10 \$61,252.02;

11 2. Approving reimbursement of expenses to Allen Matkins on an interim
12 basis of \$5,979.08;

13 3. Authorizing and directing the Receiver to pay these amounts to Allen
14 Matkins from assets of the Receivership Entities; and

15 4. Granting such further and other relief as the Court deems just and
16 proper.

17
18 Dated: March 21, 2018

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

19 By: /s/ Edward Fates

20 EDWARD G. FATES
21 Attorneys for Receiver
22 THOMAS C. HEBRANK
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EXHIBIT INDEX

Exhibit A	Detailed Time Reports	12
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EXHIBIT A

EXHIBIT A

02/01/18 10:31:45 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: 01-31-2018

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
10/11/17	7308727	Discuss GP dissolution, property transfer, and QSF tax issues with Receiver.	Fates, Edward	0.3	155.25	155.25
10/16/17	7312524	Discuss FTB tax issue with Receiver.	Fates, Edward	0.4	207.00	362.25
10/17/17	7313398	Address issues regarding FTB taxes and participate in conference call with Receiver and Duffy firm regarding same.	Fates, Edward	0.6	310.50	672.75
11/01/17	7328009	Review order allowing A. Schooler to prosecute appeal on behalf of L. Schooler estate and advise Receiver regarding same.	Fates, Edward	0.2	103.50	776.25
11/06/17	7330907	Discuss preparation of deeds to transfer GP properties to Western with G. Rodriguez.	Fates, Edward	0.2	103.50	879.75
11/07/17	7332792	Advise on strategy and communications with FTB regarding tax issues.	Fates, Edward	0.2	103.50	983.25
11/10/17	7336608	Advise Receiver as to banking issues for consolidated receivership accounts.	Fates, Edward	0.2	103.50	1,086.75

02/01/18 10:31:45 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
11/30/17	7351104	Review response from FTB regarding income taxes and advise G. Rodriguez on next steps regarding same.	Fates, Edward	0.4	207.00	1,293.75
12/05/17	7356117	Discuss preparation of deeds for transfer of properties to Western with G. Rodriguez.	Fates, Edward	0.4	207.00	1,500.75
12/06/17	7357435	Calls and emails with G. Rodriguez and counsel regarding grant deeds to transfer GP properties to Western, transfer tax issues, and reconveyance of deeds of trust on properties in connection with same.	Fates, Edward	1.5	776.25	2,277.00
12/06/17	7357332	Review updated spreadsheet and related title reports for various Western properties; review entity issues.	Lorenzen, Jonathan	1.2	491.40	2,768.40
12/07/17	7358692	Advise on transfers of GP properties to Western and dissolution of GPs, preparation of deeds/reconveyances, transfer taxes, timing of transfers, and related issues.	Fates, Edward	0.7	362.25	3,130.65
12/07/17	7360099	Prepare forms of Quitclaim Deed and Reconveyance.	Lorenzen, Jonathan	0.8	327.60	3,458.25
12/08/17	7361297	Review multiple emails, schedule versions, title reports and other documentation.	Michael, Danka	3.6	918.00	4,376.25
12/11/17	7361523	Review updated title reports.	Lorenzen, Jonathan	0.7	286.65	4,662.90
12/12/17	7362864	Advise on issues regarding transfer of GP properties to Western and reconveyance of deeds of trust.	Fates, Edward	0.4	207.00	4,869.90

02/01/18 10:31:45 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
12/12/17	7363234	Review updated preliminary title reports.	Lorenzen, Jonathan	0.8	327.60	5,197.50
12/13/17	7363658	Communications with Receiver regarding FTB tax issues for GP entities.	Fates, Edward	0.1	51.75	5,249.25
12/14/17	7364933	Calls and emails with Receiver, G. Rodriguez, and counsel regarding steps for transferring title to GP properties to Western/QSF entity, formation of QSF entity, reconveyance of deeds of trust, title insurance, and related issues (1.6); analysis of QSF entity formation issues (.3).	Fates, Edward	1.9	983.25	6,232.50
12/14/17	7366135	Review deeds of trust for various Western properties and confirm that reconveyances have been prepared.	Lorenzen, Jonathan	1.7	696.15	6,928.65
12/15/17	7369733	Research and analysis regarding receivership tax issues concerning proposed property transfers (3.0); Conference with T. Fates regarding same (0.9).	Walburn, Allen	3.9	2,827.50	9,756.15
12/15/17	7366112	Analyze questions regarding formation of QSF entity, title insurance for properties, and income tax issues and confer with Duffy firm and counsel regarding same.	Fates, Edward	1.6	828.00	10,584.15
12/15/17	7366368	Review updated preliminary title reports for various Western Properties.	Lorenzen, Jonathan	1.8	737.10	11,321.25
12/15/17	7377196	Attention to receivership documents.	Michael, Danka	2.6	663.00	11,984.25
12/18/17	7369728	Address the QSF issues, Receiver's	Zaro, David	0.6	421.20	12,405.45

