

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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25
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Case No. 3:12-cv-02164-GPC-JMA

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

Date: October 5, 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-fourth interim application for payment of professional fees and reimbursement of costs for the time period April 1, 2018, through June 30, 2018 ("Twenty-Fourth Application Period"). Allen Matkins incurred \$32,690.25 in fees and \$175.84 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$26,152.20, 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-Fourth Application Period, Allen Matkins provided a total of 64.70 hours of service for a total of \$32,690.25 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$26,152.20. 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	.20	103.50
Reporting	3.50	1,811.25
Operations and Asset Sales	39.50	19,575.45
Claims and Distributions	7.90	4,162.05
Third Party Recoveries	10.70	5,537.25
Employment/Fees	2.90	1,500.75
Total Fees	64.70	\$32,690.25

As the table reflects, much of the work done during the Twenty-Fourth 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 \$21 million.

4 **II. TASKS PERFORMED**

5 During the Twenty-Fourth 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 the firm assisting the Receiver
11 communicating with counsel for the SEC regarding issues related to the pending
12 appeal of the Final Judgment against Louis Schooler. The reasonable and
13 necessary fees for work in this category total \$103.50.

14 **B. Reporting**

15 This category includes time spent preparing the Receiver's Twenty-Third
16 Interim Report filed on May 15, 2018. Dkt. No. 1611. The report includes detailed
17 updates regarding enforcement of judgments against the LinMar entities, property
18 tax appeals, properties owned by Western, issues with the tenant located on the
19 Stead property, taxes and mortgages, pending and potential sales of GP properties,
20 the investor claims process, and receipts and disbursements for each Receivership
21 Entity. The reasonable and necessary fees for work in this category total
22 \$1,811.25.

23 **C. Operations and Asset Sales**

24 Allen Matkins' time in this category focused on assisting the Receiver with
25 legal issues relating to the ongoing operations of Western and the GPs, including
26 sales of receivership properties via the Modified Orderly Sale Process, easement
27 and condemnation issues, and issues relating to property taxes and assessments.
28

1 1. Dayton II

2 The Receiver's motion for approval of this sale was filed during the prior
3 application period, on March 7, 2018 (Dkt. No. 1592). During the Twenty-Fourth
4 Application Period, a notice that no overbids were received was filed on April 11,
5 2018 (Dkt. No. 1605), and the motion was granted on April 30, 2018 (Dkt.
6 No. 1608).

7 2. International

8 Allen Matkins assisted the Receiver in preparing a motion for approval of the
9 sale of the International property for \$39,000. The motion was filed on April 2,
10 2018 (Dkt. No. 1601), a notice that no overbids were received was filed on May 11,
11 2018 (Dkt. No. 1612), and the motion was granted on May 18, 2018 (Dkt.
12 No. 1614).

13 3. Washoe V

14 Allen Matkins assisted the Receiver in preparing a motion for approval of the
15 sale of the Washoe V property for \$530,000, which was filed on May 18, 2018.
16 Dkt. No. 1613. A notice that no overbids were received was filed on July 2, 2018
17 (Dkt. No. 1630), and the motion was granted on July 17, 2018 (Dkt. No. 1633).

18 4. Las Vegas 2

19 Allen Matkins assisted the Receiver in preparing a motion for approval of the
20 sale of the Las Vegas 2 property for \$1,725,000, which was filed on May 31, 2018.
21 Dkt. No. 1616. A notice that no overbids were received was filed on July 2, 2018
22 (Dkt. No. 1631), and the motion was granted on July 30, 2018 (Dkt. No. 1637).

23 5. Other Issues Pertaining to GP Properties

24 Allen Matkins advised the Receiver regarding various other legal issues
25 pertaining to GP properties, including assisting with addressing and removing liens
26 on GP properties, working on letters of intent and purchase and sale agreements to
27 be sent to prospective purchasers, and preparing notices to investors regarding
28 offers received for certain GP properties.

