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10 Attorneys for Receiver
11 THOMAS C. HEBRANK

12 **UNITED STATES DISTRICT COURT**
13 **SOUTHERN DISTRICT OF CALIFORNIA**

14
15 SECURITIES AND EXCHANGE
COMMISSION,

16 Plaintiff,

17 v.

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

21 Defendants.
22
23
24
25
26
27
28

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

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

Date: April 5, 2019
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-Fifth interim application for payment of professional fees and reimbursement of costs for the time period July 1, 2018, through September 30, 2018 ("Twenty-Fifth Application Period"). Allen Matkins incurred \$36,017.55 in fees and \$305.64 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$28,814.04, 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-Fifth Application Period, Allen Matkins provided a total of 70.00 hours of service for a total of \$36,017.55 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$28,814.04. 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	3.10	\$1,604.25
Reporting	3.60	\$1,863.00
Operations and Asset Sales	35.80	\$18,153.00
Claims and Distributions	3.30	\$1,763.10
Third Party Recoveries	15.20	\$7,976.70
Employment/Fees	9.00	\$4,657.50
Total Fees	70.00	\$36,017.55

As the table reflects, much of the work done during the Twenty-Fifth 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-Fifth 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. Allen Matkins also assisted
 13 the Receiver in addressing a civil subpoena to appear and give testimony at trial
 14 issued by an investor in a separate lawsuit against an accountant. The reasonable
 15 and necessary fees for work in this category total \$1,604.25.

16 **B. Reporting**

17 This category includes time spent preparing the Receiver's Twenty-Fourth
 18 Interim Report filed on August 17, 2018. Dkt. No. 1645. The report includes
 19 detailed updates regarding enforcement of judgments against the LinMar entities,
 20 property tax appeals, properties owned by Western, issues with the tenant located
 21 on the Stead property, taxes and mortgages, pending and potential sales of GP
 22 properties, the investor claims process, and receipts and disbursements for each
 23 Receivership Entity. The reasonable and necessary fees for work in this category
 24 total \$1,863.00.

25 **C. Operations and Asset Sales**

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

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

3 1. Washoe V

4 Allen Matkins assisted the Receiver in preparing a motion for approval of the
5 sale of the Washoe V property for \$530,000, which was filed during the prior
6 application period on May 18, 2018. Dkt. No. 1613. A notice that no overbids
7 were received was filed on July 2, 2018 (Dkt. No. 1630), and the motion was
8 granted on July 17, 2018 (Dkt. No. 1633). The firm subsequently assisted the
9 Receiver in addressing a request by the buyer to assign the purchase and sale
10 agreement to two family trusts for tax purposes. Ultimately, this resulted in a
11 motion to amend the sale approval order, which was granted on December 5, 2018.
12 Dkt. Nos. 1671, 1678.

13 2. Las Vegas 2

14 Allen Matkins assisted the Receiver in preparing a motion for approval of the
15 sale of the Las Vegas 2 property for \$1,725,000, which was filed during the prior
16 application period on May 31, 2018. Dkt. No. 1616. A notice that no overbids
17 were received was filed on July 2, 2018 (Dkt. No. 1631), and the motion was
18 granted on July 30, 2018 (Dkt. No. 1637).

19 3. Twin Plant and Tecate South

20 Allen Matkins assisted the Receiver in preparing motions for approval of the
21 sales of the Twin Plan and Tecate South properties, which were filed during the
22 prior application period on June 27, 2018. Dkt. Nos. 1625, 1626. Notices that no
23 overbids were received were filed on July 30, 2018 (Dkt. Nos. 1638, 1639), and the
24 motions were granted on August 13, 2018 (Dkt. Nos. 1641, 1642).

25 4. Washoe IV

26 Allen Matkins assisted the Receiver in preparing a motion for approval of the
27 sale of the Washoe IV property for \$350,000, which was filed on July 24, 2018.
28 Dkt. No. 1634. A notice that no overbids were received was filed on August 22,

1 2018 (Dkt. No. 1646), and the motion was granted on August 28, 2018 (Dkt.
2 No. 1651). The firm subsequently assisted the Receiver in addressing requests by
3 the buyer to extend the closing date in order to address certain expired mineral
4 leases on title to the property.

5 5. Stead I – Partial Sale

6 Allen Matkins assisted the Receiver in preparing a motion for approval of the
7 sale of a 42-acre portion of the Stead I property for \$1,600,000, which was filed on
8 August 13, 2018. Dkt. No. 1643. A notice that an overbid was received was filed
9 on September 5, 2018. Dkt. No. 1659. An auction was then held and a notice of
10 the results of the auction was filed on September 12, 2018. Dkt. No. 1660. The
11 Court then approved the sale to the high bidder (the overbidder) on September 17,
12 2018. Dkt. No. 1663.

13 6. Other Issues Pertaining to GP Properties

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

19 The reasonable and necessary fees for Allen Matkins' work in this category
20 total \$18,153.00.

21 **D. Claims and Distributions**

22 During the prior application period, on March 9, 2018, the Receiver's motion
23 for authority to make interim distributions was filed. Dkt. No. 1594. The motion
24 was granted on April 30, 2018 (Dkt. No. 1610) and distribution checks were issued
25 in mid-June, 2018. During the Twenty-Fifth Application Period, Allen Matkins
26 assisted in addressing unique issues with investor distributions, including issues
27 relating to deceased investors and their heirs/decedents. The firm also assisted in
28 preparing monthly case updates to investors and responded to several direct

1 inquiries from investors or their counsel regarding distributions. The reasonable
2 and necessary fees for this work total \$1,763.10.