02/01/18 10:31:45 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
		closure of each of the partnerships/transfers of associated real estate, title policies, and insurer issues, follow-up call with counsel re same (.6).				
12/18/17	7369743	Conference regarding tax issues (.7); Further review and analysis of tax issues (.8)	Walburn, Allen	1.5	1,087.50	13,492.95
12/18/17	7367145	Calls and emails with Receiver, G. Rodriguez, Duffy firm, and counsel regarding transfer of title to GP properties, title insurance issues, reconveyances and related issues.	Fates, Edward	2.6	1,345.50	14,838.45
12/18/17	7367233	Communications with SEC's counsel regarding enforcement of judgment against Schooler (.4); discuss same with Receiver (.1); advise Receiver regarding response to media inquiry regarding case (.1).	Fates, Edward	0.6	310.50	15,148.95
12/19/17	7370417	Conferences regarding tax issues concerning qualified settlement funds.	Walburn, Allen	0.6	435.00	15,583.95
12/19/17	7367967	Communications with SEC's counsel regarding enforcement of judgment against Schooler as to LinMar III property (.3); discuss same with Receiver (.1); call with SEC's counsel regarding media inquiry and advise Receiver regarding same (.3); discuss issues with transfer of title to GP properties and removal of Schafer deeds of trust with Receiver and counsel (.6).	Fates, Edward	1.3	672.75	16,256.70
12/19/17	7370370	Review updated preliminary title	Lorenzen, Jonathan	0.7	286.65	16,543.35

02/01/18 10:31:45 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
		reports for various properties.				
12/20/17	7371179	Further analysis of QSF tax issues; Locate trust agreement form; Conference regarding same.	Walburn, Allen	1.6	1,160.00	17,703.35
12/20/17	7370161	Discuss reconveyances for R. Schafer deeds of trust in connection with transfer of GP properties with G. Rodriguez (.4); calls with Duffy, Receiver, and G. Rodriguez regarding QSF tax issues relating to transfer of GP properties (.9); work on formation of trust and trust declaration for QSF (1.2); discuss terms of same with Receiver (.3); advise regarding preparation of deeds for transfer of GP properties (.4).	Fates, Edward	3.2	1,656.00	19,359.35
12/20/17	7370670	Review Schafer Deeds of Trust; prepare reconveyance documents.	Lorenzen, Jonathan	3.8	1,556.10	20,915.45
12/20/17	7370970	Review Stead I, Dayton II, Dayton III, Stead I (Lansing), WPFC Dayton title reports, and Schedule of Liens sent by Mr. Rodriguez. Finalize drafts of reconveyance documents regarding Schaffer.	Michael, Danka	2.6	663.00	21,578.45
12/21/17	7372653	Review initial draft of Declaration of Trust prepared by T. Fates.	Walburn, Allen	0.9	652.50	22,230.95
12/21/17	7371396	Work on declaration of trust for transfer of GP properties to Western/QSF and discuss same with Receiver (1.8); advise on applicable transfer tax exemptions for transfers of GP properties (.3); review form of deed and advise on preparation of deeds (.8); work on preliminary	Fates, Edward	4.1	2,121.75	24,352.70

02/01/18 10:31:45 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
		change in ownership and related affidavits for recording (1.2).				
12/21/17	7372432	Review title reports for all properties in Western Portfolio and confirm accuracy of legal descriptions and APNs; research recordation requirements for each jurisdiction; prepare Quitclaim Deeds for conveying title with respect to each property.	Lorenzen, Jonathan	7.8	3,194.10	27,546.80
12/21/17	7372320	Review Nevada Shafer Reconveyances, Declarations of Value, and Deeds of Trusts.	Michael, Danka	1.2	306.00	27,852.80
12/22/17	7372775	Advise Receiver and G. Rodriguez regarding execution, notarization, and recording of deeds, affidavits, and relate property transfer documents in Nevada, Arizona, and New Mexico.	Fates, Edward	0.9	465.75	28,318.55
12/22/17	7373881	Review quitclaim deeds and related recordation documents for transfer of properties to WFP Receivership QSF Trust.	Lorenzen, Jonathan	0.7	286.65	28,605.20
12/26/17	7374383	Review executed closing documents for transfer of Western properties to WFP Receivership QSF Trust; confirm correct APNs and legal descriptions; review and revise declarations of value for deeds; coordinate recordation of closing documents in various states.	Lorenzen, Jonathan	4.3	1,760.85	30,366.05
12/26/17	7374212	Prepare multiple Declarations of Value. Coordinate various deeds and other documents for recordation with	Michael, Danka	3.3	841.50	31,207.55

02/01/18 10:31:45 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
		various jurisdictions.				
12/27/17	7376063	Review message from Lyon County Assessor regarding recent grant deeds recorded.	Kaup, John	0.1	25.65	31,233.20
12/27/17	7375032	Advise on issues relating to recording of deeds and related documents for property transfers.	Fates, Edward	0.4	207.00	31,440.20
12/27/17	7374999	Coordinate recordation of Quitclaim Deeds for various Western properties; conference call with recording service to discuss issues with recordation.	Lorenzen, Jonathan	2.4	982.80	32,423.00
12/28/17	7375967	Review status of recordation of Deeds for various Western properties.	Lorenzen, Jonathan	0.6	245.70	32,668.70
12/29/17	7376631	Discuss recordation issues with Clark County regarding Deeds for various properties; coordinate closing issues.	Lorenzen, Jonathan	1.8	737.10	33,405.80