1 The reasonable and necessary fees for Allen Matkins' work in this category
2 total \$19,575.45.

3 **D. Claims and Distributions**

4 During the prior application period, on March 9, 2018, the Receiver's motion
5 for authority to make interim distributions was filed. Dkt. No. 1594. The motion
6 was granted on April 30, 2018. Dkt. No. 1610. Allen Matkins then assisted the
7 Receiver in implementing the Court-approved distributions, including addressing
8 unique issues with respect to investor distribution checks, an assignment of an
9 investor claim, and locating investors for whom the Receiver did not have a current
10 address. Allen Matkins also assisted in preparing monthly case updates to investors
11 and responded to several direct inquiries from investors or their counsel regarding
12 distributions. The reasonable and necessary fees for this work total \$4,162.05.

13 **E. Third Party Recoveries**

14 Allen Matkins' work in this category focused on collection of the outstanding
15 judgment against LinMar III. The firm reviewed the post-judgment receiver's
16 reports regarding his ongoing efforts to finalize office leases and to market the
17 LinMar III property for sale. Allen Matkins also assisted with communications
18 with the senior lender/deed of trust holder on the property and advised the Receiver
19 on legal issues relating to the senior loan, including the upcoming maturity of the
20 loan. The reasonable and necessary fees for work in this category total \$5,537.25.

21 **F. Employment/Fees**

22 Although fee applications are a necessary component of federal equity
23 receiverships, neither the Receiver nor his professionals bill time for preparing their
24 own detailed applications. Allen Matkins assisted the Receiver in preparing his
25 Twenty-Third Interim Fee Application, which was filed on June 15, 2018. Dkt.
26 No. 1619. The firm also assisted and advised on upcoming fee applications to be
27 filed by Duffy Kruspodin & Company and the Receiver's local counsel in Nevada.
28 The reasonable and necessary fees for this work total \$1,500.75.

1 **G. Summary of Costs Requested**

2 Allen Matkins requests the Court approve reimbursement of \$175.84 for out-
3 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
4 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen
5 Matkins has reduced its request for reimbursement of copy costs to five cents per
6 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 June 30,
9 2018, the Receiver incurred fees and costs of \$2,188,689.20, of which amount
10 \$429,085.26 is subject to holdback pending approval of the Receiver's final fee
11 application at the conclusion of the receivership, \$61,277.99 in fees and costs is
12 awaiting the Court's review and approval in his Twenty-Fourth Interim Fee
13 Application, and \$1,698,325.95 has been approved by the Court and paid. During
14 the same time period, Allen Matkins incurred fees and costs of \$1,678,771.48, of
15 which amount \$343,932.08 is subject to holdback pending approval of Allen
16 Matkins' final fee application at the conclusion of the receivership, \$26,328.04 in
17 fees and costs is awaiting the Court's review and approval in this Twenty-Fourth
18 Interim Fee Application, and \$1,308,511.36 in fees and costs has been approved by
19 the Court and paid. Finally, during the same time period, tax accountant Duffy
20 Kruspodin & Company, LLP ("Duffy") incurred fees and costs of \$965,085.11 for
21 preparing tax returns for Western, the GPs, and other non-GP Receivership Entities.
22 Of this amount, \$731,437.72 has been approved by the Court and paid and
23 \$233,647.39 is awaiting the Court's review and approval in its Ninth Interim Fee
24 Application.