3 **E. Third Party Recoveries**

4 Allen Matkins' work in this category focused on collection of the outstanding
5 judgment against LinMar III. The firm communicated with the post-judgment
6 receiver and the broker for the LinMar III property regarding their ongoing efforts
7 to finalize an office lease, build out the leased space, and sell the property. Allen
8 Matkins also assisted with communications with the senior lender/deed of trust
9 holder on the property and advised the Receiver on legal issues relating to the
10 senior loan, including the maturity of the loan. The property is now in escrow at a
11 purchase price that is expected to fully payoff the Receiver's judgment, with
12 interest. The reasonable and necessary fees for work in this category total
13 \$7,976.70.

14 **F. Employment/Fees**

15 Although fee applications are a necessary component of federal equity
16 receiverships, neither the Receiver nor his professionals bill time for preparing their
17 own detailed applications. Allen Matkins assisted the Receiver in preparing his
18 Twenty-Fourth Interim Fee Application, which was filed on August 29, 2018. Dkt.
19 No. 1653. The firm also advised the Receiver and assisted in responding to the
20 Court's Order to Show Cause regarding the Ninth Interim Fee Application of Duffy
21 Kruspodin & Company. Dkt. Nos. 1665, 1666. Finally, Allen Matkins assisted in
22 revising the Second Interim Fee Application of Holley Driggs Walch, the
23 Receiver's local counsel in Nevada, which application is filed concurrently
24 herewith. The reasonable and necessary fees for this work total \$4,657.50.

25 **G. Summary of Costs Requested**

26 Allen Matkins requests the Court approve reimbursement of \$305.64 for out-
27 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
28 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen

1 Matkins has reduced its request for reimbursement of copy costs to five cents per
2 page and written off any excess copy charges incurred.

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

4 From inception of the receivership through September 30, 2018, the Receiver
5 incurred fees and costs of \$2,248,755.00, of which amount \$441,041.76 is subject
6 to holdback pending approval of the Receiver's final fee application at the
7 conclusion of the receivership, \$60,065.80 is awaiting the Court's review and
8 approval, and \$1,759,603.94 has been approved by the Court and paid to date.
9 During the same time period, Allen Matkins has incurred fees and costs of
10 \$1,714,783.04, of which amount \$351,135.59 is subject to holdback pending
11 approval of the Allen Matkins' final fee application at the conclusion of the
12 receivership, \$36,323.19 is awaiting the Court's review and approval, and
13 \$1,334,527.77 has been approved by the Court and paid to date. Finally, during the
14 same time period, tax accountant Duffy Kruspodin & Company, LLP ("Duffy") has
15 incurred fees and costs totaling \$972,104.93, of which amount \$37,490.22 is
16 awaiting the Court's review and approval. \$934,614.71 has been paid to date for
17 preparing tax returns for Western, GP, and other non-GP Receivership Entities.

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

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

27

28

1 **A. Complexity of Tasks**

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

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

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

19 **C. Quality of Work Performed**

20 Allen Matkins has diligently and competently assisted the Receiver in all
 21 aspects of the receivership, including preserving and protecting the assets of the
 22 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
 23 addressing Western's cash shortage, reducing Western's operating expenses as well
 24 as administrative expenses of the receivership, selling assets and collecting loans,
 25 protecting the Receivership Entities' interests in pending litigation and other legal
 26 matters, preserving and pursuing causes of action against third parties, formulating
 27 plans and procedures for the determination of investor claims and the fair and
 28 equitable distribution of receivership estate assets, and preparing detailed reports to

1 the Court and interested parties. These services have allowed the Receiver to
 2 preserve and protect the value of the Receivership Entities' assets for the benefit of
 3 investors.

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

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

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

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

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

23 **V. CONCLUSION**

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

26 1. Approving payment of fees to Allen Matkins on an interim basis of
 27 \$28,814.04;

28

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	12
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EXHIBIT A

EXHIBIT A

10/26/18 16:06:45 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: 09-20-2018

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	Circle Action
09/05/18	7604304	Review correspondence and civil subpoena to testify at trial in investor state court action against former Western CPA (.3); calls with counsel for investors regarding same, service, scheduling issues, and scope of potential testimony (.9); advise Receiver regarding same (.5).	Fates, Edward	1.7	879.75	879.75	WO HD TR_____
09/06/18	7605177	Advise Receiver regarding status and service of civil subpoena to testify in investor action.	Fates, Edward	0.2	103.50	983.25	WO HD TR_____
09/10/18	7607539	Advise Receiver regarding subpoena to testify at trial in investor lawsuit against former CPA.	Fates, Edward	0.2	103.50	1,086.75	WO HD TR_____
09/17/18	7614824	Communications with counsel for investor regarding subpoena issued to Receiver to testify at trial.	Fates, Edward	0.2	103.50	1,190.25	WO HD TR_____
09/26/18	7622467	Review Ninth Circuit decision re: Schooler appeal of final judgment (.3) communications with SEC counsel re: remand to determine disgorgement amount (.2) discuss same with Receiver (.1).	Fates, Edward	0.6	310.50	1,500.75	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
09/28/18	7624704	Communications with SEC counsel re: remand from Ninth Circuit to re-determine disgorgement amount and next steps re: same.	Fates, Edward	0.2	103.50	1,604.25	WO HD TR_____