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
10/06/17	2384077	Document Search - - Pacer - Service 7/01/2017-9/30/2017^4406104Q32017	1.00	3.00
10/06/17	2384078	Document Search - - Pacer - Service 7/01/2017-9/30/2017^4406104Q32017	1.00	0.20
10/10/17	2371082	Duplication	18.00	0.90
10/18/17	2372010	Duplication	28.00	1.40

02/01/18 10:31:45 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
10/19/17	2383855	Document Research - - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, OBTAIN 2 CERTIFIED COPIES OF DOCS #1536^COPIES OF DOCS #1536& #1537(2 OF EACH)& RETURN TOMORROW, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^432053	1.00	131.00
10/20/17	2375326	Messenger -- Federal ExpressInvoice No: 597479569 1665 Ship To: Ms Amy Gutierrez	1.00	16.43
10/20/17	2375327	Messenger -- Federal ExpressInvoice No: 597479569 1665 Ship To: Ms Brandy Lake	1.00	13.38
10/25/17	2379091	Messenger - - Federal Express Invoice No: 5982591211665 Ship To: Michele Seibold, Esq	1.00	13.38
10/25/17	2383856	Document Research - - Nationwide Legal, LLC, USDC/SAN DIEGO SOUTHERN DISTRICT, OBTAIN CERTIFIED COPY OF DOC #1538 &^COPY OF DOC #1538 &RETURN TO AMLGMN- SDTODAY, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^432053	1.00	59.00
10/30/17	2379328	- - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, OBTAIN CERTIFIED^DOC #1543 FILED 10/30/17FILED 10/30/17 &RETURN TO AMLMGN, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^431925	1.00	75.00
10/31/17	2379090	Messenger - - Federal Express Invoice No: 5982591211665 Ship To: Michele Seibold, Esq	1.00	13.38
11/02/17	2377534	Duplication	931.00	46.55
11/02/17	2383858	Messenger - - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, COURTESY COPIES.^PLEASE DELIVER BYNOON TOMORROW, 12-CV-02164-SEC V. SCHOOLER^432053	1.00	10.00
11/09/17	2380205	Duplication	55.00	2.75
11/09/17	2383857	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPY.^PLEASE DELIVER BY11:00 A.M., FRIDAY,, 12-CV-02164-SEC V. SCHOOLER^432053	1.00	10.00

02/01/18 10:31:45 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
11/22/17	2380206	Duplication	28.00	1.40
11/22/17	2391596	Document Research - - Nationwide Legal, LLC, CCW CENTRAL CIVIL WEST, OBTAIN CERTIFIED^COPY OF DOC #1548& RETURN TO ALLEN MATKINS-SD, 3:12CV-2164- GPC-JMA-SEC V. SCHOOLER^432147	1.00	36.00
11/27/17	2388237	Messenger -- Federal Express Invoice No: 601132148 1665 Ship To: Ms Jennifer Reinink	1.00	13.43
12/07/17	2391226	Duplication	75.00	14.25
12/11/17	2387199	Duplication	170.00	8.50
12/11/17	2391617	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, COURTESY COPIES^, 12-CV-02164-SEC V. SCHOOLER^432257	1.00	15.00
12/11/17	2393644	Reprographics - Color	1.00	0.25
12/12/17	2387200	Duplication	310.00	15.50
12/12/17	2388336	Messenger -- Federal Express Invoice No: 602555437 1665 Ship To: Ms Amy Gutierrez	1.00	16.53
12/12/17	2391616	Document Research - - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, OBTAIN CERTIFIED^COPY OF DOC #1566 FILED 12/11/17 & RETURN TO AMLMGN, 3:12CV- 02164-GPC-JMA-SEC V. SCHOOLER^432257	1.00	44.00
12/18/17	2391838	Duplication	15.00	0.75
12/26/17	2391839	Duplication	54.00	2.70
12/26/17	2393069	Messenger -- Federal Express -- Federal Express Invoice No: 604201583 2115 Ship To: Lety	1.00	13.49
12/26/17	2393070	Messenger -- Federal Express -- Federal Express Invoice No: 604201583 2115 Ship To: Service Order	1.00	13.49
12/26/17	2393071	Messenger -- Federal Express -- Federal Express Invoice No: 604201583 2115 Ship To: Service Order	1.00	21.41

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Trans Date	Index	Type	Quantity	Amt
12/26/17	2393072	Messenger -- Federal Express -- Federal Express Invoice No: 604201583 2115 Ship To: Service Order	1.00	24.22
12/26/17	2400501	Recordation Fees - - Nationwide Legal, LLC, CR/SAN DIEGO COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	206.00
12/26/17	2400502	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	553.00
12/26/17	2400503	Recordation Fees - - Nationwide Legal, LLC, STOREY COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	640.00
12/26/17	2400504	Recordation Fees - - Nationwide Legal, LLC, DOUGLAS COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	385.00
12/26/17	2400505	Recordation Fees - - Nationwide Legal, LLC, SANTA FE COUNTY CLERK, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	250.00
12/26/17	2400506	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	285.00
12/26/17	2400532	Recordation Fees - - Nationwide Legal, LLC, CLARK COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	225.00