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

26 In its Order Granting in Part First Interim Fee Applications ("First Fee
27 Order"), the Court analyzed the case law regarding approval of interim fee
28 applications in regulatory receiverships and determined the following factors

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

6 **A. Complexity of Tasks**

7 Here, the tasks performed by Allen Matkins are significantly complex and
 8 the number of hours billed to complete them are reasonable. These tasks include
 9 (a) analyzing corporate documents, loan agreements, and other contracts,
 10 (b) advising the Receiver regarding federal equity receivership, debtor/creditor
 11 rights, real property, contract, employment, insurance, eminent domain, tax, civil
 12 procedure, appellate procedure, and other applicable areas of law, and (c) assisting
 13 the Receiver in selling assets, collecting loans, and protecting the Receivership
 14 Entities' interests in pending litigation, (d) assisting the Receiver in analyzing
 15 investor claims and distributing receivership assets in a manner that treats investors
 16 fairly and equitably, and (e) providing detailed reports to the Court and interested
 17 parties.

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

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

24 **C. Quality of Work Performed**

25 Allen Matkins has diligently and competently assisted the Receiver in all
 26 aspects of the receivership, including preserving and protecting the assets of the
 27 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
 28 addressing Western's cash shortage, reducing Western's operating expenses as well

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

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

10 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
11 Receivership Entities (Western and the GPs) have been pooled, creating a common
12 pool of receivership estate cash from which mortgages, property taxes, and other
13 operating expenses have been and will continue to be paid. The cash balance has
14 grown and will continue to grow as properties are sold through the Court-approved
15 Modified Orderly Sale Process (Dkt. Nos. 1309, 1359). As a result of sales closed
16 to date, and factoring interim distributions that had been cashed as of that date, the
17 receivership estate held approximately \$8.7 million as of June 30, 2018. Therefore,
18 the receivership estate has the ability to pay the fees and costs requested herein.

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

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

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

27
28

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 \$26,152.20;
2. Approving reimbursement of expenses to Allen Matkins on an interim basis of \$175.84;
3. Authorizing and directing the Receiver to pay these amounts to Allen Matkins from assets of the Receivership Entities; and
4. Granting such further and other relief as the Court deems just and proper.

Dated: August 29, 2018

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

By: /s/ Edward Fates

EDWARD G. FATES
Attorneys for Receiver
THOMAS C. HEBRANK

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	11
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EXHIBIT A

EXHIBIT A

08/21/18 10:37:56 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378965

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00002 (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/28/18	7543634	Call from SEC's counsel regarding inquiry relating to pending Schooler appeal of final judgment.	Fates, Edward	0.2	103.50	103.50

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
04/11/18	2450621	- - Nationwide Legal, LLC, SAN DIEGO COUNTY RECORDER, QUITCLAIM DEED^, -^435941.	1.00	17.00
04/30/18	2430199	Document Research - - Nationwide Legal, LLC, ALLEN MATKINS LECK GAMBLE & MALLORY, OBTAIN CERTIFIED COPY OF DOC #1608^COPY OF DOC #1608FILED 4/30/18, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^435435	1.00	34.00
05/02/18	2427956	Federal Express Invoice No: 617826173 1665 Ship To: Ms Amy Gutierrez	1.00	17.40
05/03/18	2427955	Federal Express Invoice No: 617826173 1665 Ship To: Ms Michele Seibold	1.00	14.14

08/21/18 10:37:56 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Trans Date	Index	Type	Quantity	Amt
05/21/18	2439097	Document Research - - Nationwide Legal, LLC, USDC/SAN DIEGO SOUTHERN DISTRICT, OBTAIN CERTIFIED COPY OF DOC #1614^COPY OF DOC #1614 &RETURN TO JANINETOMORROW-5/22/18, 3:12CV-02164-GPC-JMA-SEC V. SCHOOLER^435526	1.00	44.00
05/21/18	2439098	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, ^, 12-CV-02164-SEC V. SCHOOLER^435526	1.00	10.00
05/23/18	2436597	Federal Express Invoice No: 620011281 1665 Ship To: Ms Brook Hickerson	1.00	12.30
06/15/18	2450620	Messenger - - Nationwide Legal, LLC, USDC - SOUTHERN DISTRICT, ^, 12-CV-02164-SEC V. SCHOOLER^435941.	1.00	27.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.2	517.50	103.50
		0.2		103.50
Total Fees				103.50
Total Disbursements				175.84