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt	Circle Action
07/06/18	2450936	Document Search - - PACER Service Center - Pacer Service 4/01/2018-6/30/2018^4406104-Q22018 8^4406104Q22018	1.00	1.60	WO HD TR_____
07/06/18	2450937	Document Search - - PACER Service Center - Pacer Service 4/01/2018-6/30/2018^4406104-Q22018 8^4406104Q22018	1.00	0.10	WO HD TR_____
07/11/18	2446454	Messenger - - Nationwide Legal, LLC, Credit - Standard delivery billed as a rush^435941	1.00	(17.00)	WO HD TR_____
07/23/18	2449705	Federal Express Invoice No: 625710958 1665 Ship To: Ms Amy Gutierrez	1.00	17.47	WO HD TR_____
07/31/18	2452827	Federal Express Invoice No: 626533707 1665 Ship To: Ms Brandy Lake	1.00	14.14	WO HD TR_____
07/31/18	2466875	Service of Process - - Nationwide Legal, LLC, USDC/Southern District of California - Obtain 1 Certified Copy of Document, Case No: 3:12-CV-02164^6089	1.00	34.50	WO HD TR_____
07/31/18	2466876	Messenger - - Nationwide Legal, LLC, USDC/Southern District of California, Obtain a certified copy of document, Case No: 3:12-CV-02164^6089	1.00	34.00	WO HD TR_____
07/31/18	2466877	Messenger - - Nationwide Legal, LLC, USDC/Southern District of California, Case No: 12-2164^6089	1.00	27.00	WO HD TR_____
07/31/18	2466878	Messenger - - Nationwide Legal, LLC, USDC/Southern District of California, Case No: 12-2164^6089	1.00	27.00	WO HD TR_____
08/15/18	2457285	Federal Express Invoice No: 628673890 1665 Ship To: Ms Brook Hickerson	1.00	12.28	WO HD TR_____

Trans Date	Index	Type	Quantity	Amt	Circle	Action
08/29/18	2460475	Messenger - - Federal Express Invoice No: 629964272 1665 Ship To: Ms Amy Gutierrez	1.00	17.44	WO	HD TR_____
08/31/18	2466893	Service of Process - - Nationwide Legal, LLC, USDC/Southern District of California - Obtain a certified copy of document^6425	1.00	50.00	WO	HD TR_____
08/31/18	2466894	Messenger - - Nationwide Legal, LLC, USDC/Southern District of California^6425	1.00	10.00	WO	HD TR_____
09/15/18	2466909	Service of Process - - Nationwide Legal, LLC, USDC/Southern District of California, Obtain a certified copy of document, Case No: 3:12-CV-02164^6565	1.00	39.50	WO	HD TR_____
09/15/18	2466910	Messenger - - Nationwide Legal, LLC, USDC - Southern District^6565	1.00	10.00	WO	HD TR_____
09/15/18	2466911	Messenger - - Nationwide Legal, LLC, USDC - Southern District - Courtesy Copies for Judge Curiel^6565	1.00	10.00	WO	HD TR_____
09/20/18	2465222	Messenger -- Federal Express Invoice No: 632165816 1665 Ship To: Amy Gutierrez	1.00	17.61	WO	HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	3.1	517.50	1,604.25
		3.1		1,604.25
Total Fees				1,604.25
Total Disbursements				305.64

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off
()	BILL COST ONLY	()	Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	60,967.62	52,041.40	8,926.22	19,657.40	18,066.35	1,591.05	426,415.07	389,066.43	37,348.64
Unbilled Adj	(1,073.06)	0.41	(1,073.47)	(670.72)	0.41	(671.13)	(7,769.74)	(65.05)	(7,704.69)
Billed	134,081.92	125,135.76	8,946.16	58,378.64	50,437.56	7,941.08	416,735.44	387,397.13	29,338.31
Collected	134,081.92	125,135.76	8,946.16	58,378.64	50,437.56	7,941.08	416,735.44	387,397.13	29,338.31
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	1,909.89	1,604.25	305.64						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

10/26/18 16:06:45 PROFORMA STATEMENT FOR MATTER 372640-00002 (Thomas C. Hebrank, as Receiver for Western Financial) (General Receivership)

Preliminary Billing Form

10/26/18 16:06:00 PROFORMA STATEMENT FOR MATTER 372640-00004 (Thomas C. Hebrank, as Receiver for Western Financial) (Reporting)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing: 09-20-2018

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	Circle Action
07/27/18	7568140	Work on Receiver's Twenty-Fourth Interim Report.	Fates, Edward	1.8	931.50	931.50	WO HD TR_____
07/31/18	7571675	Discuss Twenty-Fourth Interim Report with G. Rodriguez (.3); revisions and updates to same (.4).	Fates, Edward	0.7	362.25	1,293.75	WO HD TR_____
08/13/18	7583690	Revisions to Twenty-Fourth Interim Report (.6); discuss same with Receiver (.1).	Fates, Edward	0.7	362.25	1,656.00	WO HD TR_____
08/16/18	7587596	Update Twenty-Fourth Interim Report section regarding pending sales and finalize report and exhibits.	Fates, Edward	0.4	207.00	1,863.00	WO HD TR_____

