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11
12 **UNITED STATES DISTRICT COURT**
13 **SOUTHERN DISTRICT OF CALIFORNIA**

14 SECURITIES AND EXCHANGE
15 COMMISSION,

16 Plaintiff,

17 v.

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

21 Defendants.

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

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

Date: May 19, 2017
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 eighteenth interim application for payment of professional fees and reimbursement of costs for the time period October 1, 2016, through December 31, 2016 ("Eighteenth Application Period"). Allen Matkins incurred \$85,655.70 in fees and \$129.71 in costs during the three-month period and seeks interim approval and payment of 80% of fees incurred, or \$68,524.56, 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 Eighteenth Application Period, Allen Matkins provided a total of 165.8 hours of service for a total of \$85,655.70 in fees. Allen Matkins requests payment on an interim basis of 80% of this amount, or \$68,524.56. 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	75.30	\$39,259.80
Reporting	23.50	\$12,308.85
Operations and Asset Sales	61.00	\$30,926.70
Claims and Distributions	4.00	\$2,125.35
Third Party Recoveries	0.30	\$155.25
Employment/Fees	1.70	\$879.75
Total Fees	165.80	\$85,655.70

II. TASKS PERFORMED

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

A. General Receivership

This majority of work in this category relates to responding to the various motions to intervene, appeals of this Court's orders, motions for stay pending appeal, and other filings and correspondence from the two investor groups represented by attorney Gary Aguirre. In particular, Allen Matkins assisted the Receiver in preparing (a) an opposition to the Graham Investors' urgent motion to the Ninth Circuit for a stay pending appeal, (b) an opposition to the Ardizzone Investors' motion to this Court for a stay pending appeal (Dkt. No. 1383), (c) an opposition to the Graham Investors' motion to intervene for the purpose of attacking the Receiver's interim reports (Dkt. No. 1394), (d) a motion to expedite the Graham Investors' appeal of the order approving the sale of the Jamul Valley property so as to avoid losing the opportunity to close the sale as a result of the delay caused by the appeal, (e) an opposition to the Graham Investors' motion to file a supplemental brief regarding their urgent motion for stay pending appeal, (f) an unopposed motion for an extension of time to respond to the Ardizzone Investors' urgent motion to the Ninth Circuit for a stay pending appeal, and (g) a reply brief in support of the Receiver's motion to expedite the appeal of the Jamul Valley sale order. Allen Matkins also assisted the Receiver in preparing a short response to attorney Philip Dyson's second motion to be relieved as counsel. Dkt. No. 1428.

In addition, Allen Matkins assisted the Receiver in responding to various letters and emails from Mr. Aguirre. The firm also communicated with counsel for the approved buyer of the Jamul Valley property and counsel for the Commission about these issues. Finally, the firm communicated with counsel for the Commission regarding issues relating to the enforcement of the Final Judgment

1 against Schooler. The reasonable and necessary fees for work in this category total
2 \$39,259.80.

3 **B. Reporting**

4 This category includes time spent preparing the Receiver's Report and
5 Recommendation Regarding Xpera Report Recommendations. Dkt. No. 1405. This
6 report was prepared pursuant to the Court's May 25, 2016 order (Dkt. No. 1304) and
7 involved analyzing the report and recommendations from CBRE (which was filed
8 under seal with permission from the Court) as to the eight applicable properties and
9 the recommendations made by Xpera Group in its report. The Court approved and
10 adopted the Receiver's recommendations on December 12, 2016. Dkt. No. 1423.

11 Also included in this category is time spent preparing the Receiver's
12 Seventeenth Interim Report filed on December 8, 2016. Dkt. No. 1422. The report
13 includes detailed updates regarding enforcement of the judgments against the
14 LinMar entities, property tax appeals, properties owned by Western, issues with the
15 tenant located on the Stead property, implementation of the Court's May 25, 2015
16 Order, potential sales of GP properties, the Graham Investors and Ardizzone
17 Investors' appeals, the engagement of CBRE, the death/disappearance of Schooler,
18 the undisclosed Winget lawsuit, and receipts and disbursements for each
19 Receivership Entity. The reasonable and necessary fees for work in this category
20 total \$12,308.85.

21 **C. Operations and Asset Sales**

22 Allen Matkins' time in this category focused on assisting the Receiver with
23 legal issues relating to the ongoing operations of Western and the GPs, including the
24 orderly sale process, proposed sales of GP properties, easement and condemnation
25 issues, and issues relating to property taxes and assessments. Allen Matkins also
26 assisted in responding to numerous requests and filings of the Aguirre Investors
27 relating to GP properties, sale motions and orders, and the Jamul Valley sale.
28

1 1. Reno Vista/Reno View

2 Pursuant to the order entered on January 14, 2016, adopting the Receiver's
3 recommendation to engage a broker for the three separate properties collectively
4 known as the Washoe 1 property, the Receiver engaged the proposed broker, who
5 listed and marketed the three properties for sale. Multiple offers were received for
6 two of the three properties (Reno Vista and Reno View) and the Receiver negotiated
7 with the prospective purchasers to obtain the highest and best price. The motion to
8 approve the sale was filed on May 10, 2016, and granted on August 30, 2016. Dkt.
9 Nos. 1285, 1360.

10 It was then discovered that the Reno Vista and Reno View properties are
11 encumbered by deeds of trust dating back to 1980 and 1981 in favor of Tierra del
12 Mar Corporation, an entity held in a family trust set up by Louis Schooler's deceased
13 parents. The trust and the corporation are now being managed by a trustee
14 appointed by the Probate Court. Allen Matkins communicated with counsel for the
15 trustee in an effort to have the deeds of trust removed without litigation. After
16 several calls and letters explaining the background, the trustee filed a motion in the
17 Probate Court for authority to release the deeds of trust for no payment. The motion
18 was opposed by Louis Schooler's brother, Andy Schooler, but was granted by the
19 Probate Court at the hearing held on January 31, 2017.

20 Similarly, it was discovered that the Reno Vista property is encumbered by a
21 deed of trust in favor of Eugene and Rowena Schooler, Louis Schooler's deceased
22 parents. Allen Matkins assisted the Receiver in determining the most efficient and
23 effective manner of clearing the deed of trust from title, including sending a letter to
24 Louis Schooler's siblings (*i.e.*, the living heirs of Eugene and Rowena Schooler)
25 requesting that they consent to the deed of trust being cleared from title. After
26 certain of the siblings failed to consent, Allen Matkins assisted the Receiver in
27 engaging local counsel in Reno, Nevada to prepare and file a petition in Nevada
28 state court to clear the deed of trust from title. The petition is currently pending.

1 In light of the issues discussed above, the Court-approved buyer of the Reno
2 Vista and Reno View properties has agreed to wait until April 12, 2017, to close the
3 sale.