08/13/18 09:06:43 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378966

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
05/04/18	7492994	Work on Receiver's Twenty-Third Interim Report (2.1); discuss same with Receiver (.2).	Fates, Edward	2.3	1,190.25	1,190.25
05/14/18	7500874	Revisions to Twenty-Third Interim Report (.9); discuss same with Receiver (.3).	Fates, Edward	1.2	621.00	1,811.25

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.5	517.50	1,811.25
		3.5		1,811.25
Total Fees				1,811.25
Total Disbursements				0.00

08/13/18 09:06:43 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378967

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
04/02/18	7463422	Finalize International sale motion for filing (.2); discuss timing for notice of no overbids for Dayton II sale with G. Rodriguez (.2).	Fates, Edward	0.4	207.00	207.00
04/04/18	7465471	Address defects in legal description for Twin Plant property.	Fates, Edward	0.2	103.50	310.50
04/04/18	7465464	Review comments to Purchase and Sale Agreements from KB Homes (Horizon) and Ladera Ventures (Washoe IV) with Geno Rodriguez; prepare redrafts of Agreements.	Lorenzen, Jonathan	2.3	941.85	1,252.35
04/05/18	7466730	Review updated title information for Twin Plant deed.	Lorenzen, Jonathan	0.6	245.70	1,498.05
04/10/18	7470737	Communications with counsel for prospective purchaser of Washoe IV property regarding purchase and sale agreement terms.	Fates, Edward	0.3	155.25	1,653.30
04/10/18	7469808	Review updated title report for Twin Plant, and prepare Quitclaim Deed to update legal description.	Lorenzen, Jonathan	0.8	327.60	1,980.90
04/11/18	7471613	Work on notice of non-opposition and no overbids for Dayton II sale motion.	Fates, Edward	0.4	207.00	2,187.90

08/13/18 09:06:43 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
04/11/18	7471733	Prepare redraft of Washoe IV Purchase and Sale Agreement, and send for final review and approval.	Lorenzen, Jonathan	1.3	532.35	2,720.25
04/17/18	7476205	Coordinate execution of KB Homes Purchase and Sale Agreement.	Lorenzen, Jonathan	0.2	81.90	2,802.15
04/19/18	7477764	Advise on terms of Las Vegas 2 and Washoe IV purchase and sale agreements.	Fates, Edward	0.4	207.00	3,009.15
04/19/18	7477865	Review comments to Purchase and Sale Agreement for Washoe IV, and prepare redraft.	Lorenzen, Jonathan	0.6	245.70	3,254.85
04/26/18	7483353	Call and emails with Receiver to discuss MPC post-receivership payment issues, questions raised by SEC's counsel, and revisions to motion.	Fates, Edward	1.2	621.00	3,875.85
04/30/18	7486454	Review order approving sale of Dayton II property and advise Receiver regarding same.	Fates, Edward	0.2	103.50	3,979.35
05/01/18	7490292	Communications with counsel for buyer and escrow regarding Las Vegas 2 sale (.3); initial work on Washoe IV sale motion (.4); discuss lien removal issues for Tecate properties with G. Rodriguez (.2).	Fates, Edward	0.9	465.75	4,445.10
05/03/18	7491510	Review title issues for KB Homes transaction.	Lorenzen, Jonathan	0.6	245.70	4,690.80
05/04/18	7493039	Discuss title and escrow issues for closing Dayton II sale with G. Rodriguez.	Fates, Edward	0.4	207.00	4,897.80
05/07/18	7494443	Work on motion for approval of Washoe IV sale (1.9); discuss same	Fates, Edward	2.1	1,086.75	5,984.55