Proforma Summary

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

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off

() BILL COST ONLY () Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	8,331.75	8,331.75	0.00	5,433.75	5,433.75	0.00	160,066.70	159,674.85	391.85
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(6.83)	5.69	(12.52)
Billed	22,400.10	22,400.10	0.00	6,468.75	6,468.75	0.00	158,196.87	157,817.54	379.33
Collected	22,400.10	22,400.10	0.00	6,468.75	6,468.75	0.00	158,196.87	157,817.54	379.33
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WIP Balance	2,898.00	2,898.00	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

10/26/18 16:06:00 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing: 09-20-2018

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	Circle Action
07/17/18	7559247	Review order approving sale of Washoe V property and advise Receiver and G. Rodriguez regarding same.	Fates, Edward	0.2	103.50	103.50	WO HD TR_____
07/20/18	7562728	Discuss Washoe IV sale and motion for approval of same with G. Rodriguez (.3); work on sale motion (1.8).	Fates, Edward	2.1	1,086.75	1,190.25	WO HD TR_____
07/24/18	7564474	Communications with Receiver and G. Rodriguez regarding Washoe IV sale motion (.2); revisions to same (.3); prepare Receiver's declaration in support of motion (.7).	Fates, Edward	1.2	621.00	1,811.25	WO HD TR_____
07/24/18	7564735	Finalize motion for approval of sale of Washoe IV property.	Fates, Edward	0.2	103.50	1,914.75	WO HD TR_____
07/27/18	7567969	Prepare notices regarding no overbids and no opposition regarding Twin Plant and Tecate South sale motions (.4); discuss same with G. Rodriguez (.2).	Fates, Edward	0.6	310.50	2,225.25	WO HD TR_____
07/30/18	7569343	Review order approving sale of Las Vegas 2 property and advise Receiver regarding same.	Fates, Edward	0.3	155.25	2,380.50	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
08/06/18	7577974	Review removal of contingencies and related correspondence re: title issues from buyer for Stead property and escrow.	Fates, Edward	0.4	207.00	2,587.50	WO	HD TR_____
08/07/18	7578626	Discuss motion for approval of sale of Stead property and amendment to Purchase and Sale Agreement regarding closing date with G. Rodriguez (.4); initial work on sale approval motion (.3).	Fates, Edward	0.7	362.25	2,949.75	WO	HD TR_____
08/09/18	7581454	Work on motion regarding sale of Stead I property (2.1); discuss same with G. Rodriguez (.3).	Fates, Edward	2.4	1,242.00	4,191.75	WO	HD TR_____
08/10/18	7582435	Revisions to motion for approval of sale of portion of Stead I property (.4); communications with G. Rodriguez regarding same (.1); work on Receiver's declaration in support of sale motion (.8).	Fates, Edward	1.3	672.75	4,864.50	WO	HD TR_____
08/13/18	7583550	Review orders approving Twin Plant and Tecate South sales and advise Receiver regarding same (.4); discuss inquiry from court regarding remaining properties to be sold with Receiver (.2); respond to court inquiry (.1); finalize motion, declaration, exhibits and proposed order for proposed sale of Stead I property (.6).	Fates, Edward	1.3	672.75	5,537.25	WO	HD TR_____
08/20/18	7590116	Advise G. Rodriguez regarding issues with potential overbid for Stead I property.	Fates, Edward	0.3	155.25	5,692.50	WO	HD TR_____
08/21/18	7590858	Call with counsel for potential overbidder for Stead I property	Fates, Edward	1.1	569.25	6,261.75	WO	HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		regarding overbid procedures and sale approval process and advise G. Rodriguez regarding same (.5); communications with G. Rodriguez regarding lack of overbids for Washoe IV and notice of same (.2); work on notice (.4).					
08/22/18	7592039	Further communications with potential overbidder for Stead I property regarding overbid procedures, deadlines, and proof of funds (.4); update and advise G. Rodriguez regarding same (.2).	Fates, Edward	0.6	310.50	6,572.25	WO HD TR_____
08/23/18	7592492	Analyze Court order to provide additional detail regarding Washoe IV list price under seal and advise Receiver and G. Rodriguez regarding same (.4); work on under seal brief regarding same (1.7); discuss content with G. Rodriguez (.4).	Fates, Edward	2.5	1,293.75	7,866.00	WO HD TR_____
08/24/18	7594060	Revisions to supplemental brief in support of Washoe IV sale motion (.5); discuss same with G. Rodriguez (.2); work on motion to file supplement brief under seal (.2).	Fates, Edward	0.9	465.75	8,331.75	WO HD TR_____
08/28/18	7596114	Advise Receiver and G. Rodriguez regarding order approving sale of Washoe IV property.	Fates, Edward	0.2	103.50	8,435.25	WO HD TR_____
08/30/18	7599015	Communications with prospective overbidder for Stead property and G. Rodriguez regarding overbid purchase agreement (.5); advise on terms of overbid purchase agreement (.4).	Fates, Edward	0.9	465.75	8,901.00	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
08/30/18	7599336	Prepare Overbid PSA for Stead I.	Lorenzen, Jonathan	0.6	245.70	9,146.70	WO HD TR_____
08/31/18	7599878	Advise G. Rodriguez on overbid and auction procedures for Stead I sale and terms of overbid purchase and sale agreement (.7); communications with potential overbidder regarding terms of overbid purchase and sale agreement, bid qualifications, and auction procedures (.6).	Fates, Edward	1.3	672.75	9,819.45	WO HD TR_____