4 2. Santa Fe

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

11 Allen Matkins assisted the Receiver in contacting counsel for Tower 98,
12 getting it to dismiss the New Mexico action, and having the *lis pendens* released and
13 cleared from title to the property. When Tower 98 failed to respond to the
14 Receiver's request for a payoff demand for the loan, Allen Matkins assisted in
15 communicating with Tower 98's counsel about a payoff of the loan, including a
16 proper calculation of the loan balance. The loan calculation provided by Tower 98's
17 counsel was substantially overstated, so Allen Matkins assisted the Receiver in
18 preparing a payoff offer and full reconveyances of the applicable mortgages for
19 Tower 98 to execute. Tower 98 then provided additional documentation and Allen
20 Matkins assisted in preparing a revised payoff. At this time, the loan payoff has not
21 been accepted by Tower 98. Therefore, the Receiver recently filed a motion seeking
22 authority to pursue claims to quiet title to the property and remove the applicable
23 mortgages from title. Dkt. No. 1454.

24 3. Tecate

25 The Receiver received letters from the United States Army Corp of Engineers
26 ("USACE") stating their intention to secure easements on two of the seven Tecate
27 properties. The two properties are located on the United States-Mexico border. The
28 easements would be used for government contractors to maintain the border fence.

1 Allen Matkins assisted the Receiver in analyzing the legal and factual issues and
2 communicating with USACE regarding the contemplated easements.

3 4. Washoe 3

4 Allen Matkins assisted the Receiver in working with local counsel in Nevada
5 to obtain a waiver of the special assessment district penalties for the Washoe 3
6 properties that accrued during the period of time when the GPs holding the
7 properties had insufficient funds to make the required bond payments. The bond
8 payments themselves were brought current immediately after the Court approved the
9 pooling of Receivership Entity funds on May 25, 2016. In December 2016, the
10 Washoe County Treasurer agreed to waive \$184,317.60 in penalties.

11 5. Other Issues Pertaining to GP Properties

12 Allen Matkins advised the Receiver regarding various other legal issues
13 pertaining to GP properties, including preparing an *ex parte* application for authority
14 to engage brokers for the Yuma I, Yuma II, Yuma III, and Minden properties. Dkt.
15 No. 1399. The *ex parte* application was granted on December 6, 2016. Dkt.
16 No. 1416. The firm also assisted in preparing a notice to investors regarding offers
17 received for certain GP properties, pursuant to the approved Modified Orderly Sale
18 Procedures.

19 The reasonable and necessary fees for Allen Matkins' work in this category
20 total \$30,926.70.

21 **D. Claims and Distributions**

22 This category includes time assisting and advising the Receiver on issues
23 relating to investor claims and procedures for the administration of such claims. As
24 usual, this category also includes time reviewing and responding to communications
25 from investors, creditors, and their counsel. Finally, Allen Matkins assisted the
26 Receiver in preparing updates to the receivership website. The reasonable and
27 necessary fees for this work total \$2,125.35.

28

1 **E. Third Party Recoveries**

2 Allen Matkins' work in this category focused on collection of the outstanding
3 judgment against LinMar III. Allen Matkins reviewed the post-judgment receiver's
4 reports and advised on legal issues relating to the post-judgment receivership. The
5 reasonable and necessary fees for work in this category total \$155.25.

6 **F. Employment/Fees**

7 Although fee applications are a necessary component of federal equity
8 receiverships, neither the Receiver nor his professionals bill time for preparing their
9 own detailed applications. Allen Matkins assisted the Receiver in preparing his
10 Sixteenth Interim Fee Application, which was granted in full on December 7, 2016.
11 Dkt. No. 1420. The firm also advised local counsel in Nevada about the preparation
12 of fee applications for its work. The reasonable and necessary fees for this work
13 total \$879.75.

14 **G. Summary of Costs Requested**

15 Allen Matkins requests the Court approve reimbursement of \$129.71 for out-
16 of-pocket costs incurred in executing the foregoing tasks, as itemized in Exhibit A.
17 Pursuant to the Court's Order Granting in Part First Fee Applications, Allen Matkins
18 has reduced its request for reimbursement of copy costs to five cents per page and
19 written off any excess copy charges incurred.

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

21 From inception of the receivership on September 6, 2012, through
22 December 31, 2016, the Receiver incurred fees and costs of \$1,642,366.80 of which
23 amount \$325,602.81 is subject to holdback pending approval of the Receiver's final
24 fee application at the conclusion of the receivership, \$72,606.99 is awaiting the
25 Court's review and approval, and \$1,262,541.05 has been approved by the Court and
26 paid. During the same time period, Allen Matkins incurred fees and costs of
27 \$1,284,139.39, of which amount \$286,634.12 is subject to holdback pending
28 approval of Allen Matkins' final fee application at the conclusion of the

1 receivership, \$85,785.41 in fees and costs is awaiting the Court's review and
2 approval in this Application, and \$948,716.07 in fees and costs has been approved
3 by the Court and paid. Finally, during the same time period, tax accountant Duffy
4 Kruspodin & Company, LLP ("Duffy") has incurred and been paid \$500,689.82 for
5 preparing tax returns for Western, the GPs, and other non-GP Receivership Entities,
6 all of which has been paid to date, with no holdbacks.

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

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

16 **A. Complexity of Tasks**

17 Here, the tasks performed by Allen Matkins are significantly complex and the
18 number of hours billed to complete them are reasonable. These tasks include
19 (a) analyzing corporate documents, loan agreements, and other contracts,
20 (b) advising the Receiver regarding federal equity receivership, debtor/creditor
21 rights, real property, contract, employment, insurance, eminent domain, tax, civil
22 procedure, appellate procedure, and other applicable areas of law, and (c) assisting
23 the Receiver in selling assets, collecting loans, and protecting the Receivership
24 Entities' interests in pending litigation, (d) assisting the Receiver in analyzing the
25 facts and legal issues and preparing a plan for distributing receivership assets that
26 treats investors fairly and equitably, (e) assisting the Receiver in preparing proposed
27 claim procedures to efficiently and effectively determine the proper amount of each
28 investor's claim, and (f) providing detailed reports to the Court and interested

1 parties. Allen Matkins wrote off and did not charge for 4.5 hours of time during the
2 Eighteenth Application Period.

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

4 The Court previously determined the discounted hourly rates of the Receiver
5 and Allen Matkins represent the fair value of their time, labor, and skill. In
6 connection with Allen Matkins' Seventeenth Interim Fee Application, the Court
7 noted the firm had increased the discounted hourly rate of Edward Fates, the lead
8 attorney on the case, from \$486 per hour to \$517.50 per hour and directed the firm
9 to submit a supplemental brief addressing whether the firm's rates continued to be
10 fair and reasonable in light of prevailing market rates and conservative business
11 standards. Allen Matkins filed the supplemental brief on March 20, 2017, which
12 showed the approved hourly rates of other firms representing federal equity
13 receivers in Southern California and confirmed that Allen Matkins' rates continue to
14 be fair and reasonable in relation to those rates. Dkt. No. 1450. The firm also
15 agreed to freeze its rates for the remainder of the receivership (in addition to
16 continuing to discount them by 10%, as it has throughout the receivership). The
17 Court approved Allen Matkins' Seventeenth Interim Fee Application on April 10,
18 2017. Dkt. No. 1460. Accordingly, Allen Matkins' discounted hourly rates continue
19 to represent the fair value of its time, labor, and skill.