08/13/18 09:06:43 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
		with G. Rodriguez (.2).				
05/09/18	7496764	Review status of KB Homes transaction.	Lorenzen, Jonathan	0.2	81.90	6,066.45
05/11/18	7499759	Revisions to Washoe IV sale motion (.5); discuss same with Receiver and G. Rodriguez (.2).	Fates, Edward	0.7	362.25	6,428.70
05/14/18	7500473	Revise notice to investors regarding offers on Twin Plant and Tecate South properties.	Fates, Edward	0.2	103.50	6,532.20
05/15/18	7501775	Work on Receiver's declaration in support of Washoe IV sale motion (.4); initial work on Washoe V sale motion (.5); discuss same with G. Rodriguez (.2).	Fates, Edward	1.1	569.25	7,101.45
05/16/18	7502680	Work on Washoe V sale motion (1.9); discuss revisions to same with Receiver and G. Rodriguez (.2); work on Receiver's supporting declaration (.7).	Fates, Edward	2.8	1,449.00	8,550.45
05/18/18	7505157	Prepare notice of no overbids or opposition for International sale motion (.4); finalize Washoe V sale motion (.4).	Fates, Edward	0.8	414.00	8,964.45
05/21/18	7506431	Review order approving sale of International property and advise Receiver regarding same (.2); advise G. Rodriguez on escrow/title issues (.2).	Fates, Edward	0.4	207.00	9,171.45
05/22/18	7507849	Discuss title issues for sale of International property with G. Rodriguez.	Fates, Edward	0.2	103.50	9,274.95
05/23/18	7509064	Advise G. Rodriguez on response to	Fates, Edward	0.2	103.50	9,378.45

08/13/18 09:06:43 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
		overbidder/auction questions from prospective purchaser of Las Vegas 2 property.				
05/23/18	7510103	Review issues and correspondence related to KB Homes PSA.	Lorenzen, Jonathan	0.6	245.70	9,624.15
05/24/18	7511081	Communications with counsel for Las Vegas 2 buyer regarding release of contingencies and additional deposit (.3); discuss same with G. Rodriguez (.2); initial work on motion for approval of sale (.4).	Fates, Edward	0.9	465.75	10,089.90
05/25/18	7513600	Work on strategy related to the sale of remaining properties, accelerate sales and advice to counsel re same (.4).	Zaro, David	0.4	280.80	10,370.70
05/25/18	7511516	Work on motion for approval of Las Vegas 2 sale (2.2); communications with counsel for buyer (.2); discuss same with G. Rodriguez (.2); work on Receiver's declaration in support of motion (.7).	Fates, Edward	3.3	1,707.75	12,078.45
05/30/18	7516000	Discuss Las Vegas 2 sale motion and strategy for remaining property sales with G. Rodriguez (.3); revisions to sale motion (.2).	Fates, Edward	0.5	258.75	12,337.20
05/31/18	7517594	Revisions to Receiver's declaration in support of Las Vegas 2 sale motion (.3); discuss same with Receiver (.1); finalize sale motion, declaration, and proposed order (.4); review amendment to Dayton I purchase and sale agreement (.3); discuss same with G. Rodriguez (.1).	Fates, Edward	1.2	621.00	12,958.20

08/13/18 09:06:43 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
05/31/18	7517829	Review existing PSA documents for Dayton I; revise Third Amendment to PSA for Dayton I.	Lorenzen, Jonathan	0.6	245.70	13,203.90
06/04/18	7522132	Discuss issue with Las Vegas 2 APN number with G. Rodriguez (.2); work on errata to sale motion (.4).	Fates, Edward	0.6	310.50	13,514.40
06/08/18	7527708	Prepare First Amendment to PSA for Washoe IV.	Lorenzen, Jonathan	0.6	245.70	13,760.10
06/13/18	7531257	Communications with G. Rodriguez regarding non-receipt of overbids for Washoe V sale and notice of same.	Fates, Edward	0.2	103.50	13,863.60
06/14/18	7531792	Discuss marketing and pricing strategy for remaining properties with G. Rodriguez.	Fates, Edward	0.3	155.25	14,018.85
06/22/18	7539087	Discuss status regarding Washoe V and Las Vegas 2 sales and motion to approve sale of Tecate properties with G. Rodriguez (.3); initial work on sale motions (.4); review title objections and correspondence from Ladera Properties and discuss same with G. Rodriguez (.3).	Fates, Edward	1.0	517.50	14,536.35
06/25/18	7539958	Communications with G. Rodriguez regarding Twin Plan and Tecate South sales and motions for court approval (.6); review contract documents and broker agreement and work on Twin Plant sale motion (2.5); revisions to same (.3); review contract documents and broker agreement and work on Tecate South sale motion (2.3).	Fates, Edward	5.7	2,949.75	17,486.10