08/31/18	7599620	Complete Overbid PSA for Stead I; review comments from Buyer and revise PSA accordingly.	Lorenzen, Jonathan	1.3	532.35	10,351.80	WO HD TR_____
09/04/18	7603582	Calls and emails with potential overbidder for Stead I property and G. Rodriguez regarding terms of overbid agreement and title issues (1.1); review executed overbid contract and advise G. Rodriguez on next steps (.4); work on notice of qualified overbid (.4).	Fates, Edward	1.9	983.25	11,335.05	WO HD TR_____
09/05/18	7604196	Discuss notice of overbid for Stead I property with G. Rodriguez and revisions to same (.4); communications with G. Rodriguez and overbidder regarding satisfaction of bid qualifications (.5).	Fates, Edward	0.9	465.75	11,800.80	WO HD TR_____
09/05/18	7604258	Review executed version of Overbid PSA for Stead I, including emails and additional language regarding representations added by Buyer to the PSA.	Lorenzen, Jonathan	0.6	245.70	12,046.50	WO HD TR_____
09/06/18	7605305	Call with overbidder for Stead I regarding procedures for auction on	Fates, Edward	0.5	258.75	12,305.25	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		September 10 (.3); advise Receiver regarding same (.2).					
09/07/18	7606370	Discuss auction procedures, timing, and communications with bidders with Receiver (.6); communications with bidder and overbidder regarding auction details (.5).	Fates, Edward	1.1	569.25	12,874.50	WO HD TR_____
09/10/18	7610106	Call with counsel related to the Nevada real property sale (.2).	Zaro, David	0.2	140.40	13,014.90	WO HD TR_____
09/10/18	7607305	Further communications with bidders for Stead I property and Receiver regarding scheduling of auction, reimbursement of travel expenses, and related issues.	Fates, Edward	1.3	672.75	13,687.65	WO HD TR_____
09/11/18	7609952	Discuss procedures and strategy for Stead I auction with Receiver (.4) attend auction and advise on legal issues/procedures and court approval process (.9) work on notice of results of auction and amended proposed order (.8).	Fates, Edward	2.1	1,086.75	14,774.40	WO HD TR_____
09/12/18	7611211	Work on amended proposed order approving sale to Stead I overbidder (.3); discuss same and notice of results of auction with Receiver (.2); finalize notice and amended order (.1).	Fates, Edward	0.6	310.50	15,084.90	WO HD TR_____
09/13/18	7612973	Revisions to investor notice of credible offer for Borderland/Prosperity property, discuss same with G. Rodriguez (.3); communications with overbidder for Stead I regarding court filings as to	Fates, Edward	0.5	258.75	15,343.65	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
		approval of sale (.2).						
09/14/18	7613530	Communications with SEC counsel regarding Stead I sale.	Fates, Edward	0.1	51.75	15,395.40	WO HD	TR_____
09/17/18	7615174	Review order approving Stead I sale and advise Receiver regarding same (.2); communications with overbidder/buyer regarding same (.2); advise G. Rodriguez regarding potential motion to amend Washoe V sale order per buyer's request (.3).	Fates, Edward	0.7	362.25	15,757.65	WO HD	TR_____
09/18/18	7615901	Advise on issues regarding cancellation of escrow and return of deposit to unsuccessful bidder for Stead I property.	Fates, Edward	0.2	103.50	15,861.15	WO HD	TR_____
09/19/18	7617055	Review proposed form of PSA Assignment for Washoe V.	Lorenzen, Jonathan	0.6	245.70	16,106.85	WO HD	TR_____
09/20/18	7618363	Prepare revised version of Buyer's Assignment Agreement for Washoe V.	Lorenzen, Jonathan	0.7	286.65	16,393.50	WO HD	TR_____
09/25/18	7622193	Communications with counsel for buyer of Washoe IV property re: title and closing issues (.4) discuss same with G. Rodriguez (.2) communications with counsel for Washoe V buyer re: request to assign PSA to new buyer entity (.3) discuss same with G. Rodriguez (.2).	Fates, Edward	1.1	569.25	16,962.75	WO HD	TR_____
09/26/18	7622479	Call with counsel for Washoe V buyer re: potential change in buyer entity and issues re: same (.4) communications with counsel for Washoe IV buyer and G. Rodriguez re: title issues and possible extension	Fates, Edward	0.7	362.25	17,325.00	WO HD	TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		of closing date (.3).					
09/27/18	7623717	Communications with counsel for Washoe IV buyer and G. Rodriguez re: extension of closing date to address title issues (.4) communications with Washoe V buyer and G. Rodriguez re: change/assignment in buyer entity and motion to amend sale approval order (.4) analysis of assignment document and motion to amend order (.3).	Fates, Edward	1.1	569.25	17,894.25	WO HD TR_____
09/28/18	7625568	Advise G. Rodriguez re: notice of intent to assign from buyer for Dayton I property (.1) communications with G. Rodriguez and counsel for Washoe IV buyer re: escrow extension (.2) communications with G. Rodriguez and Washoe V buyer re: assignment of PSA (.2).	Fates, Edward	0.5	258.75	18,153.00	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.2	702.00	140.40
001665	Edward Fates	31.8	517.50	16,456.50
002115	Jonathan Lorenzen	3.8	409.50	1,556.10
		<u>35.8</u>		<u>18,153.00</u>
Total Fees				18,153.00
Total Disbursements				0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off