20 **C. Quality of Work Performed**

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

1 equitable distribution of receivership estate assets, and preparing detailed reports to
 2 the Court and interested parties. These services have allowed the Receiver to
 3 preserve and protect the value of the Receivership Entities' assets for the benefit of
 4 investors.

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

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

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

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

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

26 **V. CONCLUSION**

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

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	13
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EXHIBIT A

EXHIBIT A

02/08/17 08:59:09 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: 12-12-2016

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00002 (General Receivership)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/03/16	6987361	Work on opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal.	Fates, Edward	3.1	1,604.25	1,604.25
10/04/16	6988118	Work on opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal.	Fates, Edward	2.2	1,138.50	2,742.75
10/05/16	6989934	Address additional motion concerning intervention by investor group (.3). Call with counsel concerning intervention motion/response (.1).	Zaro, David	0.4	280.80	3,023.55
10/05/16	6988575	Review new Aguirre motion to intervene and proposed objection to SFARs and discuss same with Receiver (.9); work on opposition to Aguirre urgent motion for stay pending appeal to Ninth Circuit (1.4); work on opposition to Aguirre motion for stay pending appeal to district court (.2).	Fates, Edward	2.5	1,293.75	4,317.30
10/06/16	6989631	Review order regarding briefing schedule for new Aguirre's motion to intervene and advise Receiver regarding same (.1); work on	Fates, Edward	2.1	1,086.75	5,404.05

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal (1.7); review SEC's opposition to same (.3).				
10/07/16	6991654	Continue work on opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal.	Fates, Edward	2.8	1,449.00	6,853.05
10/10/16	6992678	Work on opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal (1.1); finalize opposition to Aguirre's motion for stay and reconsideration (.8); discuss same with Receiver (.2).	Fates, Edward	2.1	1,086.75	7,939.80
10/11/16	6999296	Address 9th Circuit filings by investor group, follow-up on Receiver response and SEC response (.4).	Zaro, David	0.4	280.80	8,220.60
10/11/16	6994319	Discuss opposition to Aguirre's urgent motion to Ninth Circuit with Receiver (.2); review motion to be relieved as counsel by Schooler's counsel and discuss same with SEC's counsel (.5).	Fates, Edward	0.7	362.25	8,582.85
10/12/16	6995295	Review Aguirre's opposition to SEC's motion to consolidate Aguirre's appeals and joinder in same by other Aguirre group and discuss same with Receiver (.5); finalize opposition to Aguirre's urgent motion to Ninth Circuit for stay pending appeal (.7).	Fates, Edward	1.2	621.00	9,203.85
10/14/16	6998354	Review Aguirre's reply regarding urgent motion to Ninth Circuit for stay pending appeal (.4); review SEC's opposition to Aguirre's motion for stay	Fates, Edward	0.7	362.25	9,566.10

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and reconsideration (.3).				
10/17/16	6999046	Discuss response to Aguirre's motion to intervene to dispute interim reports with Receiver (.4); communications with SEC's counsel and Receiver regarding Aguirre's issues (.3); review SEC's reply regarding motion to consolidate Aguirre's appeals (.2); review Aguirre's reply regarding motion for stay/reconsideration and supporting declarations and discuss same with Receiver (.6).	Fates, Edward	1.5	776.25	10,342.35
10/18/16	6999864	Calls with SEC's counsel to address Aguirre issues and motion to intervene regarding reports (.8); work on opposition to Aguirre's motion to intervene regarding reports and discuss same with Receiver (1.9).	Fates, Edward	2.7	1,397.25	11,739.60
10/19/16	7004024	Review intervention motion and SFAR accounting report issues, response to the Aguirre investor motion, follow-up with counsel re same (.4).	Zaro, David	0.4	280.80	12,020.40
10/19/16	7000777	Research regarding Aguirre issues and potential motion to require posting of bond (.6); work on opposition to Aguirre's motion to intervene regarding SFARs and discuss same with Receiver and G. Rodriguez (1.5).	Fates, Edward	2.1	1,086.75	13,107.15
10/20/16	7002038	Review Aguirre's reply regarding urgent motion to Ninth Circuit for stay pending appeal and supporting declarations and discuss same with	Fates, Edward	0.7	362.25	13,469.40

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver (.5); review SEC's opposition to Aguirre's motion to intervene regarding SFARs (.2).				
10/21/16	7002808	Discuss Aguirre's due process/notice arguments with G. Rodriguez.	Fates, Edward	0.2	103.50	13,572.90
10/25/16	7005770	Review G. Aguirre's reply and declarations regarding motion for stay/reconsideration and discuss same and public filing of letter of intent with Receiver.	Fates, Edward	0.9	465.75	14,038.65
10/26/16	7006025	Discuss G. Aguirre's public filing of letter of intent with Receiver and G. Rodriguez (.4); draft message to G. Aguirre regarding same (.3).	Fates, Edward	0.7	362.25	14,400.90
10/27/16	7007227	Review correspondence from G. Aguirre regarding correction of public filing of letter of intent, discuss with Receiver, and prepare response to same (.5); review G. Aguirre's ex parte motion to withdraw/seal letter of intent exhibit and to clarify confidentiality of letters of intent (.4); discuss same and response with Receiver (.4); draft response to ex parte motion (.9).	Fates, Edward	2.2	1,138.50	15,539.40
11/01/16	7013792	Review Ninth Circuit order deferring Aguirre's urgent motion for stay (.2); review Aguirre's reply and declaration regarding motion to intervene regarding interim reports (.3); review SEC's opposition to Aguirre's motion to withdraw/seal letter of intent exhibit (.2).	Fates, Edward	0.7	362.25	15,901.65

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/03/16	7015740	Discuss Ninth Circuit order regarding Aguirre's urgent motion for stay with Receiver.	Fates, Edward	0.2	103.50	16,005.15
11/03/16	7016053	Discuss status and strategy regarding QSF tax issues with Receiver.	Fates, Edward	0.2	103.50	16,108.65
11/09/16	7020973	Review order taking two Aguirre motions and Dyson motion off calendar and advise Receiver regarding same (.2); communications with counsel for TNC regarding appeal of Jamul Valley sale order (.2); research regarding potential motion to expedite appeal (.7); discuss facts and issues regarding same with G. Rodriguez (.4).	Fates, Edward	1.5	776.25	16,884.90
11/09/16	7021589	Review practice guide and circuit court rules for expedited motion, urgent/emergency motions (.7); research and shepardize relevant case law of expedited motions, urgent/emergency motions (1.5); research appellate briefs on expedited motions. (.1).	Bloetscher, Abby	2.3	652.05	17,536.95
11/10/16	7022472	Discuss facts for motion to expedite Aguirre's appeal as to Jamul Valley sale order with G. Rodriguez (.4); work on motion to expedite (.8).	Fates, Edward	1.2	621.00	18,157.95
11/11/16	7023408	Work on motion to expedite Aguirre's appeal of Jamul Valley sale order.	Fates, Edward	1.1	569.25	18,727.20
11/15/16	7026268	Work on motion to expedite Aguirre appeal of Jamul Valley sale order.	Fates, Edward	0.9	465.75	19,192.95
11/16/16	7027077	Work on motion to expedite Aguirre's	Fates, Edward	2.1	1,086.75	20,279.70