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Trans Date	Index	Type	Quantity	Amt
12/26/17	2400533	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	293.00
12/27/17	2400507	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400508	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400509	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400510	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00
12/27/17	2400511	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00
12/27/17	2400512	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00

02/01/18 10:31:45 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
12/27/17	2400513	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00
12/27/17	2400514	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00
12/27/17	2400515	Recordation Fees - - Nationwide Legal, LLC, STOREY COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	150.00
12/27/17	2400516	Recordation Fees - - Nationwide Legal, LLC, STOREY COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	150.00
12/27/17	2400517	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400518	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400519	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400520	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00

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Trans Date	Index	Type	Quantity	Amt
12/27/17	2400521	Recordation Fees - - Nationwide Legal, LLC, YUMA COUNTY RECORDER, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	110.00
12/27/17	2400523	Recordation Fees - - Nationwide Legal, LLC, LYON COUNTY, CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM/RETRN-ADVANCE FEES^432296	1.00	100.00
12/27/17	2400534	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	122.00
12/27/17	2400535	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	122.00
12/27/17	2400536	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	122.00
12/27/17	2400537	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	122.00
12/27/17	2400538	Recordation Fees - - Nationwide Legal, LLC, WASHOE COUNTY RECORDER, RECORDING CLIENT WILL^OVERNIGHT DOCSDIRECTLY TO THEAFFILIATE FOR, RECORD/CONFORM /RETRN-ADVANCE FEES^432440	1.00	122.00

02/01/18 10:31:45 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
12/28/17	2395021	Messenger -- Federal Express Invoice No: 604812077 1665 Ship To: Nationwide Legal	1.00	13.55
12/28/17	2395022	Messenger -- Federal Express Invoice No: 604812077 1665 Ship To: Reno Carson Messenger -- Federal Express Service	1.00	16.62
12/29/17	2395023	Messenger -- Federal Express Invoice No: 604812077 1665 Ship To: Ms Amy Gutierrez	1.00	16.62
12/29/17	2400522	Document Research - - Nationwide Legal, LLC, USDC/SAN DIEGO BUSINESS OFFICE, OBTAIN CERTIFIED COPY DOC^COPY DOC 1565RETURN TO AMLG/SD, 312CV02164- SEC-V-SCHOOLER^432296	1.00	68.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.6	702.00	421.20
000820	John Kaup	0.1	256.50	25.65
000899	Allen Walburn	8.5	725.00	6,162.50
001665	Edward Fates	22.2	517.50	11,488.50
002115	Jonathan Lorenzen	29.1	409.50	11,916.45
002258	Danka Michael	13.3	255.00	3,391.50
		<u>73.8</u>		<u>33,405.80</u>
Total Fees				33,405.80
Total Disbursements				5,979.08

02/01/18 10:31:17 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: 01-31-2018

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
10/24/17	7318712	Work on Receiver's Twenty-First Interim Report.	Fates, Edward	1.6	828.00	828.00
10/26/17	7320763	Revisions to Twenty-First Interim Report per comments and updates from G. Rodriguez.	Fates, Edward	0.3	155.25	983.25
10/31/17	7325185	Updates to Receiver's Twenty-First Interim Report.	Fates, Edward	0.2	103.50	1,086.75
11/07/17	7332490	Review financial exhibits and finalize Twenty-First Interim Report.	Fates, Edward	0.4	207.00	1,293.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	2.5	517.50	1,293.75
		<u>2.5</u>		<u>1,293.75</u>
Total Fees				1,293.75
Total Disbursements				0.00

02/01/18 10:31:17 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: 01-31-2018

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
10/02/17	7301380	Call from K. Waranius regarding deed of trust clouding title to Silver Springs North property (.3); advise Receiver and title company regarding same (.2); discuss next steps in preserving Minden water rights and execution of deed regarding same with local counsel in Nevada (.4).	Fates, Edward	0.9	465.75	465.75
10/04/17	7303037	Communications with G. Rodriguez regarding non-receipt of overbids for Park Vegas sale and notice of same (.2); work on notice (.3).	Fates, Edward	0.5	258.75	724.50
10/05/17	7304124	Review information from G. Rodriguez regarding potential sale of Stead property and advise on same.	Fates, Edward	0.3	155.25	879.75
10/06/17	7304838	Calls with counsel for LV Kade buyer regarding resolution of title issues, service of sale order, appeal deadlines, and sale closing issues (.7); advise Receiver and G. Rodriguez regarding same (.4).	Fates, Edward	1.1	569.25	1,449.00
10/09/17	7306924	Calls with counsel for title company and LV Kade buyer regarding title issues, service of sale order, and	Fates, Edward	1.3	672.75	2,121.75