08/13/18 09:06:43 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
06/26/18	7541263	Revisions to Tecate South sale motion (.3); work on notice of non-receipt of overbids for Washoe V sale motion (.2); work on Receiver's declaration in support of Twin Plant sale motion (.8); communications with Receiver regarding same (.2).	Fates, Edward	1.5	776.25	18,262.35
06/27/18	7542393	Work on Receiver's declaration in support of Tecate South sale motion (.8); discuss same with Receiver (.2); discuss non-receipt of overbids for Las Vegas 2 property with G. Rodriguez (.1); finalize Twin Plant and Tecate South sale motions and supporting papers (.5).	Fates, Edward	1.6	828.00	19,090.35
06/27/18	7542755	Prepare Second Amendment to PSA for Washoe IV.	Lorenzen, Jonathan	0.3	122.85	19,213.20
06/28/18	7543682	Discuss title issues with Washoe V buyer and escrow extension regarding same with G. Rodriguez (.3); review SEC's non-opposition to Las Vegas 2 sale motion and advise Receiver regarding same (.1); prepare notice on non-receipt of overbids and no opposition for Las Vegas 2 sale motion (.3).	Fates, Edward	0.7	362.25	19,575.45

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.4	702.00	280.80
001665	Edward Fates	30.4	517.50	15,732.00
002115	Jonathan Lorenzen	8.7	409.50	3,562.65
		<u>39.5</u>		<u>19,575.45</u>

08/13/18 09:06:43 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Total Fees	19,575.45
Total Disbursements	0.00

08/13/18 09:06:43 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378968

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/05/18	7466973	Review SEC's non-opposition to motion regarding interim distributions and advise Receiver regarding same.	Fates, Edward	0.1	51.75	51.75
04/06/18	7468644	Review claim release and assignment from T. English and advise G. Rodriguez regarding next steps.	Fates, Edward	0.2	103.50	155.25
04/30/18	7486455	Review order approving interim distributions to investors and advise Receiver regarding same (.2); revisions to monthly case update to be sent to investors and discuss same with G. Rodriguez (.4).	Fates, Edward	0.6	310.50	465.75
04/30/18	7487755	Respond to inquiry from investor regarding claims and timing of distributions.	Fates, Edward	0.2	103.50	569.25
05/02/18	7491068	Review documents regarding assignment of investor claim and communications with counsel for assignee.	Fates, Edward	0.5	258.75	828.00
05/03/18	7492292	Analyze additional documents regarding assignment of investor claim and communications with counsel for assignee regarding same	Fates, Edward	0.6	310.50	1,138.50