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		appeal as to Jamul Valley sale order.				
11/17/16	7027964	Work on motion to expedite Aguirre's appeal as to Jamul Valley sale order and supporting declaration.	Fates, Edward	2.1	1,086.75	21,366.45
11/18/16	7028941	Work on motion to expedite Aguirre's appeal as to Jamul Valley sale order and supporting declaration (1.1); discuss same with Receiver and G. Rodriguez (.4).	Fates, Edward	1.5	776.25	22,142.70
11/21/16	7030714	Communications with SEC's counsel regarding motion to expedite Aguirre's appeal as to Jamul Valley sale order (.2); discuss motion to expedite with G. Rodriguez and revisions to same (.9).	Fates, Edward	1.1	569.25	22,711.95
11/28/16	7034019	Confer with SEC's counsel regarding motion to expedite Aguirre's appeal as to Jamul Valley sale order.	Fates, Edward	0.3	155.25	22,867.20
11/29/16	7036659	Review the courts orders concerning motion to stay pending appeal, address intervention issues and denial (.3). Address expedited appeal requests and advice to counsel/Receiver re same (.3).	Zaro, David	0.6	421.20	23,288.40
11/29/16	7034895	Review new motion to intervene and proposed objection to report regarding Xpera recommendations filed by G. Aguirre and discuss same with Receiver (.5); review order denying Aguirre's motions and Dyson's motion and discuss same with Receiver (.6); communications with G. Rodriguez regarding motion to expedite Aguirre's appeal as to Jamul	Fates, Edward	2.3	1,190.25	24,478.65

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Valley sale order (.2); review Aguirre's correspondence regarding motion to consolidate and motion to expedite entire appeal, discuss same with Receiver, and prepare response to same (.5); review new motion by P. Dyson to withdraw as counsel for L. Schooler (.2); call from P. Dyson regarding ex parte application for OST on motion to withdraw (.2); discuss motion to withdraw with Receiver (.1).				
11/30/16	7036439	Work on motion to expedite Aguirre's appeal of Jamul Valley sale order (1.6); discuss same with Receiver (.2); communications with Schooler's counsel regarding motion to withdraw (.1); correspondence with counsel for TNC regarding motion to expedite appeal and supporting declaration (.3); review TNC's revisions to declaration in support of motion to expedite and discuss same with Receiver (.6); address issues regarding letter of intent publicly filed by Aguirre and communications with Court regarding same (.6).	Fates, Edward	3.4	1,759.50	26,238.15
12/01/16	7040011	Review order striking Aguirre's filing and advise Receiver regarding same (.2); review ex parte motion for OST filed by P. Dyson (.1); review Aguirre's notice of withdrawal of latest motion to intervene and advise Receiver regarding same (.2).	Fates, Edward	0.5	258.75	26,496.90
12/02/16	7076837	Emails/follow-up with Receiver	Zaro, David	0.2	140.40	26,637.30

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		counsel concerning appeal (.2).				
12/02/16	7040328	Communications with counsel for Winget regarding status of case against Western and others (.2); advise Receiver regarding SEC's judgment and information about Schooler's assets (.2); communications with SEC's counsel regarding same (.2).	Fates, Edward	0.6	310.50	26,947.80
12/04/16	7041250	Review and respond to Aguirre's inquiry regarding extension of filing deadline in appeal and discuss same with Receiver.	Fates, Edward	0.2	103.50	27,051.30
12/05/16	7041945	Call and emails with SEC's counsel regarding possible Schooler boat and further information and advise Receiver regarding same (.7); review Aguirre's motion for one-week extension of Ninth Circuit filing deadlines (.2); review additional information regarding possible Schooler boat (.4).	Fates, Edward	1.3	672.75	27,724.05
12/06/16	7043534	Review order striking Aguirre's ex parte motion and advise Receiver regarding same.	Fates, Edward	0.2	103.50	27,827.55
12/12/16	7076846	Emails re appellate briefing by Aguirre as to sales, follow-up as to response (.3).	Zaro, David	0.3	210.60	28,038.15
12/12/16	7047898	Review multiple communications from G. Aguirre regarding motion to file supplemental brief in pending appeal and respond to same.	Fates, Edward	0.4	207.00	28,245.15
12/13/16	7049501	Review Aguirre's notice to Ninth	Fates, Edward	2.2	1,138.50	29,383.65

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Circuit, motion to file supplemental brief, proposed supplemental brief, and supporting declaration (.7); discuss same with Receiver (.4); work on response to motion (1.1).				
12/14/16	7050251	Respond to communications from G. Aguirre regarding appeal filings (.2); work on opposition to Aguirre's motion to file supplemental brief with Ninth Circuit (.9); review Aguirre's notice of errata in appeal (.1).	Fates, Edward	1.2	621.00	30,004.65
12/19/16	7054063	Call with SEC counsel regarding P. Dyson motion to withdraw and concerns re: service on L. Schooler moving forward, advise Receiver re: same (.4) review update on Schooler death filed by P. Dyson (.2) review Aguirre third amended notice of appeal for Graham and second amended notice of appeal for Ardizzone, advise Receiver re same (.5)	Fates, Edward	1.1	569.25	30,573.90
12/20/16	7076847	Review/evaluate appellate court filings by Aguirre and address Receiver response/approach to expediting sales (1.3).	Zaro, David	1.3	912.60	31,486.50
12/20/16	7055392	Review Aguirre motion to expedite full appeals (.4) review Aguirre opposition to motion to expedite Jamul Valley appeal (.3) review SEC opposition to Aguirre motion to file supplemental brief (.1) discuss filings and response to same with Receiver (.4) work on reply re: motion to expedite Jamul Valley appeal (1.2)	Fates, Edward	2.4	1,242.00	32,728.50