02/01/18 10:31:17 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
		closing issues (.8); confer with counsel regarding preparation of owner's affidavit, gap indemnity, grant deed, and joint closing instructions (.5).				
10/09/17	7307279	Review closing documents from Prologis for Las Vegas Blvd Purchase and Sale Agreement; review title issues related to Owner's Affidavit and Gap Indemnity Agreement.	Lorenzen, Jonathan	0.7	286.65	2,408.40
10/10/17	7307789	Calls with Receiver and G. Rodriguez regarding strategy and next steps for title and closing of LV Kade sale (.4); call with counsel for LV Kade buyer regarding same (.1).	Fates, Edward	0.5	258.75	2,667.15
10/11/17	7308594	Revisions to investor letter regarding notice of LV Kade sale order (.2).	Fates, Edward	0.2	103.50	2,770.65
10/12/17	7309807	Communications with counsel for Prologis and G. Rodriguez regarding closing documents, title issues, and service of sale order (.3); revisions to investor notice of credible offer on Stead property (.2); prepare notice of non-receipt of overbids for Washoe V sale motion (.2).	Fates, Edward	0.7	362.25	3,132.90
10/16/17	7312706	Initial review of closing documents for LV Kade sale prepared by counsel for Prologis.	Fates, Edward	0.2	103.50	3,236.40
10/17/17	7313805	Review closing documents for Las Vegas Blvd closing.	Lorenzen, Jonathan	0.4	163.80	3,400.20
10/17/17	7314740	Las Vegas Blvd Property/Prologis: review request for review miscellaneous closing documents;	Consani, Jonathan	0.2	84.00	3,484.20

02/01/18 10:31:17 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
		prepare to review miscellaneous closing documents.				
10/18/17	7313851	Communications with G. Rodriguez regarding lack of overbids for Production Partners sale and prepare notice of no overbids and no opposition.	Fates, Edward	0.4	207.00	3,691.20
10/18/17	7314702	Review and revise grant deed, joint closing instructions, owner's affidavit, and general assignment for closing of LV Kade sale and discuss same with Receiver and G. Rodriguez.	Fates, Edward	0.9	465.75	4,156.95
10/18/17	7314649	Review and revise closing documents.	Lorenzen, Jonathan	1.2	491.40	4,648.35
10/18/17	7314741	Las Vegas Blvd Property/Prologis: Review Seller affidavit; make comments to Seller affidavit; review general assignment; draft comments to general assignment; review grant deed; draft comments to grant deed; review joint escrow instructions; make comments to joint escrow instructions;	Consani, Jonathan	4.1	1,722.00	6,370.35
10/19/17	7315350	Advise on revisions to closing documents for LV Kade sale and strategy regarding same (.4); communications with counsel for Prologis regarding same (.2); communications with SEC's counsel regarding October 20 sale motion hearing (.1); review orders approving sales of Park Vegas and Washoe V properties and advise Receiver regarding same (.3).	Fates, Edward	1.0	517.50	6,887.85

02/01/18 10:31:17 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
10/19/17	7315215	Analyze title issues related to closing for Las Vegas Blvd property; revise Closing Documents and send to Prologis for review.	Lorenzen, Jonathan	2.3	941.85	7,829.70
10/20/17	7316736	Review status of marketing and easements on Tecate properties and advise regarding same (.2); communications with Prologis regarding joint closing agreement and title insurance issues (.2).	Fates, Edward	0.4	207.00	8,036.70
10/23/17	7317755	Discuss issues regarding Prologis requests for 1031 exchange and fencing to property with Receiver and G. Rodriguez.	Fates, Edward	0.4	207.00	8,243.70
10/23/17	7317744	Review 1031 Exchange requirements for Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.6	245.70	8,489.40
10/24/17	7318121	Review order approving sale of Production Partners property and advise Receiver regarding same (.2); discuss lack of overbids for Silver State with G. Rodriguez and prepare notice of non-receipt of overbids and no opposition regarding same (.5).	Fates, Edward	0.7	362.25	8,851.65
10/25/17	7319346	Communications with Prologis and First American Title regarding closing documents and review of same by First American and advise Receiver and G. Rodriguez regarding status.	Fates, Edward	0.4	207.00	9,058.65
10/25/17	7319481	Review closing documents and related correspondence from Prologis for Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.3	122.85	9,181.50
10/26/17	7320170	Advise G. Rodriguez on closing and title issues for Production Partners	Fates, Edward	0.6	310.50	9,492.00

02/01/18 10:31:17 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
		and Park Vegas sales and prepare letter to escrow/title regarding same.				
10/26/17	7320124	Review Assignment and Assumption of Lease for Silver Springs PSA and supporting information from Buyer about qualifications for Affiliate Assignee entity; review closing documents for Las Vegas Blvd PSA; review and respond to correspondence from Prologis.	Lorenzen, Jonathan	1.4	573.30	10,065.30
10/27/17	7321632	Brief review of comments to closing documents for LV Kade sale from First American Title.	Fates, Edward	0.2	103.50	10,168.80
10/30/17	7323040	Review order approving sale of Silver State property and advise Receiver regarding same (.2); discuss status and timing regarding LV Kade title and closing issues with G. Rodriguez (.2); analyze First American's comments to closing documents for LV Kade sale and responses to same (.5).	Fates, Edward	0.9	465.75	10,634.55
10/30/17	7323585	Review revised Owner's Affidavit and Closing Instructions from First American for Las Vegas Blvd Property; prepare redrafts and send for review and approval.	Lorenzen, Jonathan	1.3	532.35	11,166.90
10/31/17	7323859	Discuss revisions to owner's affidavit and joint closing instructions for LV Kade sale with G. Rodriguez and finalize same.	Fates, Edward	0.7	362.25	11,529.15
11/01/17	7328001	Analyze further changes to owner's declaration from First American, discuss same with Receiver, and	Fates, Edward	0.7	362.25	11,891.40