08/13/18 09:06:43 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
		and missing documents (.4); discuss same with Receiver (.2).				
05/15/18	7501724	Respond to investor inquiry regarding distributions.	Fates, Edward	0.2	103.50	1,242.00
05/17/18	7504859	Communications with G. Rodriguez regarding assignment of T. English claim pursuant to settlement agreement with creditor.	Fates, Edward	0.2	103.50	1,345.50
05/23/18	7509421	Respond to inquiry from investor regarding timing of upcoming interim distributions.	Fates, Edward	0.2	103.50	1,449.00
05/25/18	7513601	Conference with counsel, advice as to legal issues associated with the Receiver's plan of distribution (.4).	Zaro, David	0.4	280.80	1,729.80
06/05/18	7523372	Revisions to proposed check printing service agreement for processing and mailing of distribution checks (1.3); discuss same with G. Rodriguez (.3).	Fates, Edward	1.6	828.00	2,557.80
06/06/18	7524900	Advise Receiver regarding investigative steps regarding unknown claimant addresses for purposes of distribution checks.	Fates, Edward	0.3	155.25	2,713.05
06/11/18	7528937	Revise notice to investors to accompany distribution checks and discuss same with Receiver.	Fates, Edward	0.4	207.00	2,920.05
06/12/18	7529757	Revise monthly update to investors regarding distributions, property sales, and related issues (.3); advise G. Rodriguez regarding issue concerning allowed claim amount (.3).	Fates, Edward	0.6	310.50	3,230.55
06/14/18	7531715	Advise Receiver and G. Rodriguez on distribution issues and responses to	Fates, Edward	0.7	362.25	3,592.80

08/13/18 09:06:43 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
		investor inquiries (.5); communications with SEC's counsel regarding issuance of distribution checks (.2).				
06/15/18	7532557	Respond to direct inquiries from investors regarding distributions.	Fates, Edward	0.3	155.25	3,748.05
06/20/18	7537036	Respond to investor inquiries regarding distribution checks.	Fates, Edward	0.2	103.50	3,851.55
06/22/18	7539086	Advise G. Rodriguez regarding claim allocation and distribution check issue.	Fates, Edward	0.4	207.00	4,058.55
06/26/18	7541820	Call from investor regarding distribution check, sales of remaining properties, and timing of future distributions.	Fates, Edward	0.2	103.50	4,162.05

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.4	702.00	280.80
001665	Edward Fates	7.5	517.50	3,881.25
		<u>7.9</u>		<u>4,162.05</u>
Total Fees				4,162.05
Total Disbursements				0.00

08/13/18 09:06:43 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378969

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
04/02/18	7463424	Discuss notice of default, post-judgment receiver, and efforts to sell LinMar III property with G. Rodriguez.	Fates, Edward	0.2	103.50	103.50
04/12/18	7472572	Discuss communications from attorney P. Dyson and LinMar III sale process with Receiver and G. Rodriguez (.5); call with P. Dyson regarding status and strategy regarding Rabobank notice of default (.4).	Fates, Edward	0.9	465.75	569.25
04/19/18	7478425	Revisions to letter to Rabobank regarding notice of default recorded as to LinMar III loan and communications with P. Dyson regarding same.	Fates, Edward	0.7	362.25	931.50
04/26/18	7484118	Review letter from counsel for Rabobank regarding rescission of notice of default and related issues, discuss same with attorney P. Dyson, and discuss same and strategy with Receiver.	Fates, Edward	1.1	569.25	1,500.75
05/01/18	7490393	Conference call with attorney P. Dyson, post-judgment receiver, and listing broker regarding potential deal	Fates, Edward	0.7	362.25	1,863.00

08/13/18 09:06:43 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		with Rabobank regarding forbearance on foreclosure steps, completion of pending leases, and sale of LinMar III property.				
05/02/18	7490935	Discuss status on Rabobank issues, leasing issues, and possible forbearance to complete sale process with Receiver and G. Rodriguez.	Fates, Edward	0.4	207.00	2,070.00
05/10/18	7498591	Review information from broker for post-judgment receiver regarding offers on LinMar III property and advise Receiver regarding same (.2); communications with attorney P. Dyson regarding same (.1).	Fates, Edward	0.3	155.25	2,225.25
05/11/18	7499983	Call with attorney P. Dyson regarding settlement/forbearance discussions with counsel for Rabobank as to LinMar III property.	Fates, Edward	0.3	155.25	2,380.50
05/30/18	7516040	Review post-judgment receiver's Nineteenth Interim Report (.2); communications with post-judgment receiver and broker for LinMar III property regarding status and timing of outstanding lease and sale issues (.4).	Fates, Edward	0.6	310.50	2,691.00
06/04/18	7522105	Discuss strategy and timing with respect to LinMar III leases, marketing and Rabobank issues with Receiver (.3); call with attorney P. Dyson regarding same (.4).	Fates, Edward	0.7	362.25	3,053.25
06/05/18	7523776	Discuss LinMar III issues regarding Rabobank loan and leasing/sale strategy with Receiver.	Fates, Edward	0.4	207.00	3,260.25