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
12/21/16	7056437	Work on reply to Aguirre opposition to motion to expedite appeal as to Jamul Valley (3.9) discuss same with Receiver and G. Rodriguez (.7) work on response to P. Dyson motion to withdraw, discuss same with Receiver (.8) review Aguirre new urgent motion for stay pending appeal (.4)	Fates, Edward	5.8	3,001.50	35,730.00
12/22/16	7059501	Review further Aguirre investor appellate filings, follow-up with counsel as to 9th Circuit motion practice issues and prospects (.6).	Zaro, David	0.6	421.20	36,151.20
12/22/16	7057465	Discuss new Aguirre urgent motion for stay with Receiver (.2) review rules regarding deadline to respond to motion (.2) call/emails with SEC counsel regarding extension of deadline to respond (.4) correspondence with G. Aguirre re: same (.2) work on motion to extend deadline (1.1) work on opposition to new Aguirre urgent motion for stay (2.1) review Dyson reply re: motion to be relieved as counsel (.2) review Aguirre reply re: motion to file supp. brief regarding urgent motion for stay, advise Receiver re: same (.4)	Fates, Edward	4.8	2,484.00	38,635.20
12/27/16	7060211	Review/evaluate further Aguirre letter and court filing, advice to counsel and Receiver related to Receiver's responses (.3).	Zaro, David	0.3	210.60	38,845.80
12/27/16	7059712	Respond to email correspondence from G. Aguirre (.2) review correspondence from SEC counsel re same (.1) review letter from G.	Fates, Edward	0.8	414.00	39,259.80

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Aguirre and discuss same with Receiver (.5)				

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
10/03/16	2272004	Messenger - - Federal Express Invoice No: 557014034 0820 Ship To: Mr Geno Rodriguez	1.00	16.20
10/04/16	2272005	Messenger - - Federal Express Invoice No: 557014034 0820 Ship To: Mr Geno Rodriguez	1.00	16.76
10/04/16	2272333	Duplication	59.00	2.95
10/12/16	2273796	Duplication	103.00	5.15
10/12/16	2275332	Messenger - - Nationwide - USDC - SOUTHERN^ - 428170	1.00	10.00
10/13/16	2273797	Duplication	89.00	4.45
10/19/16	2273798	Duplication	43.00	2.15
10/26/16	2276755	Reprographics - Color	3.00	0.75
10/27/16	2278527	Duplication	43.00	2.15
10/28/16	2285141	Messenger - - Nationwide - USDC, SOUTHERN DISTRICT CALIFORNIA, ^DGE CURIEL - 428360	1.00	20.00
11/22/16	2285352	Reprographics - Color	112.00	28.00
11/23/16	2290254	Messenger - - Nationwide - USDC - SOUTHERN DISTRICT^ - 428671	1.00	10.00
12/08/16	2288694	Duplication	23.00	1.15
12/09/16	2296437	Messenger - - Nationwide - US DISTRICT COURT SOUTHERN, ^ - 428841	1.00	10.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	4.5	702.00	3,159.00
001665	Edward Fates	68.5	517.50	35,448.75
002247	Abby Bloetscher	2.3	283.50	652.05
		<hr/> 75.3		<hr/> 39,259.80
Total Fees				39,259.80
Total Disbursements				129.71

02/08/17 08:58:23 PROFORMA STATEMENT FOR MATTER 372640-00004 (Thomas C. Hebrank, as Receiver for Western Financial) (Reporting)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing: 12-12-2016

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
11/04/16	7016788	Discuss CBRE summary and report/recommendation regarding Xpera recommendations with Receiver and G. Rodriguez.	Fates, Edward	0.3	155.25	155.25
11/15/16	7025875	Meet with Receiver and G. Rodriguez to discuss CBRE report, Xpera recommendations, and Receiver's report and recommendations evaluating Xpera recommendations.	Fates, Edward	2.1	1,086.75	1,242.00
11/16/16	7027524	Work on Receiver's report and recommendations evaluating Xpera recommendations (2.3); work on ex parte application to file CBRE report under seal (.5).	Fates, Edward	2.8	1,449.00	2,691.00
11/17/16	7027787	Work on ex parte application to file CBRE report under seal and declaration in support of same (.5); discuss report and recommendations regarding Xpera recommendations and exhibit for same with Receiver (.3).	Fates, Edward	0.8	414.00	3,105.00
11/18/16	7029204	Discuss CBRE revisions to report and Receiver's report regarding same with Receiver and G. Rodriguez (.3); work on Receiver's report and	Fates, Edward	2.0	1,035.00	4,140.00

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		recommendations regarding Xpera recommendations (.8); review revised CBRE report and discuss same with Receiver (.9).				
11/21/16	7030271	Work on report and recommendations regarding CBRE analysis of Xpera recommendations and Lansing proposals (3.3); review and revise detailed exhibit to report and discuss same and final revisions/clarification to CBRE report with Receiver (1.3); calls with SEC's counsel to confer regarding Receiver's report and recommendations (.4); communications with SEC's counsel and Schooler's counsel regarding ex parte application for CBRE report under seal (.2).	Fates, Edward	5.2	2,691.00	6,831.00
11/22/16	7031783	Work on report and recommendations regarding Xpera recommendations and detailed exhibit to same (1.2); calls and emails to discuss revisions to report and exhibit with Receiver and G. Rodriguez (.4); correspondence with counsel for SEC, Schooler, Aguirre Investors, and Dillon Investors regarding confidential nature of CBRE report (.3); revise ex parte application regarding filing report under seal and prepare proposed order (.3).	Fates, Edward	2.2	1,138.50	7,969.50
11/28/16	7034324	Work on Receiver's Seventeenth Interim Report.	Fates, Edward	0.7	362.25	8,331.75
11/29/16	7035222	Work on Receiver's Seventeenth Interim Report (2.1); discuss same	Fates, Edward	2.5	1,293.75	9,625.50

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		with Receiver (.4).				
12/01/16	7040156	Work on Receiver's Seventeenth Interim Report.	Fates, Edward	1.1	569.25	10,194.75
12/02/16	7076839	Follow-up with counsel related to Receiver's report and analysis of real estate developed issues/timing (.4).	Zaro, David	0.4	280.80	10,475.55
12/02/16	7040409	Work on Receiver's Seventeenth Interim Report.	Fates, Edward	0.9	465.75	10,941.30
12/06/16	7043042	Revisions to Seventeenth Interim Report.	Fates, Edward	0.4	207.00	11,148.30
12/07/16	7044390	Review Court's order as to interim reports and fee applications and advise Receiver regarding same (.4); discuss financial exhibits to Seventeenth Interim Report with Receiver (.3).	Fates, Edward	0.7	362.25	11,510.55
12/08/16	7045661	Revisions and updates to Seventeenth Interim Report and discuss same with G. Rodriguez.	Fates, Edward	0.6	310.50	11,821.05
12/12/16	7076845	Review the order related to sale process, retention of consultants and sale process (.4).	Zaro, David	0.4	280.80	12,101.85
12/12/16	7048833	Review order approving report and recommendations regarding Xpera recommendations and advise Receiver regarding same and discuss next steps regarding applicable properties.	Fates, Edward	0.4	207.00	12,308.85

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.8	702.00	561.60
001665	Edward Fates	22.7	517.50	11,747.25
		<hr/> 23.5		<hr/> 12,308.85
Total Fees				12,308.85
Total Disbursements				0.00