02/01/18 10:31:17 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 Prologis and First American regarding execution of closing documents.				
11/01/17	7328210	Discuss closing issues with Prologis for purchase of Las Vegas Blvd property; review and respond to correspondence from First American Title regarding closing documents for Las Vegas Blvd PSA.	Lorenzen, Jonathan	1.4	573.30	12,464.70
11/02/17	7328903	Review and advise on closing documents for Production Partners sale and discuss same with G. Rodriguez (.4); initial work on preparation of deeds for transfer of GP properties to Western and discuss same with Receiver (.5); revisions to owner's affidavit for Productions Partners (.9).	Fates, Edward	1.8	931.50	13,396.20
11/03/17	7330593	Review message from Lyon County Assessor; review related recorded documents; brief conference with T. Fates regarding recent sale of property.	Kaup, John	0.4	102.60	13,498.80
11/03/17	7329495	Revisions to investor notice regarding offer for Las Vegas 2 property and discuss same with G. Rodriguez (.3); respond to inquiry regarding closing documents from escrow for Park Vegas sale (.2); respond to inquiry from Lyon County regarding Silver Springs North sale and discuss same with G. Rodriguez (.4).	Fates, Edward	0.9	465.75	13,964.55
11/06/17	7330982	Advise on closing issues for Production Partners sale (.2); discuss	Fates, Edward	2.5	1,293.75	15,258.30

02/01/18 10:31:17 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 sale of Dayton IV property with G. Rodriguez (.5); prepare motion for approval of Dayton IV sale (1.5); brief review of revised closing documents for LV Kade sale (.3).				
11/06/17	7331666	Review revised closing documents for Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.8	327.60	15,585.90
11/07/17	7331783	Advise Receiver regarding timing of mailing notices to investors of LV Kade sale order per PSA terms (.2); advise on Park Vegas sale closing issues (.2); revisions to Dayton IV sale motion and discuss same with Receiver (.4).	Fates, Edward	0.8	414.00	15,999.90
11/07/17	7333176	Review and respond to correspondence regarding closing documents for Las Vegas Blvd PSA.	Lorenzen, Jonathan	0.4	163.80	16,163.70
11/08/17	7334193	Call and emails with escrow for City of North Las Vegas easement regarding documents needed for close of escrow.	Fates, Edward	0.5	258.75	16,422.45
11/09/17	7334711	Work on Dayton IV sale motion, notice of motion, supporting declaration, and proposed order (.9); discuss same with Receiver and G. Rodriguez (.2); discuss execution of closing documents for LV Kade sale with Receiver and G. Rodriguez (.2); communications with title/escrow regarding title execution of joint closing instructions and mailing of notice of sale order (.4).	Fates, Edward	1.7	879.75	17,302.20

02/01/18 10:31:17 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
11/10/17	7336678	Discuss execution of closing documents and mailing of investor notices of sale order with Receiver (.3); advise Prologis and First American regarding same (.1).	Fates, Edward	0.4	207.00	17,509.20
11/13/17	7337476	Advise Receiver as to execution of additional closing documents (.3); discuss ex parte application to engage brokers for additional GP properties with G. Rodriguez (.3).	Fates, Edward	0.6	310.50	17,819.70
11/16/17	7341183	Advise G. Rodriguez as to issues with publication of notice for Dayton IV sale motion.	Fates, Edward	0.4	207.00	18,026.70
11/21/17	7344551	Review and advise on draft letter of intent for Stead property (.3); initial work on ex parte application to engage CBRE as broker for four GP properties (.2).	Fates, Edward	0.5	258.75	18,285.45
11/21/17	7344689	Review draft Letter of Intent for sale of P51 Property to Lansing.	Lorenzen, Jonathan	0.4	163.80	18,449.25
11/22/17	7345643	Work on recommendation regarding engagement of broker to list four Nevada properties.	Fates, Edward	0.2	103.50	18,552.75
11/28/17	7348149	Communications with G. Rodriguez regarding listing agreement for Stead property.	Fates, Edward	0.2	103.50	18,656.25
11/29/17	7348959	Work on recommendation regarding engagement of brokers for five receivership properties.	Fates, Edward	2.6	1,345.50	20,001.75
11/29/17	7350194	Prepare PSAs for Stead 1 and Horizon Partners properties, and send for Buyer review.	Lorenzen, Jonathan	3.3	1,351.35	21,353.10

02/01/18 10:31:17 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
11/30/17	7351102	Advise G. Rodriguez regarding closing documents for easement on LV Kade property, terms of GAP indemnity, and response to buyer request regarding entry on to property to remove debris (.4); review and advise on commission agreement for potential sale of portion of Stead property (.3).	Fates, Edward	0.7	362.25	21,715.35
12/04/17	7355078	Discuss recommendation regarding engagement of brokers with G. Rodriguez (.2); revise same (.2); meet and confer with SEC's counsel regarding same (.1); calls with counsel for LV Kade buyer and G. Rodriguez regarding request for permission to obtain city permit in advance of closing (.4).	Fates, Edward	0.9	465.75	22,181.10
12/05/17	7355809	Communications with G. Rodriguez to confirm lack of overbids for Dayton IV sale (.1); prepare notice of non-receipt of overbids (.3); meet and confer with SEC's counsel regarding recommendation for engaging brokers and discuss same with G. Rodriguez (.2); revisions to recommendation (.2).	Fates, Edward	0.8	414.00	22,595.10
12/05/17	7356514	Review summary of remaining properties for Western portfolio.	Lorenzen, Jonathan	0.6	245.70	22,840.80
12/11/17	7361259	Revise and finalize recommendation regarding engagement of brokers for five GP properties (.4); review order approving Dayton IV sale and advise Receiver regarding same (.2).	Fates, Edward	0.6	310.50	23,151.30