() BILL COST ONLY () Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	97,326.15	97,152.15	174.00	52,755.75	52,611.75	144.00	405,468.30	405,243.30	225.00
Unbilled Adj	(174.82)	(0.82)	(174.00)	(143.83)	0.17	(144.00)	(211.17)	13.83	(225.00)
Billed	171,617.33	171,617.33	0.00	78,999.32	78,999.32	0.00	387,104.13	387,104.13	0.00
Collected	171,617.33	171,617.33	0.00	78,999.32	78,999.32	0.00	387,104.13	387,104.13	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	25,496.35	25,494.35	2.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
 c/o E3 Advisors
 501 West Broadway, Suite 800
 San Diego, CA 92101
 ATTN:

10/26/18 16:06:00 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing: 09-20-2018

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	Circle Action
07/19/18	7561856	Discuss inquiry from SEC's counsel regarding communications from investor with Receiver and respond to same.	Fates, Edward	0.3	155.25	155.25	WO HD TR_____
07/31/18	7571292	Revisions to monthly case update to investors.	Fates, Edward	0.4	207.00	362.25	WO HD TR_____
08/01/18	7575253	Discuss investor inquiry regarding distribution check and timing of future distributions with G. Rodriguez and respond to same.	Fates, Edward	0.4	207.00	569.25	WO HD TR_____
08/08/18	7579592	Analyze issues raised in investor correspondence and advise G. Rodriguez regarding same.	Fates, Edward	0.2	103.50	672.75	WO HD TR_____
08/17/18	7588481	Advise G. Rodriguez regarding steps to investigate/locate heirs of deceased investor claimants.	Fates, Edward	0.3	155.25	828.00	WO HD TR_____
08/28/18	7597035	Respond to inquiry from counsel for investor regarding interim distribution check and timing of future distributions.	Fates, Edward	0.2	103.50	931.50	WO HD TR_____
08/30/18	7599138	Work on revisions and updates to answers to frequently asked	Fates, Edward	0.4	207.00	1,138.50	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		questions for receivership website (.3); discuss same with Receiver (.1).					
09/05/18	7604209	Assist G. Rodriguez in responding to investor inquiry regarding court filings.	Fates, Edward	0.2	103.50	1,242.00	WO HD TR_____
09/13/18	7612891	Revisions to September case update to investors.	Fates, Edward	0.4	207.00	1,449.00	WO HD TR_____
09/19/18	7617469	Advise G. Rodriguez on issues with uncashed/lost distribution checks.	Fates, Edward	0.2	103.50	1,552.50	WO HD TR_____
09/27/18	7625747	Call with counsel concerning the distribution and remaining assets/QSF and planning for closing issues (.3).	Zaro, David	0.3	210.60	1,763.10	WO HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.3	702.00	210.60
001665	Edward Fates	3.0	517.50	1,552.50
		3.3		1,763.10
Total Fees				1,763.10
Total Disbursements				0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off
()	BILL COST ONLY	()	Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	44,718.30	44,718.30	0.00	15,861.15	15,861.15	0.00	176,476.50	176,476.50	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(2.15)	(2.15)	0.00
Billed	55,164.15	55,164.15	0.00	42,955.20	42,955.20	0.00	174,711.25	174,711.25	0.00
Collected	55,164.15	55,164.15	0.00	42,955.20	42,955.20	0.00	174,711.25	174,711.25	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	2,332.35	2,332.35	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

10/26/18 16:06:00 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00007

Matter Name: Third Party Recoveries

Date of Last Billing: 09-20-2018

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	Circle Action
07/13/18	7557742	Communications with counsel for Rabobank.	Fates, Edward	0.2	103.50	103.50	WO HD TR_____
07/16/18	7557990	Review letter of intent for LinMar III property signed by post-judgment receiver and advise Receiver and G. Rodriguez regarding same (.5); communications with post-judgment receiver and broker for property regarding status of leasing and marketing work (.3); call and emails with counsel for Rabobank regarding loan default, building leasing activity, letter of intent, and related issues (.6).	Fates, Edward	1.4	724.50	828.00	WO HD TR_____
07/17/18	7559293	Communications with G. Rodriguez regarding letter of intent to purchase LinMar III property and strategy regarding same.	Fates, Edward	0.3	155.25	983.25	WO HD TR_____
07/18/18	7560661	Discuss status and strategy regarding letter of intent for LinMar III property with G. Rodriguez and communications with counsel for Rabobank regarding same.	Fates, Edward	0.4	207.00	1,190.25	WO HD TR_____
07/19/18	7561279	Communications with post-judgment receiver and broker for LinMar III	Fates, Edward	0.3	155.25	1,345.50	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
07/24/18	7565394	property regarding status of leasing and marketing work (.2); communications with counsel for Rabobank regarding same (.1). Communications with counsel for Rabobank and attorney P. Dyson regarding leasing issues at LinMar III property (.2); communications with broker for LinMar III property regarding same (.1).	Fates, Edward	0.3	155.25	1,500.75	WO HD TR	
07/26/18	7567299	Call and emails with counsel for Rabobank regarding terms of potential stipulation regarding forbearance, sale of LinMar III property and payoff of mortgage (.7); review status update from broker for LinMar III property (.1); discuss same and next steps with Receiver and G. Rodriguez (.4).	Fates, Edward	1.2	621.00	2,121.75	WO HD TR	
07/27/18	7568548	Review and analyze issues raised in post-judgment receiver's 20th interim report.	Fates, Edward	0.2	103.50	2,225.25	WO HD TR	
08/01/18	7574601	Review update regarding leasing and marketing efforts from broker for LinMar III property (.1); call with attorney P. Dyson regarding same (.3); review Dyson calculation of liens on property and advise Receiver regarding same (.2).	Fates, Edward	0.6	310.50	2,535.75	WO HD TR	
08/02/18	7575391	Call with Receiver and G. Rodriguez to analyze facts and advise on strategies regarding Rabobank loan and sale of LinMar III property (.5); call with attorney P. Dyson regarding	Fates, Edward	0.8	414.00	2,949.75	WO HD TR	