02/08/17 08:58:23 PROFORMA STATEMENT FOR MATTER 372640-00005 (Thomas C. Hebrank, as Receiver for Western Financial) (Operations & Asset Sales)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing: 12-12-2016

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00005 (Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/03/16	6988201	Review of property tax bills from Yuma County; confer with Mr. Fates; prepare letter and tax bills for transmittal to Mr. Rodriguez.	Kaup, John	0.5	128.25	128.25
10/03/16	6987353	Discuss title and lien issues for Reno Vista/Reno View sale with G. Rodriguez and review complaint related to Schooler's family lien (.5); review correspondence from G. Aguirre related to insurance and discuss same with Receiver (.2); review property tax bills received for Yuma properties (.1).	Fates, Edward	0.8	414.00	542.25
10/04/16	6989141	Review additional property tax bills from Yuma County and forward to Mr. Rodriguez.	Kaup, John	0.3	76.95	619.20
10/05/16	6988730	Discuss Reno Vista/Reno View title and lien issues with Receiver and G. Rodriguez (.4); review correspondence from USACE regarding easement issues and discuss same with Receiver (.3).	Fates, Edward	0.7	362.25	981.45
10/07/16	6991024	Communications with counsel for lender on Santa Fe property	Fates, Edward	0.4	207.00	1,188.45

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding calculation of loan balance and discuss same with G. Rodriguez.				
10/12/16	6995339	Communications with Nevada counsel regarding Washoe 3 special assessment district issues (.2); follow up communications to counsel for Santa Fe lender (.1); analysis of potential quiet title issues for Reno Vista property and discuss same with G. Rodriguez (.8); discuss prospective broker listings for Yuma and Minden properties with G. Rodriguez (.2).	Fates, Edward	1.3	672.75	1,861.20
10/13/16	6996546	Further communications with counsel for Santa Fe lender and G. Rodriguez regarding production of loan amortization schedule.	Fates, Edward	0.5	258.75	2,119.95
10/14/16	6998273	Analyze issues regarding title for Reno Vista property and Nevada law regarding same.	Fates, Edward	0.6	310.50	2,430.45
10/17/16	6999255	Discuss liens placed on Bratton Valley property and investigation and strategy regarding same with Receiver (.2); review analysis of Santa Fe loan balance from G. Rodriguez (.2); work on issues related to liens on Reno Vista property and action to remove same (.4).	Fates, Edward	0.8	414.00	2,844.45
10/18/16	7000560	Discuss USACE easement issues with G. Rodriguez.	Fates, Edward	0.4	207.00	3,051.45
10/19/16	7000859	Discuss issues and strategy regarding liens on Reno Vista property and calculation of loan balance on Santa Fe property with G.	Fates, Edward	3.7	1,914.75	4,966.20

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Rodriguez (.4); communications with USACE regarding Tecate property easement issues (.3); work on letter to counsel for Tierra Del Mar regarding deed of trust on Reno Vista property (1.3); advise Receiver regarding investor request to forfeit units (.1); work on listing agreements for Yuma and Minden properties and discuss same with G. Rodriguez (.7); work on motion for authority to engage brokers for Yuma and Minden properties (.4); discuss USACE easement issues with Receiver and G. Rodriguez (.3); discuss strategy regarding Santa Fe loan issues with Receiver and G. Rodriguez (.2).				
10/20/16	7002646	Work on ex parte application regarding authority to engage brokers for Yuma and Minden properties.	Fates, Edward	0.2	103.50	5,069.70
10/21/16	7002731	Review offer on Honey Springs, revise counter-offer and addendum documents, and discuss notice issues with G. Rodriguez (.5); work on ex parte application regarding broker listings and discuss listing prices and estimated values for Yuma properties with G. Rodriguez (1.8); revisions to notice to investors of offer on Honey Springs (.2).	Fates, Edward	2.5	1,293.75	6,363.45
10/21/16	7002874	Review status of Schaffer Pacific Deeds of Trust.	Lorenzen, Jonathan	0.2	81.90	6,445.35
10/24/16	7004542	Advise regarding quiet title action to remove liens on Reno Vista property (.2); advise as to next steps regarding	Fates, Edward	1.1	569.25	7,014.60

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Washoe special assessment issues (.2); discuss next steps regarding offer on Honey Springs property with G. Rodriguez (.1); work on Receiver declaration in support of ex parte application to engage brokers for Yuma and Minden properties (.5); discuss same with Receiver and G. Rodriguez (.1).				
10/25/16	7005424	Communications with Nevada counsel regarding Washoe property (.2); follow up communications to counsel for lienholder on Reno Vista property and advise Receiver regarding same (.7); revisions to motion for authority to engage brokers with Receiver and discuss same with Receiver (.6).	Fates, Edward	1.5	776.25	7,790.85
10/25/16	7004881	Review documents related to Santa Fe, New Mexico, properties encumbered by Mortgages.	Lorenzen, Jonathan	1.9	778.05	8,568.90
10/26/16	7005900	Discuss USACE easement issues and other easements and liens on Tecate properties with G. Rodriguez and review title reports and property recordings regarding same (1.2); work on response to USACE regarding easement issues (.4); work on reconveyances for Sante Fe notes/deeds of trust (.2); finalize ex parte application for authority to engage brokers for Yuma and Minden properties, declaration, and proposed orders (.6); send ex parte notice to SEC's counsel and counsel for Schooler (.2); call with Nevada	Fates, Edward	3.1	1,604.25	10,173.15

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		counsel regarding special assessment penalty issues, discuss same with G. Rodriguez, and work on summary of Washoe 3 GPs for Nevada counsel (.5).				
10/27/16	7007618	Call with counsel for Trustee of Schooler Family Trust regarding deeds of trust on Reno Vista property and steps to resolve same and advise Receiver regarding same (.9); confer with SEC's counsel regarding ex parte application for authority to engage brokers (.2); finalize same (.4).	Fates, Edward	1.5	776.25	10,949.40
10/28/16	7008544	Prepare summary of Washoe 3 property and receivership for Nevada counsel regarding special assessment district issues and discuss same with Receiver and G. Rodriguez (.9); call with USACE regarding easement issues relating to Tecate properties (.2); draft letter to Trustee of Schooler Family Trust regarding reconveyance of deeds of trust on Reno Vista properties (1.1).	Fates, Edward	2.2	1,138.50	12,087.90
10/28/16	7009239	Complete Reconveyances for Santa Fe, New Mexico properties.	Lorenzen, Jonathan	2.2	900.90	12,988.80
10/31/16	7010035	Work on letter to Trustee of Schooler Family Trust regarding deeds of trust on Reno Vista and Reno View and discuss same with G. Rodriguez (.9); discuss status regarding liens on Santa Fe property and CBRE report with G. Rodriguez (.4); work on summary for NV counsel regarding	Fates, Edward	3.4	1,759.50	14,748.30