02/01/18 10:31:17 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
12/15/17	7365940	Review and revise draft owner's affidavit for City of North Las Vegas sewer easement on LV Kade property.	Fates, Edward	0.2	103.50	23,254.80

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000820	John Kaup	0.4	256.50	102.60
001665	Edward Fates	29.3	517.50	15,162.75
002115	Jonathan Lorenzen	15.1	409.50	6,183.45
002232	Jonathan Consani	4.3	420.00	1,806.00
		<u>49.1</u>		<u>23,254.80</u>
Total Fees				23,254.80
Total Disbursements				0.00

02/01/18 10:31:17 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: 01-31-2018

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
10/03/17	7302406	Discuss status and strategy regarding outstanding claim disputes and preparation of claims approval motion with Receiver and G. Rodriguez (.8); work on claims approval motion including authority to dissolve GPs (1.3).	Fates, Edward	2.1	1,086.75	1,086.75
10/04/17	7303082	Review and revise October 2017 case update for investors and discuss same with Receiver and G. Rodriguez (.6); discuss claims allowance and GP closure issues with Receiver and G. Rodriguez (.2).	Fates, Edward	0.8	414.00	1,500.75
10/06/17	7304664	Assist G. Rodriguez in drafting correspondence to investors who have disputed their claims.	Fates, Edward	0.2	103.50	1,604.25
10/10/17	7307794	Calls with Receiver and G. Rodriguez regarding claims approval motion and meet and confer with SEC's counsel regarding same (.3); communications with SEC's counsel to arrange call (.1).	Fates, Edward	0.4	207.00	1,811.25
10/11/17	7308700	Prepare for and attend conference call with SEC's counsel and Receiver	Fates, Edward	0.6	310.50	2,121.75

02/01/18 10:31:17 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
		regarding claims process and upcoming motion regarding allowance of claims.				
10/12/17	7309808	Work on claims approval motion and analysis and discussion of disputed claims (2.7); communications with G. Rodriguez regarding same (.7); address issues with disputed claim for investor J. Jenkins and assist in drafting letter to same (.9).	Fates, Edward	4.3	2,225.25	4,347.00
10/17/17	7313249	Discuss revisions to claims disputes/approval motion with Receiver and G. Rodriguez and work on revisions (1.4); meet and confer communications with SEC's counsel regarding motion (.2).	Fates, Edward	1.6	828.00	5,175.00
10/24/17	7318545	Meet and confer call with SEC's counsel regarding claims approval motion (.1); revisions to same (.4); advise Receiver regarding same (.2); work on Receiver's declaration in support of motion (.6).	Fates, Edward	1.3	672.75	5,847.75
10/27/17	7321404	Review and discuss formatting of investor claims list with G. Rodriguez (.5); work on Receiver's declaration in support of claims allowance motion (.9); discuss same with Receiver (.1).	Fates, Edward	1.5	776.25	6,624.00
10/30/17	7322443	Review claim dispute letter from Jenkins and discuss response to same with G. Rodriguez (.7); revisions to claims approval motion regarding same (.9); discuss same with Receiver (.3); prepare proposed order for claims approval motion (.2).	Fates, Edward	2.1	1,086.75	7,710.75

02/01/18 10:31:17 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
10/31/17	7327400	Review of the Jenkins letter, follow-up on claims of Jenkins with counsel (.3). Review claims motion and call with counsel to review disputed claims issues (.4).	Zaro, David	0.7	491.40	8,202.15
10/31/17	7323837	Review revised schedule of proposed claim amounts and discuss same, disputed claim of Jenkins, and dissolution timing issues with Receiver and G. Rodriguez (.9); revise motion regarding Jenkins claim (.8); respond to direct inquiry from counsel for investor (.2).	Fates, Edward	1.9	983.25	9,185.40
11/01/17	7327947	Revisions to claims motion regarding Jenkins claim and related exhibits and discuss same with Receiver (.9); work on revisions to supporting declaration and exhibits to same (.7).	Fates, Edward	1.6	828.00	10,013.40
11/02/17	7331138	Review of the motion related to claims review/receiver recommendation of claims treatment, follow-up call with counsel re same (.6).	Zaro, David	0.6	421.20	10,434.60
11/02/17	7328218	Final revisions and updates to claims approval/GP dissolution motion, supporting declaration, and exhibits and discuss same with Receiver and G. Rodriguez (1.1); confer with SEC's counsel regarding hearing date for motion (.2); address mail service and privacy issues for investors with disputed claims (.3); address concerns with timing of transfer of properties, dissolution of entities, and tax returns and discuss same with	Fates, Edward	2.2	1,138.50	11,573.10