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle Action
		same (.3).					
08/03/18	7576495	Discuss information from post-judgment receiver regarding Rabobank payoff and status of offers for LinMar III property with G. Rodriguez.	Fates, Edward	0.3	155.25	3,105.00	WO HD TR_____
08/06/18	7577973	Analyze mortgage payoff calculation from counsel for Rabobank.	Fates, Edward	0.3	155.25	3,260.25	WO HD TR_____
08/07/18	7578192	Communications with G. Rodriguez regarding strategy and next steps regarding marketing of LinMar III property and issues with Rabobank mortgage.	Fates, Edward	0.2	103.50	3,363.75	WO HD TR_____
08/08/18	7579983	Advise G. Rodriguez and Receiver on status regarding Rabobank and strategy on ongoing marketing/sale efforts for LinMar III property (.4); calls with attorney P. Dyson regarding same (.6).	Fates, Edward	1.0	517.50	3,881.25	WO HD TR_____
08/10/18	7582399	Review correspondence from counsel for Rabobank (.1); communications with attorney P. Dyson regarding division of net sale proceeds, list price for property, and related issues (.2); advise Receiver regarding same (.2).	Fates, Edward	0.5	258.75	4,140.00	WO HD TR_____
08/15/18	7586208	Discuss status and strategy regarding LinMar III and correspondence from Rabobank and post-judgment receiver with Receiver and G. Rodriguez.	Fates, Edward	0.4	207.00	4,347.00	WO HD TR_____
08/16/18	7587041	Call with counsel for Rabobank regarding proposal from attorney P. Dyson, status regarding marketing of	Fates, Edward	0.7	362.25	4,709.25	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
		LinMar III property, concerns with post-judgment receiver, and related issues (.5); update Receiver regarding same (.2).						
08/17/18	7588482	Discuss strategy and next steps regarding LinMar III and Rabobank issues with G. Rodriguez.	Fates, Edward	0.2	103.50	4,812.75	WO HD	TR_____
08/28/18	7596671	Communications with post-judgment receiver and broker for LinMar III property.	Fates, Edward	0.2	103.50	4,916.25	WO HD	TR_____
08/30/18	7598417	Communications with post-judgment receiver regarding purchase offer for LinMar III property and counter-offer.	Fates, Edward	0.2	103.50	5,019.75	WO HD	TR_____
09/04/18	7603583	Review correspondence from counsel for Rabobank and discuss same with Receiver and G. Rodriguez.	Fates, Edward	0.2	103.50	5,123.25	WO HD	TR_____
09/06/18	7605161	Discuss status and strategy regarding LinMar III judgment lien and property sale with Receiver and G. Rodriguez.	Fates, Edward	0.3	155.25	5,278.50	WO HD	TR_____
09/07/18	7606607	Analyze payoff estimate from post-judgment receiver.	Fates, Edward	0.2	103.50	5,382.00	WO HD	TR_____
09/11/18	7610895	Analysis of issues related to recovery of defendant's assets and confer with counsel as to possible strategy/follow-up thereon (.6).	Zaro, David	0.6	421.20	5,803.20	WO HD	TR_____
09/11/18	7609908	Discuss status as to sale of LinMar III property and remaining lease and strategy re: Rabobank with Receiver and G. Rodriguez.	Fates, Edward	0.4	207.00	6,010.20	WO HD	TR_____
09/12/18	7610799	Review/analyze terms of executed purchase and sale agreement for LinMar III property (.4);	Fates, Edward	0.8	414.00	6,424.20	WO HD	TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
		communications with post-judgment receiver regarding issues with estimated payoff and SEC judgment lien (.4).						
09/13/18	7612125	Review revised estimated payoff from LinMar III sale from post-judgment receiver (.2); prepare summary/update to SEC counsel regarding LinMar III sale (.9); communications with SEC counsel regarding same (.4); advise Receiver and G. Rodriguez regarding same (.2).	Fates, Edward	1.7	879.75	7,303.95	WO HD	TR_____
09/17/18	7614877	Communications with post-judgment receiver regarding status of outstanding office lease for LinMar III property.	Fates, Edward	0.2	103.50	7,407.45	WO HD	TR_____
09/18/18	7616044	Call from post-judgment receiver for LinMar III property regarding lien payoff and sale closing issues.	Fates, Edward	0.3	155.25	7,562.70	WO HD	TR_____
09/24/18	7620459	Communications with G. Rodriguez re: status and next steps on LinMar III.	Fates, Edward	0.2	103.50	7,666.20	WO HD	TR_____
09/25/18	7621259	Review post-judgment receiver's 21st report (.2) communications with post-judgment receiver re: timing of execution of lease (.2).	Fates, Edward	0.4	207.00	7,873.20	WO HD	TR_____
09/28/18	7625463	Communications with post-judgment receiver re: execution of lease and status of sale and lien payoff issues.	Fates, Edward	0.2	103.50	7,976.70	WO HD	TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.6	702.00	421.20
001665	Edward Fates	14.6	517.50	7,555.50
		<u>15.2</u>		<u>7,976.70</u>
Total Fees				7,976.70
Total Disbursements				0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off
()	BILL COST ONLY	()	Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	15,739.20	15,739.20	0.00	14,962.95	14,962.95	0.00	156,484.35	156,484.35	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(2.80)	(2.80)	0.00
Billed	8,383.50	8,383.50	0.00	7,762.50	7,762.50	0.00	148,504.85	148,504.85	0.00
Collected	8,383.50	8,383.50	0.00	7,762.50	7,762.50	0.00	148,504.85	148,504.85	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Cost						
WIP Balance	8,959.95	8,959.95	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800