08/13/18 09:06:43 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/06/18	7524307	Calls and emails with post-judgment receiver, broker, attorney P. Dyson, and Receiver regarding office leasing issues, marketing strategy for property, and Rabobank issues.	Fates, Edward	0.6	310.50	3,570.75
06/07/18	7525753	Communications with attorney P. Dyson (.4); analysis of Rabobank loan documents and amendments thereto (.8); communications with Receiver and G. Rodriguez regarding strategy as to Rabobank issues (.6).	Fates, Edward	1.8	931.50	4,502.25
06/08/18	7526543	Communications with counsel for Rabobank regarding office leasing, property sale, and loan default issues (.6); advise Receiver regarding same (.2); call with attorney P. Dyson regarding same (.2).	Fates, Edward	1.0	517.50	5,019.75
06/14/18	7531794	Discuss LinMar III issues with G. Rodriguez (.2); communications with post-judgment receiver and broker regarding same (.3); review new letter of intent for LinMar III property (.2)	Fates, Edward	0.7	362.25	5,382.00
06/25/18	7540999	Review update regarding leasing and marketing/sale issues for LinMar III property from broker and advise Receiver regarding same.	Fates, Edward	0.3	155.25	5,537.25

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	10.7	517.50	5,537.25
		10.7		5,537.25
Total Fees				5,537.25

08/13/18 09:06:43 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Total Disbursements

0.00

08/13/18 09:06:43 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: 08-09-2018

Client Name: Thomas C. Hebrank, as Receiver for Western Financial

Proforma Number 1378970

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00009 (Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
04/11/18	7471775	Review SEC's non-opposition and related correspondence; advise Receiver regarding same.	Fates, Edward	0.1	51.75	51.75
05/31/18	7517733	Discuss timing and status of Duffy fee application with Receiver.	Fates, Edward	0.1	51.75	103.50
06/04/18	7522314	Revisions to Receiver's twenty-third interim fee application (.5); meet and confer communications with SEC's counsel (.1).	Fates, Edward	0.6	310.50	414.00
06/06/18	7524778	Revisions to Receiver twenty-third fee application (.3); meet and confer communications with counsel for SEC (.1).	Fates, Edward	0.4	207.00	621.00
06/07/18	7526019	Advise local Nevada counsel regarding preparation of fee application.	Fates, Edward	0.4	207.00	828.00
06/13/18	7531107	Meet and confer communications with SEC's counsel regarding twenty-third interim fee applications.	Fates, Edward	0.1	51.75	879.75
06/14/18	7531702	Prepare notice of hearing and proposed order for Receiver's fee application and finalize same.	Fates, Edward	0.4	207.00	1,086.75

08/13/18 09:06:43 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
06/15/18	7533327	Review draft fee application and bills from Duffy firm and discuss same with Receiver.	Fates, Edward	0.4	207.00	1,293.75
06/20/18	7536778	Discuss issues concerning Duffy's fee application with Receiver.	Fates, Edward	0.2	103.50	1,397.25
06/28/18	7543686	Call from local counsel in Nevada regarding preparation of fee application.	Fates, Edward	0.2	103.50	1,500.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	2.9	517.50	1,500.75
		<u>2.9</u>		<u>1,500.75</u>
Total Fees				1,500.75
Total Disbursements				0.00