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Washoe 3 special assessment issues (.8); review CBRE report (1.1); communications with counsel for TNC regarding appeal of Jamul Valley sale order (.2).				
11/01/16	7013882	Review schedules for loan and reconveyance documents, draft letter to counsel for lender on Santa Fe property, and discuss with Receiver and G. Rodriguez (2.1); discuss CBRE report with G. Rodriguez (.2).	Fates, Edward	2.3	1,190.25	15,938.55
11/03/16	7015155	Discuss revisions to letter to Santa Fe lender with Receiver and finalize letter and enclosures (.3); discuss CBRE summary and report and recommendation regarding Xpera recommendations with Receiver and G. Rodriguez (.2).	Fates, Edward	0.5	258.75	16,197.30
11/04/16	7016913	Revise reconveyances for mortgages recorded against the Santa Fe, New Mexico properties.	Lorenzen, Jonathan	0.6	245.70	16,443.00
11/07/16	7017965	Review and advise regarding counter offer for Honey Springs property.	Fates, Edward	0.2	103.50	16,546.50
11/09/16	7020628	Follow up communications with counsel for probate trustee for Schooler Family Trust and Tierra Del Mar regarding liens on Reno Vista/Reno View properties (.2); discuss issues regarding potential sale of Honey Springs property with G. Rodriguez (.2).	Fates, Edward	0.4	207.00	16,753.50
11/11/16	7022920	Follow up communications with counsel for lender on Santa Fe property and advise Receiver	Fates, Edward	0.7	362.25	17,115.75

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding status (.3); communications with G. Rodriguez regarding CBRE report (.2); follow up communications with Nevada counsel regarding Washoe 3 special assessment district penalties (.2).				
11/14/16	7023989	Discuss issues relating to Real Asset Locators, CBRE report, Lansing offers, and liens on Reno Vista property with G. Rodriguez (.6); draft letter to counsel for Trustee for Tierra del Mar regarding liens on Reno Vista property (.7).	Fates, Edward	1.3	672.75	17,788.50
11/15/16	7026290	Discuss status regarding potential sale of Honey Springs property and title issues regarding same with G. Rodriguez.	Fates, Edward	0.2	103.50	17,892.00
11/18/16	7029624	Follow up communications to counsel for lender on Santa Fe property regarding resolution of dispute concerning loan balance (.2); follow up communications to counsel for Trustee of Schooler Family Trust concerning liens on Reno Vista property (.1).	Fates, Edward	0.3	155.25	18,047.25
11/22/16	7031326	Communications with counsel for Trustee for Schooler Family Trust regarding petition to probate court relating to liens on Reno Vista property (.2); discuss issues regarding proposed sale of Honey Springs property with G. Rodriguez (.2); discuss strategy regarding liens on Santa Fe property and potential quiet title action with G. Rodriguez	Fates, Edward	0.8	414.00	18,461.25

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and communications with counsel for lender regarding same (.4).				
11/23/16	7033063	Communications with counsel for Santa Fe lender.	Fates, Edward	0.1	51.75	18,513.00
11/28/16	7035643	Evaluate the approach to approved sale based on the CBRE report and the Receiver's Report/Recommendation and assess the partial implementation of recommendations (.7).	Zaro, David	0.7	491.40	19,004.40
11/28/16	7034008	Communications with counsel for Santa Fe lender.	Fates, Edward	0.2	103.50	19,107.90
11/29/16	7035379	Communications with counsel for trustee of Schooler Family Trust regarding removal of deeds of trust on Reno Vista properties.	Fates, Edward	0.2	103.50	19,211.40
12/01/16	7040080	Revisions to description of sale process for LV Kade property and discuss same with G. Rodriguez.	Fates, Edward	0.3	155.25	19,366.65
12/02/16	7040295	Advise G. Rodriguez on proposed sale/bid procedures for marketing/sale of LV Kade property (.3); follow up communications with counsel for Trustee of Schooler Family Trust (.2).	Fates, Edward	0.5	258.75	19,625.40
12/05/16	7041532	Call with counsel for Santa Fe lender regarding loan balance and attempt to resolve issues regarding same (.3); advise Receiver and G. Rodriguez regarding strategy for same and potential quiet title action (.5); gather information on Santa Fe lender (.3); communications with Nevada counsel	Fates, Edward	2.2	1,138.50	20,763.90

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		regarding Washoe 3 special assessment bond payment issues (.3); advise Receiver regarding same (.2); discuss status of water rights issues for Minden property with local counsel in Nevada (.2); discuss status regarding pending listing agreements with G. Rodriguez (.2); discuss issues regarding Schafer payoff agreement with G. Rodriguez (.2).				
12/06/16	7042937	Work on motion to pursue claims to quiet title/remove liens on Reno Vista/Reno View and Santa Fe properties and discuss same with Receiver (1.2); review order approving brokers for Yuma and Minden properties and advise Receiver regarding same (.2); review order permitting CBRE report to be filed under seal and advise Receiver regarding same (.2); communications with counsel for Santa Fe lender (.1); review petition filed by probate trustee for Schooler Family Trust regarding release of deeds of trust on Reno Vista/Reno View properties and advise Receiver regarding same (.4); communications with counsel for probate trustee (.2); work on letter to Schooler Family heirs regarding removal of lien on Reno Vista property and discuss same with G. Rodriguez (1.6).	Fates, Edward	3.9	2,018.25	22,782.15
12/07/16	7046677	Review the Court's order on the motion to stay sales (.3). Call with counsel to address the next	Zaro, David	0.5	351.00	23,133.15

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		steps/potential approaches to further sales (.2).				
12/07/16	7044095	Research jurisdictional and choice of law issues regarding potential quiet title actions regarding properties in Nevada and New Mexico (1.3); discuss strategy and next steps regarding liens on Reno Vista/Reno View and Santa Fe properties with Receiver (.4); communications with local counsel in Nevada regarding water rights description for listing of Minden property (.2); work on letter to heirs of E. Schooler and R. Schooler regarding deed of trust on Reno Vista property and discuss same with Receiver (.7); communications with counsel for Santa Fe lender and update Receiver regarding same (.2).	Fates, Edward	2.8	1,449.00	24,582.15
12/12/16	7048571	Work on payoff letter and reconveyances for Santa Fe loan.	Fates, Edward	0.4	207.00	24,789.15
12/13/16	7049779	Review form of reconveyance from title for Reno Vista regarding Schooler family deed of trust and discuss same with G. Rodriguez (.4); work on letter to Schooler family heirs regarding same (.3); discuss reconveyances for Santa Fe loan/deed of trust with G. Rodriguez and work on same (.6); work on letter to counsel for Santa Fe lender (.8).	Fates, Edward	2.1	1,086.75	25,875.90
12/13/16	7050020	Review Preliminary Title Report in connection with preparing reconveyances for Sefzik properties.	Lorenzen, Jonathan	0.7	286.65	26,162.55

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
12/14/16	7050261	Work on payoff letter to Santa Fe lender and discuss same with G. Rodriguez (.4); review letter from Washoe County regarding waiver of special assessment penalties and discuss same with Nevada counsel and Receiver (.5); review information regarding offers received on seven GP properties and discuss same with G. Rodriguez (.3).	Fates, Edward	1.2	621.00	26,783.55
12/15/16	7052721	Several emails/call with counsel related to development of property/timing (.4).	Zaro, David	0.4	280.80	27,064.35
12/15/16	7051341	Correspondence with counsel for Santa Fe lender regarding legal issues and efforts to resolve loan balance dispute, review calculation of loan balance from Santa Fe lender, and communications with Receiver and G. Rodriguez regarding same (.9); work on reconveyance documents for payoff letter to Santa Fe lender (.2).	Fates, Edward	1.1	569.25	27,633.60
12/15/16	7051990	Complete review of title information for Sefzik properties and revise reconveyances accordingly.	Lorenzen, Jonathan	2.1	859.95	28,493.55
12/16/16	7052776	Call/emails with counsel for Santa Fe lender regarding payoff amount for loan, legal issues re: same, discuss strategy and calculation issues regarding same with G. Rodriguez, analyze loan documents and legal issues re: late fees, default interest, etc.	Fates, Edward	1.7	879.75	29,373.30

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
12/16/16	7053061	Review information related to Sefzik Promissory Notes.	Lorenzen, Jonathan	0.4	163.80	29,537.10
12/19/16	7053628	Communications with Santa Fe lender re: release of lis pendens, notice of default, and legal fees (.2) communications with J. Schooler re: reconveyance for Reno Vista, advise Receiver and G. Rodriguex re: same (.4) review info on offers received for LV Kade property and advise of break up fee issue (.3)	Fates, Edward	0.9	465.75	30,002.85
12/20/16	7056532	Conference related to the sales strategy in face of the opposition to Jamul property sale (.4).	Zaro, David	0.4	280.80	30,283.65
12/22/16	7057942	Assist in drafting notice to investors of multiple offers received for multiple GP properties	Fates, Edward	0.7	362.25	30,645.90
12/23/16	7059512	Follow-up on Jamul Valley property sale, appeals/prospects for concluding transaction, follow-up review re new appellate filings (.4).	Zaro, David	0.4	280.80	30,926.70

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	2.4	702.00	1,684.80
000820	John Kaup	0.8	256.50	205.20
001665	Edward Fates	49.7	517.50	25,719.75
002115	Jonathan Lorenzen	8.1	409.50	3,316.95
		<hr/> 61.0		<hr/> 30,926.70
Total Fees				30,926.70
Total Disbursements				0.00

02/08/17 08:58:23 PROFORMA STATEMENT FOR MATTER 372640-00006 (Thomas C. Hebrank, as Receiver for Western Financial) (Claims & Distributions)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing: 12-12-2016

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00006 (Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/03/16	6987358	Call from investor Shriver regarding claim and distributions.	Fates, Edward	0.2	103.50	103.50
10/17/16	6999177	Review D. Gilman communications to investors.	Fates, Edward	0.2	103.50	207.00
11/01/16	7013709	Advise Receiver regarding updates and organization of pleadings on receivership web site.	Fates, Edward	0.4	207.00	414.00
11/03/16	7015263	Advise Receiver regarding updates and organization of receivership website.	Fates, Edward	0.3	155.25	569.25
11/04/16	7016793	Discuss status regarding investor claims process with Receiver.	Fates, Edward	0.1	51.75	621.00
11/08/16	7019149	Discuss updates to receivership website with Receiver and website administrator.	Fates, Edward	0.4	207.00	828.00
11/14/16	7023993	Discuss investor claims process and IRA/tax issues with G. Rodriguez.	Fates, Edward	0.2	103.50	931.50
11/23/16	7033061	Advise Receiver and G. Rodriguez regarding inquiry relating J. Schooler claim.	Fates, Edward	0.2	103.50	1,035.00
11/29/16	7035424	Discuss investor request to abandon	Fates, Edward	0.2	103.50	1,138.50

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		GP units and response to same with G. Rodriguez.				
11/30/16	7036689	Assist Receiver with updates to receivership website.	Fates, Edward	0.2	103.50	1,242.00
12/06/16	7042849	Review and analysis of facts and legal issues regarding potential equitable subordination of J. Schooler claim and employee claims and discuss same with Receiver and G. Rodriguez.	Fates, Edward	0.9	465.75	1,707.75
12/07/16	7044227	Respond to inquiries from investors.	Fates, Edward	0.2	103.50	1,811.25
12/13/16	7051787	Review issues related to the distribution process, timing and address impact of Aguirre appeals, call with counsel re same (.3).	Zaro, David	0.3	210.60	2,021.85
12/15/16	7051875	Discuss Aguirre's filings and updates to receivership website with Receiver.	Fates, Edward	0.2	103.50	2,125.35

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David Zaro	0.3	702.00	210.60
001665	Edward Fates	3.7	517.50	1,914.75
		<u>4.0</u>		<u>2,125.35</u>
Total Fees				2,125.35
Total Disbursements				0.00

02/08/17 08:58:23 PROFORMA STATEMENT FOR MATTER 372640-00007 (Thomas C. Hebrank, as Receiver for Western Financial) (Third Party Recoveries)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00007

Matter Name: Third Party Recoveries

Date of Last Billing: 12-12-2016

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00007 (Third Party Recoveries)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/22/16	7031913	Review tenth report from post-judgment receiver over LinMar III property and discuss issues regarding same with Receiver.	Fates, Edward	0.3	155.25	155.25

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	0.3	517.50	155.25
		<u>0.3</u>		<u>155.25</u>
Total Fees				155.25
Total Disbursements				0.00

02/08/17 08:58:23 PROFORMA STATEMENT FOR MATTER 372640-00009 (Thomas C. Hebrank, as Receiver for Western Financial)
(Employment/Fees)

Preliminary Billing Form

Billing Atty: 001665 - Edward Fates

Matter #: 372640-00009

Matter Name: Employment/Fees

Date of Last Billing: 12-12-2016

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
10/03/16	6987356	Revisions to Receiver's sixteenth fee application (.4); send fee applications to SEC's counsel (.1).	Fates, Edward	0.5	258.75	258.75
11/28/16	7033449	Review invoices from Nevada counsel, call to Nevada counsel regarding same, and advise Receiver regarding same.	Fates, Edward	0.6	310.50	569.25
12/05/16	7041536	Communications with local counsel in Nevada regarding preparation of fee application.	Fates, Edward	0.4	207.00	776.25
12/14/16	7050717	Communications with Nevada counsel regarding preparation of fee application.	Fates, Edward	0.2	103.50	879.75

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward Fates	1.7	517.50	879.75
		<u>1.7</u>		<u>879.75</u>
Total Fees				879.75
Total Disbursements				0.00