02/01/18 10:31:17 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
		Receiver (.5); call to court chambers regarding same (.1).				
11/03/17	7329387	Revisions to November case update to investors and discuss same with G. Rodriguez (.3); call from investor regarding claims process and timing of distributions (.2).	Fates, Edward	0.5	258.75	11,831.85
11/06/17	7330704	Review order advancing hearing date on claims approval motion to December 15 and advise Receiver and SEC's counsel (.4); prepare notices of hearing date change to investors with disputed claims (.5).	Fates, Edward	0.9	465.75	12,297.60
11/16/17	7341001	Advise Receiver and G. Rodriguez regarding review and likely treatment of claim for pre-receivership fees of Duffy firm and potential conflict issue regarding same.	Fates, Edward	0.2	103.50	12,401.10
11/20/17	7343738	Address direct inquiry from financial advisor for investor.	Fates, Edward	0.2	103.50	12,504.60
11/28/17	7347839	Discuss treatment of pre-receivership creditor claims with G. Rodriguez.	Fates, Edward	0.2	103.50	12,608.10
11/30/17	7351099	Advise G. Rodriguez regarding response to communication from J. Schooler concerning investment in GPs and proposed subordination of claim and response to M. Iwanoski regarding disputed claim.	Fates, Edward	0.5	258.75	12,866.85
12/01/17	7354140	Review SEC's statement in support of claims approval motion and advise Receiver regarding same (.2); review letter from Jenkins further disputing claim and advise G. Rodriguez	Fates, Edward	0.6	310.50	13,177.35

02/01/18 10:31:17 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
		regarding response to same (.4).				
12/06/17	7357729	Prepare reply to opposition of Jenkins to claims approval motion and discuss same with G. Rodriguez.	Fates, Edward	1.7	879.75	14,057.10
12/07/17	7358677	Revisions to reply brief regarding Jenkins claim dispute.	Fates, Edward	0.3	155.25	14,212.35
12/08/17	7361751	Address pending claims motion, pending opposition, call with counsel re same (.4). Review of Receiver's draft reply as to Jenkins claim dispute (.3).	Zaro, David	0.7	491.40	14,703.75
12/11/17	7361210	Revise December case update for investors regarding claims process, distributions, closure of the GPs, and property sales (.6); review order granting in part claims approval motion and setting hearing for December 15 and advise Receiver regarding same (.3); respond to inquiry from investor regarding distributions (.2).	Fates, Edward	1.1	569.25	15,273.00
12/12/17	7362038	Communications with SEC's counsel regarding December 15 hearing on claims approval motion (.2); discuss preparation for December 15 hearing with Receiver (.2).	Fates, Edward	0.4	207.00	15,480.00
12/13/17	7363948	Advise as to response to call from M. Jenkins regarding disputed claim and December 15 hearing (.2); communications with SEC's counsel regarding same (.1).	Fates, Edward	0.3	155.25	15,635.25
12/15/17	7367382	Address outstanding issues as to the Receiver's claims motion, prepare for	Zaro, David	0.4	280.80	15,916.05

02/01/18 10:31:17 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
		the hearing, follow-up as to Court's continuance of the hearing and open issues (.4).				
12/15/17	7366032	Prepare for hearing on claims approval motion (.9); attend hearing (1.0); review court order setting briefing schedule and further hearing and advise Receiver regarding same (.2).	Fates, Edward	2.1	1,086.75	17,002.80
12/18/17	7369720	Further conference with Receiver and counsel, status of analysis of remaining disputed claims, notice and upcoming hearing (.3).	Zaro, David	0.3	210.60	17,213.40

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	2.7	702.00	1,895.40
001665	Edward Fates	29.6	517.50	15,318.00
		<u>32.3</u>		<u>17,213.40</u>
Total Fees				17,213.40
Total Disbursements				0.00

02/01/18 10:31:17 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: 01-31-2018

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
11/28/17	7348133	Review Sixteenth Interim Report of post-judgment receiver.	Fates, Edward	0.2	103.50	103.50
12/14/17	7365071	Review lengthy email from post-judgment receiver and analyze issues regarding potential sale of LinMar III property (.4); discuss same with Receiver and G. Rodriguez (.2).	Fates, Edward	0.6	310.50	414.00
12/19/17	7368453	Advise Receiver as to issues relating to potential sale of LinMar III property by post-judgment receiver.	Fates, Edward	0.2	103.50	517.50

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.0	517.50	517.50
		1.0		517.50
Total Fees				517.50
Total Disbursements				0.00

02/01/18 10:31:17 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: 01-31-2018

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
11/13/17	7337433	Initial review of Duffy's eighth fee application and exhibits (.3); communications with L. Benjamin regarding same (.1); discuss same with Receiver (.2).	Fates, Edward	0.6	310.50	310.50
11/21/17	7344701	Revisions to Receiver's twenty-first interim fee application.	Fates, Edward	0.8	414.00	724.50
11/29/17	7350227	Meet and confer communication with SEC's counsel regarding interim fee applications.	Fates, Edward	0.1	51.75	776.25
12/08/17	7360181	Revisions to notice of hearing for interim fee applications.	Fates, Edward	0.2	103.50	879.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.7	517.50	879.75
		1.7		879.75
Total Fees				879.75
Total Disbursements				0.00