San Diego, CA 92101
ATTN:

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00008

Matter Name: Pending Litigation

Date of Last Billing: 11-02-2015

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

Proforma Number

Client/Matter Joint Group # 372640-1

Proforma Summary

Total Disbursements

0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off
()	BILL COST ONLY	()	Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	0.00	0.00	0.00	0.00	0.00	0.00	12,756.15	12,756.15	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Billed	0.00	0.00	0.00	0.00	0.00	0.00	12,756.15	12,756.15	0.00
Collected	0.00	0.00	0.00	0.00	0.00	0.00	12,756.15	12,756.15	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WIP Balance	0.00	0.00	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
c/o E3 Advisors
501 West Broadway, Suite 800
San Diego, CA 92101
ATTN:

10/26/18 16:06:00 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 09-20-2018

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	Circle Action
07/16/18	7558235	Discuss issues with Duffy fee application for final GP tax returns with G. Rodriguez.	Fates, Edward	0.2	103.50	103.50	WO HD TR_____
08/08/18	7579741	Communications with local counsel in Nevada regarding fee application.	Fates, Edward	0.2	103.50	207.00	WO HD TR_____
08/20/18	7589926	Discuss revisions to Duffy fee application with Receiver and G. Rodriguez (.4); work on same (.3); work on Receiver's twenty-fourth fee application (1.1).	Fates, Edward	1.8	931.50	1,138.50	WO HD TR_____
08/24/18	7593502	Communications with local counsel in Nevada regarding preparation of fee application.	Fates, Edward	0.2	103.50	1,242.00	WO HD TR_____
08/28/18	7596312	Final revisions to Duffy's ninth fee application (.3); meet and confer communications with counsel for SEC regarding fee applications (.2).	Fates, Edward	0.5	258.75	1,500.75	WO HD TR_____
08/29/18	7598012	Finalize Receiver fee application and proposed order (.3); communications with L. Benjamin regarding Duffy fee application (.1).	Fates, Edward	0.4	207.00	1,707.75	WO HD TR_____
09/04/18	7603757	Revisions to second interim fee	Fates, Edward	1.3	672.75	2,380.50	WO HD TR_____

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
		application of local counsel in Nevada and exhibits regarding same.						
09/07/18	7606722	Further revisions to second fee application of local counsel in Nevada (.4); communications with local counsel in Nevada regarding same (.2).	Fates, Edward	0.6	310.50	2,691.00	WO	HD TR_____
09/11/18	7609889	Communications with local counsel in Nevada re: revisions to exhibits to fee application.	Fates, Edward	0.2	103.50	2,794.50	WO	HD TR_____
09/19/18	7617159	Review order to show cause regarding Duffy fee application and advise Receiver regarding same (.7); communications with SEC counsel regarding same (.2).	Fates, Edward	0.9	465.75	3,260.25	WO	HD TR_____
09/25/18	7621218	Communications with SEC counsel re: Duffy response to OSC re: 9th fee application (.2) communications with Duffy re: content for response (.4).	Fates, Edward	0.6	310.50	3,570.75	WO	HD TR_____
09/26/18	7622195	Revisions to Duffy response to OSC re: 9th fee application (1.2) communications with Receiver and SEC counsel re: same (.4) finalize Duffy response (.3).	Fates, Edward	1.9	983.25	4,554.00	WO	HD TR_____
09/28/18	7624630	Review order approving Duffy 9th fee application, advise Receiver and Duffy re: same.	Fates, Edward	0.2	103.50	4,657.50	WO	HD TR_____

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	9.0	517.50	4,657.50

Total Fees	9.0	4,657.50
Total Disbursements		4,657.50
		0.00

Attorney Billing Instructions

()	BILL ALL	()	Hold
()	BILL FEES ONLY	()	Write Off
()	BILL COST ONLY	()	Transfer All

Billing Instructions

EXPIRES 6/30/19 - 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary- As Of 09/30/2018

Fiscal YTD				Calendar YTD			LTD		
	Total	Fees	Disbursement	Total	Fees	Disbursement	Total	Fees	Disbursement
Worked	9,056.25	9,056.25	0.00	6,572.25	6,572.25	0.00	33,564.60	33,564.60	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	(44.26)	(44.26)	0.00
Billed	7,659.00	7,659.00	0.00	4,398.75	4,398.75	0.00	28,862.84	28,862.84	0.00
Collected	7,659.00	7,659.00	0.00	4,398.75	4,398.75	0.00	28,862.84	28,862.84	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WIP Balance	4,709.25	4,709.25	0.00						
AR Balance	0.00	0.00	0.00						
Unalloc Payment	0.00								
Client Trust Balance	0.00								

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial
 c/o E3 Advisors
 501 West Broadway, Suite 800
 San Diego, CA 92101
 ATTN: