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6 Attorneys for Receiver
7 THOMAS C. HEBRANK

8 **UNITED STATES DISTRICT COURT**
9 **SOUTHERN DISTRICT OF CALIFORNIA**

10
11 SECURITIES AND EXCHANGE
COMMISSION,

12 Plaintiff,

13 v.

14 LOUIS V. SCHOOLER and FIRST
15 FINANCIAL PLANNING
CORPORATION d/b/a WESTERN
16 FINANCIAL PLANNING
CORPORATION,

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

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

Date: May 10, 2013

Time: 1:30 p.m.

Ctrm: 9D

Judge: Hon. Gonzalo P. Curiel

**NO ORAL ARGUMENT UNLESS
REQUESTED BY THE COURT**

1 Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"),
 2 counsel for Thomas C. Hebrank ("Receiver"), Court-appointed receiver for First
 3 Financial Planning Corporation d/b/a Western Financial Planning Corporation
 4 ("Western"), and its subsidiaries and affiliates, including the general partnerships
 5 ("GPs") set up by Western (collectively, "Receivership Entities"), hereby submits
 6 this second interim application for payment of professional fees and reimbursement
 7 of costs for the time period October 1, 2012, through December 31, 2012 ("Second
 8 Application Period"). Allen Matkins incurred \$45,817.65 in fees and \$2,052.75 in
 9 costs¹ during the three-month period and seeks interim approval and payment of 80%
 10 of the fees incurred, or \$36,654.12, and 100% of the costs incurred.

11 **I. FEE APPLICATION**

12 The Temporary Restraining Order ("TRO") vests the Receiver with authority
 13 to employ professionals to assist in his efforts. TRO, Dkt. No. 10, Part VII.C. and G.
 14 Pursuant to that authority, the Receiver engaged Allen Matkins as his general counsel
 15 for this matter. During the Second Application Period, Allen Matkins provided a
 16 total of 105.9 hours of service for a total of \$45,817.65 in fees. Allen Matkins
 17 requests payment on an interim basis of 80% of this amount.²

18 The firm has recorded its services in the following categories, as discussed in
 19 further detail below and as set forth task-by-task in Exhibit A:

20	General Receivership	\$11,959.65
21	Asset Investigation	\$3,504.60
22	Reporting	\$14,868.90
23	Operations and Asset Sales	\$7,909.65
24	Claims and Distributions	\$1,548.45
25	Pending Litigation	\$6,026.40
26	Total Fees	\$45,817.65

26 ¹ Pursuant to the Court's Order Granting in Part First Interim Fee Applications, Dkt.
 27 No. 169, Allen Matkins has reduced its request for reimbursement of copy costs to
 28 five cents per page and written off all remaining copy charges incurred.

² Payment of amounts held back from interim fee applications will be sought at the
 conclusion of the receivership in connection with applications of the Receiver and
 his professionals for final approval of all fees and costs.

II. TASKS PERFORMED DURING SECOND APPLICATION PERIOD

During the Second Application Period, Allen Matkins worked diligently to assist the Receiver with legal issues affecting the receivership. As reflected in the bills attached as Exhibit A, the legal work performed by Allen Matkins' attorneys and staff during the Second Application Period did not overlap with or duplicate the Receiver's work. The following is a discussion of Allen Matkins' work during the Second Application Period, broken down by the categories listed above.³

A. General Receivership

This category includes Allen Matkins' time advising the Receiver regarding the Court's order extending the TRO and the Court's October 5, 2012 memorandum decision granting a Preliminary Injunction and the potential monitoring of assets discussed therein. Allen Matkins represented the Receiver in discussions with counsel for the Commission and counsel for Mr. Schooler regarding the terms of the potential monitoring of assets.⁴ Also included in this category is Allen Matkins' time advising the Receiver regarding two different stipulations between Mr. Schooler and the Commission to modify the asset freeze and Mr. Schooler's application for a ruling on the Receiver's Proposal and the Commission's response thereto. In addition, Allen Matkins advised the Receiver and communicated with counsel for the Commission regarding a letter received from a secured creditor of a LinMar entity regarding a potential foreclosure and appointment of a receiver for real property in Tacoma, Washington.

After the Court issued its November 30 Order on the Receiver's Proposal, Allen Matkins advised the Receiver and had discussions with counsel for the

³ While every effort is made to be consistent and accurate in the allocation of activities to the various categories, certain activities may lend themselves to more than one category, or may simply be difficult to categorize. Nevertheless, Exhibit A reflects the actual time spent on any given activity and contains an accurate description of the services provided.

⁴ Allen Matkins' work in preparing the Receiver's Second Report and Proposal is included in the Reporting category below.

1 Commission regarding the terms of its proposed Preliminary Injunction Order. Allen
2 Matkins also reviewed Mr. Schooler's objections to the Commission's proposed
3 Preliminary Injunction Order and advised the Receiver regarding same. The amount
4 of reasonable and necessary fees for this category of work during the Second
5 Application Period totals \$11,959.65.

6 **B. Asset Investigation**

7 This category includes time assisting the Receiver in investigating assets and
8 potential assets of the Receivership Entities. Allen Matkins reviewed GP partnership
9 agreements, promissory notes signed by investors, security agreements and other
10 documents related to the formation, structure, legal rights and obligations of the
11 Receivership Entities. The firm also reviewed LinMar entity documents to
12 determine the relationship between the LinMar entities and the Receivership Entities.
13 The Receiver conferred with Allen Matkins on the potential assets and claims
14 reflected on Western's financial statements, including automobiles and notes
15 receivable from LinMar entities. Allen Matkins participated on a conference call
16 with counsel for Mr. Schooler to discuss these assets and request information and
17 sent several follow up communications regarding the requested information. In
18 addition, and in light of the Court's Order on Proposal, Allen Matkins discussed the
19 authorized evaluation of assets and forensic accounting with the Receiver. The
20 reasonable and necessary fees for this work total \$3,504.60.

21 **C. Reporting**

22 The Court's October 5, 2012 memorandum decision directed the Receiver to
23 meet and confer with the parties and submit a proposal regarding transitioning to a
24 monitor role with respect to the assets of Western and Mr. Schooler. This category
25 includes Allen Matkins' time representing the Receiver in numerous conferences
26 with counsel for Mr. Schooler and counsel for the Commission regarding the Court's
27 memorandum decision and the proposal. Allen Matkins assisted the Receiver in
28 drafting and revising his Second Report and Proposal, which was filed on

1 October 18, 2012. Considerable time and analysis went into the Proposal, which
2 recommended that Western remain in the receivership despite the Court's tentative
3 conclusion that it should only be monitored.

4 The Court's Order on Proposal, entered on November 30, 2012, accepted the
5 Receiver's recommendation that Western remain in the receivership and also
6 accepted the Receiver's recommendations regarding the evaluation of receivership
7 assets, forensic accounting, reporting, and claims and distributions. Allen Matkins'
8 reasonable and necessary fees for this work total \$14,868.90.

9 **D. Operations and Asset Sales**

10 Western's ability to make mortgage payments it owes on GP properties and
11 meet its other basic operating expenses has been a constant concern from the
12 inception of the receivership. On several occasions, Western has been on the brink
13 of defaulting on mortgage payments. In early October, Allen Matkins assisted the
14 Receiver in drafting a stipulation and joint motion for approval regarding the
15 emergency sale of certain Western assets to address Western's cash crisis. The
16 emergency sales were then put on hold as Mr. Schooler and the Commission
17 stipulated to modify the asset freeze to allow Mr. Schooler to transfer \$80,000 from
18 his personal accounts to Western to be used by the Receiver for Western's expenses.
19 This stipulation was approved by the Court on October 18, 2012. The parties later
20 stipulated to a second modification of the asset freeze to allow Mr. Schooler to
21 transfer \$90,000 from his personal accounts to Western. Allen Matkins advised the
22 Receiver regarding the potential emergency sales and the stipulations modifying the
23 asset freeze, and conferred with the parties' respective counsel on these issues. Allen
24 Matkins also advised the Receiver on issues arising from Western's cash shortage,
25 including demands from utility companies and investor note payments.

26 After entry of the Order on Proposal, Allen Matkins participated in
27 conferences with Mr. Schooler's counsel and the Commission's counsel regarding
28 Western's office space (which is leased from an entity owned by Mr. Schooler),

1 Western's employees and payroll, and whether Mr. Schooler intended to continue
2 funding Western. The reasonable and necessary fees for this work total \$7,909.65.

3 **E. Claims and Distributions**

4 This category includes time assisting the Receiver in responding to investor
5 inquiries regarding the receivership, claims, distributions and related issues. Allen
6 Matkins also advised the Receiver on a state tax claim and lien issue. The amount of
7 reasonable and necessary fees for this work totals \$1,548.45.

8 **F. Pending Litigation**

9 There are several pending lawsuits and FINRA arbitrations in which one or
10 more of the Receivership Entities are parties. Initially, the Receiver, with the
11 assistance of counsel, advised the applicable courts and parties of the TRO, including
12 the provision therein restraining and enjoining litigation against the Receivership
13 Entities.

14 Two of the lawsuits, which involve Western, but not the GPs, relate primarily
15 to the actions and insurance policies of WFP Securities Corporation ("WFP"). The
16 Receiver's understanding is that WFP was a registered broker-dealer, but is no longer
17 registered as such and no longer conducts any business. The entity appears to be
18 owned by Mr. Schooler and his brother, John Schooler. One of the lawsuits is on
19 appeal and the other is pending before this Court. In response to the Receiver's
20 Notice of the TRO, the Ninth Circuit Court of Appeals directed the Receiver to
21 provide a status report on this case in 90 days. During the Second Application
22 Period, Allen Matkins prepared and filed the requested status report. The firm also
23 reviewed and advised the Receiver regarding papers filed with the Court and orders
24 issued by Magistrate Judge Karen Crawford in the case pending before this Court.

25 A separate pending lawsuit involves four of the GPs and the real estate they
26 own. This lawsuit, which is pending in state court in Storey County, Nevada,
27 involves the condemnation of a portion of the GP property by Sierra Pacific Power
28 Company, a public utility company ("Sierra Pacific"). Although Sierra Pacific

1 successfully condemned the relevant portion of the property and paid approximately
2 \$4.4 million to the applicable GPs as compensation, an appeal is pending and Sierra
3 Pacific has now sought to abandon the condemned property and obtain return of the
4 funds.

5 The law firm representing the Receivership Entities in the case was Cotton,
6 Driggs, Walch, Holley, Woloson & Thompson located in Las Vegas ("Cotton
7 Driggs"). Allen Matkins assisted the Receiver in interviewing Cotton Driggs about
8 the case and strategies for resolving it. Pursuant to the authority granted to him in
9 the TRO (Part VII.C. and G.), the Receiver offered to engage Cotton Driggs to
10 continue to represent the Receivership Entities in the litigation provided it waived all
11 rights to outstanding pre-receivership fees and costs. Cotton Driggs agreed to do so.
12 Allen Matkins assisted the Receiver in reviewing and revising the engagement letter
13 with Cotton Driggs. Allen Matkins has also advised the Receiver regarding
14 strategies for resolving the case and has participated in preliminary settlement
15 discussions with Sierra Pacific's counsel.

16 Finally, Allen Matkins assisted the Receiver in reviewing a lawsuit against
17 WFP and Western filed in San Diego Superior Court, ensuring that the action is
18 stayed as to Western pursuant to the TRO, and communicating with plaintiffs'
19 counsel. The reasonable and necessary fees for this work total \$6,026.40.

20 **G. Summary of Costs Requested**

21 Allen Matkins requests that the Court approve reimbursement of \$2,052.75 in
22 out-of-pocket costs incurred in executing the foregoing tasks, as itemized in
23 Exhibit A. The majority of the costs requested (\$1,516.05) is for postage incurred in
24 mailing the initial notice of receivership to investors per the Court's authorization.
25 Dkt. No. 44, p. 22, fn. 11. Allen Matkins seeks reimbursement of only \$.05 per page
26 for copies.

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III. ALLEN MATKINS' FEES ARE REASONABLE
AND SHOULD BE APPROVED

In its Order Granting in Part First Interim Fee Applications, the Court analyzed the case law regarding approval of interim fee applications in regulatory receiverships and determined that the following factors should be considered: (1) the complexity of the receiver's tasks; (2) the fair value of the time, labor, and skill measured by conservative business standards; (3) the quality of work performed, including the results obtained and the benefit to the receivership estate; (4) the burden the receivership estate may safely be able to bear; and (5) the Commission's opposition or acquiescence.

H. Complexity of Tasks

Here, the tasks performed by Allen Matkins are significantly complex. These tasks include (a) analyzing corporate documents, loan agreements and other contracts, (b) advising the Receiver regarding federal equity receivership, debtor/creditor, real property, contract, employment, insurance, tax, civil procedure, appellate procedure, and other applicable areas of law, and (c) helping craft a detailed proposal on the structure of the receivership and potential monitoring of assets.

I. Fair Value of Time, Labor & Skill

In its Order Granting in Part First Interim Fee Applications, the Court found that the hourly rates of the Receiver and Allen Matkins "represent the fair value of the time, labor, and skill required." The Court, however, encouraged the Receiver and his professionals to submit evidence of comparable rates in future fee applications.

The following table reflects hourly rates charged by counsel for receivers in regulatory receivership matters in Southern California, including the docket numbers of their fee applications and court orders approving them:

Case	Court and Case No.	Receiver's Counsel	Hourly Rates	Docket Nos.
SEC v. Lambert Van Tuig, et al.	USDC-CD Case No. 06-cv-00172	Sheppard Mullin Richter & Hampton LLP	\$290 - \$520	765/774
SEC v. Learn Waterhouse, Inc., et al.	USDC-SD Case No. 04-cv-02037	Ervin Cohen & Jessup LLP	\$235 - \$525	629/640
SEC v. Homestead Properties L.P., et al.	USDC-CD Case No. 09-cv-01331	McKenna Long & Aldridge LLP	\$306 - \$495	242/247

Accordingly, Allen Matkins' hourly rates for representing the Receiver (\$211.50 to \$585 per hour, with the majority of work at \$418.50 per hour) are comparable to those charged by attorneys representing receivers in other regulatory receivership matters. In addition, Allen Matkins wrote off and did not charge for 10.1 hours of time (\$3,523.05) during the Second Application Period.

J. Quality of Work Performed

Allen Matkins diligently and competently assisted the Receiver in all aspects of the receivership, including preserving and protecting the assets of the Receivership Entities, analyzing the Receivership Entities' assets and liabilities, addressing Western's constant cash shortage, reducing Western's operating expenses, addressing pending litigation, assisting the Court with recommendations regarding the scope and structure of the receivership, and keeping the Court and the parties apprised of the Receiver's activities. These services have allowed the Receiver to preserve and protect the value of the Receivership Entities' assets for the benefit of investors and creditors.

K. Receivership Estate's Ability to Bear Burden of Fees

In the Order Granting in Part First Interim Fee Applications, the Court found that the GPs have some ability to bear the burden of the initial fee requests. This is still the case. The GPs continue to pay all necessary expenses, including property taxes and insurance, on a current basis. The aggregate balance in GP accounts was

1 approximately \$6.44 million as of September 5, 2012, and was approximately
2 \$6.34 million as of December 31, 2012. Receiver's Third Interim Report, Dkt.
3 No. 80, Ex. A. Accordingly, although expenses must be paid from GP accounts, the
4 requested fees and costs can safely be paid by reducing Western's equity interests in
5 the GPs, as necessary, without putting the GPs in any danger of being unable to pay
6 their expenses.

7 **L. Commission's Opposition of Acquiescence**

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

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

15 **IV. SOURCE OF PAYMENT**

16 In its Order Granting in Part First Interim Fee Applications, the Court
17 approved the Receiver's recommendation that the fees and costs of the receivership
18 be paid first from Western's cash and then by reducing Western's equity interests in
19 the GPs to cash. In other words, to the extent Western's cash is insufficient or must
20 be reserved to make payments on loans secured by GP properties, the Court
21 authorized the Receiver to reduce Western's equity interests in the GPs to cover the
22 fees.

23 Western's financial condition has not changed significantly over the last few
24 months. It continues to be extremely short on cash. The Receiver believes that the
25 source of payment described above remains the most equitable way to address the
26 fees and costs of the receivership at this time and therefore proposes that the same
27 source of payment be approved for the second interim fee applications of the
28 Receiver and Allen Matkins.

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V. CONCLUSION

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

1. Approving payment of fees to Allen Matkins on an interim basis of \$36,654.12;

2. Approving reimbursement of expenses to Allen Matkins on an interim basis of \$2,052.75;

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

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

Dated: March 19, 2013

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

By: /s/ Ted Fates

TED FATES
Attorneys for Receiver
THOMAS C. HEBRANK

EXHIBIT A

EXHIBIT A

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00002

Matter Name: General Receivership

Date of Last Billing:

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
10/01/12	5656065	Review stipulation and order extending Schooler deadline to respond to complaint, advise Receiver regarding same (.2); review order extending TRO to October 5, advise Receiver regarding same (.2).	Fates, Edward G.	0.4	167.40	460.35
10/05/12	5661189	Review motion to dismiss SEC's complaint filed by Schooler; review Preliminary Injunction Order and discuss same with Receiver; arrange call with SEC's counsel.	Fates, Edward G.	2.1	878.85	1,339.20
10/07/12	5661433	Analyze preliminary injunction order and draft checklist of issues affecting receivership and possible relief needed from court.	Fates, Edward G.	0.7	292.95	1,632.15
10/08/12	5661793	Discuss strategy regarding preliminary injunction, receivership issues, monitoring and related issues with Receiver and D. Zaro; communications with Schooler's counsel; brief research regarding monitor duties, powers, etc.	Fates, Edward G.	2.2	920.70	2,552.85
10/09/12	5663044	Call with SEC's counsel regarding preliminary injunction, monitor role	Fates, Edward G.	0.9	376.65	2,929.50

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		and related issues; communications with counsel for Schooler regarding same.				
10/10/12	5664717	Communications with Receiver and SEC's counsel regarding receivership issues (.3); communications with Schooler's counsel regarding meet and confer (.3); communications with Schooler's counsel, SEC's counsel, Receiver and chambers regarding Schooler's request to modify sequence of events required under preliminary injunction order and review and revise proposed order modifying sequence (2.6); draft notice of receivership to investors (.5).	Fates, Edward G.	3.7	1,548.45	4,477.95
10/11/12	5666363	Meetings and communications with Receiver and Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors; call and emails with SEC's counsel regarding same.	Fates, Edward G.	4.9	2,050.65	6,528.60
10/12/12	5667764	Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.	Fates, Edward G.	0.8	334.80	6,863.40
10/17/12	5673296	Review/finalize documents and follow-up with counsel as to meet/confer with Receiver re form of order with proposed terms (.4).	Zaro, David R.	0.4	234.00	7,097.40
10/17/12	5670803	Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel.	Fates, Edward G.	0.6	251.10	7,348.50
10/18/12	5673344	Review of proposed language for monitor order (.1). Address	Zaro, David R.	0.4	234.00	7,582.50

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		monitorship form of order, provisions as to authority over Western and Schooler personal assets, advice to counsel re same (.3).				
10/19/12	5672981	Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.	Fates, Edward G.	0.4	167.40	7,749.90
10/22/12	5677409	Review of the issues as to monitor order/proposal and opposition briefs filed by the defendant parties, assess impact of Western being held as a separate entity (.4).	Zaro, David R.	0.4	234.00	7,983.90
10/22/12	5674746	Review order transferring case to Judge Curiel; discuss same with Receiver.	Fates, Edward G.	0.2	83.70	8,067.60
10/23/12	5675511	Attention to issues regarding recording order in property records for general partnership properties.	Fates, Edward G.	0.5	209.25	8,276.85
10/31/12	5683542	Attention to issues with recording order in county property records.	Fates, Edward G.	0.2	83.70	8,360.55
11/02/12	5689057	Discuss letter sent from Schooler to investors with Receiver.	Fates, Edward G.	0.2	83.70	8,444.25
11/07/12	5692720	Review Schooler's application for ruling on proposal; discuss same with Receiver and SEC's counsel.	Fates, Edward G.	0.8	334.80	8,779.05
11/08/12	5693945	Review SEC's response to application for ruling; discuss same with Receiver.	Fates, Edward G.	0.3	125.55	8,904.60
11/09/12	5696514	Communications with counsel for LinMar lender regarding foreclosure and possible appointment of receiver over LinMar property; advise	Fates, Edward G.	0.6	251.10	9,155.70

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver regarding same.				
11/12/12	5696760	Review SEC's opposition to Schooler's motion to dismiss case (.4); review LinMar lender motion for receiver over LinMar property (.4); review general partner request to remove receiver from GP (.3); review Schooler's letter to investors and discuss same with Receiver (.2).	Fates, Edward G.	1.3	544.05	9,699.75
11/13/12	5698552	Communications with Receiver and SEC's counsel regarding LinMar-related issues and letters from general partner Coopersmith; communications with LinMar lender counsel regarding same.	Fates, Edward G.	1.0	418.50	10,118.25
11/16/12	5702198	Review communications and documents from LinMar lender regarding foreclosure and timeline.	Fates, Edward G.	0.2	83.70	10,201.95
11/28/12	5711101	Communications with SEC's counsel regarding Western employee issue; arrange conference call regarding same (.2); review letter from investor to court regarding receivership (.3).	Fates, Edward G.	0.5	209.25	10,411.20
11/29/12	5711906	Calls with Receiver and SEC's counsel regarding investor communications with Western's employees and related issues.	Fates, Edward G.	0.8	334.80	10,746.00
12/04/12	5718775	Review proposed preliminary injunction order sent by SEC's counsel; discuss same and bank accounts to be frozen with Receiver and SEC's counsel.	Fates, Edward G.	0.9	376.65	11,122.65
12/06/12	5720963	Discuss terms of proposed preliminary injunction order with	Fates, Edward G.	0.4	167.40	11,290.05

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver and SEC's counsel.				
12/07/12	5722214	Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel.	Fates, Edward G.	1.3	544.05	11,834.10
12/19/12	5733274	Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel and Receiver.	Fates, Edward G.	0.2	83.70	11,917.80
12/27/12	5738800	Review Schooler's objection and proposed changes to Preliminary Injunction Order; discuss same with Receiver; communications with SEC's counsel regarding deadline to file responses; advise Receiver regarding status.	Fates, Edward G.	0.8	334.80	12,252.60

Disbursements for Matter 372640-00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt
10/04/12	1882111	Text Editing	0.30	9.00
10/04/12	1882157	Text Editing	0.30	9.00
10/05/12	1883788	Duplication	106.00	5.30
10/05/12	1887050	Document Search Pacer Service 07/01/12 - 09/30/12^LA AM0021-Q320	1.00	155.20
10/08/12	1883789	Duplication-colored Copies	1.00	0.25
10/12/12	1884997	Duplication	3,370.00	168.50
10/12/12	1888662	Postage ^DTILog1012	1.00	1,516.05
10/18/12	1891033	CalExpress - - Filing Fees UNITED STATES DISTRICT COURT ^ 104111	1.00	30.00
10/19/12	1888339	Duplication	24.00	1.20

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00002 (General Receivership) 372640-00002

Trans Date	Index	Type	Quantity	Amt
10/22/12	1888340	Duplication	4.00	0.20
10/24/12	1888341	Duplication	48.00	2.40
10/25/12	1887467	Text Editing	2.30	69.00
10/25/12	1888342	Duplication	16.00	0.80
11/12/12	1895509	Duplication	172.00	8.60
11/19/12	1898649	Duplication	38.00	1.90
12/12/12	1903407	Duplication	60.00	3.00
12/12/12	1906699	Federal Express - - Invoice No: 212104038 Ship To: Clerk of the Court	1.00	15.35
12/12/12	1907315	Nationwide - - Filing Fees 9CC US COURT OF APPEALS-SAN FRAN ^ 120581	1.00	57.00

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	1.2	585.00	702.00
001665	Edward G. Fates	26.9	418.50	11,257.65
		<u>28.1</u>		<u>11,959.65</u>
Total Fees				11,959.65
Total Disbursements				2,052.75

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00003 (Asset Investigation) 372640-00003

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00003

Matter Name: Asset Investigation

Date of Last Billing:

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00003 (Asset Investigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/03/12	5661301	Address issues legal approach to cash flow hearing and address the issues related to accounting/scope/report (.4). Follow-up on accounting to the WFP securities as to entity and advice re same (.3).	Zaro, David R.	0.7	409.50	409.50
10/03/12	5657690	Discuss potential assets and claims reflected on Western's financial statements with Receiver.	Fates, Edward G.	0.3	125.55	535.05
10/10/12	5665347	Call with Receiver and G. Rodriguez to discuss GP properties, mortgages and operations at Western.	Fates, Edward G.	0.6	251.10	786.15
10/23/12	5675521	Preliminary review of LinMar documents provided by Schooler's counsel to determine relationship of entities.	Fates, Edward G.	0.4	167.40	953.55
10/24/12	5676509	Discuss timing and strategy regarding land appraisals with Receiver.	Fates, Edward G.	0.2	83.70	1,037.25
11/30/12	5717370	Review/evaluate the Schooler/investor asset order from District Court and email, advice, address legal issues as to next steps	Zaro, David R.	0.4	234.00	1,271.25

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00003 (Asset Investigation) 372640-00003

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		(.4).				
12/03/12	5717579	Discuss asset evaluation and forensic accounting work with Receiver.	Fates, Edward G.	0.2	83.70	1,354.95
12/04/12	5718190	Review Western's balance sheet and discuss claims and assets potentially recoverable by Receiver.	Fates, Edward G.	0.7	292.95	1,647.90
12/06/12	5723872	Address the issues related to the Western interest/equity, assess strategy re receivership/investigation and accounting, advice re same (.4). Advice as to next steps, accounting and investigation (.2).	Zaro, David R.	0.6	351.00	1,998.90
12/10/12	5726528	Review/evaluate the order on preliminary injunction to address approach to audit/investigation (.4). Review issues related to investigation as to asset values and approach to finances (.3).	Zaro, David R.	0.7	409.50	2,408.40
12/12/12	5726015	Review general partnership formation documents, purchase agreements, investor promissory notes, security agreements and other documents relating to structure of general partnership transactions (1.2); discuss property appraisals with Receiver (.2).	Fates, Edward G.	1.4	585.90	2,994.30
12/13/12	5727364	Discuss investigation of LinMar notes receivable with Receiver.	Fates, Edward G.	0.2	83.70	3,078.00
12/17/12	5732347	Address employee/valuation issues and follow-up advice to counsel as to approach to appraisal process (.3).	Zaro, David R.	0.3	175.50	3,253.50
12/17/12	5730154	Discuss issues regarding appraisals and operational issues with SEC's	Fates, Edward G.	0.2	83.70	3,337.20

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00003 (Asset Investigation) 372640-00003

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		counsel.				
12/20/12	5735030	Discuss evaluation of properties; automobiles and SBB loan with Receiver.	Fates, Edward G.	0.4	167.40	3,504.60

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	2.7	585.00	1,579.50
001665	Edward G. Fates	4.6	418.50	1,925.10
		<hr/> 7.3		<hr/> 3,504.60
Total Fees				3,504.60
Total Disbursements				0.00

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00004

Matter Name: Reporting

Date of Last Billing:

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00004 (Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/05/12	5664736	Review/evaluate issues as to reporting/accounting for the GPS/legal issues as to approach and assess the tax issues/upfront assessment as to QSF (.4).	Zaro, David R.	0.4	234.00	234.00
10/08/12	5664877	Review/evaluate the preliminary injunction order, address rate of Receiver/Monitor going forward (.6). Address alternative terms for monitor and development terms for proposed Monitor order (.4). Advice re loan issues, mortgage payment, approach to defaults (.4). Call with client, legal monitor order, assess the same (.4).	Zaro, David R.	1.8	1,053.00	1,287.00
10/09/12	5666213	Review issues as to monitor/legal approach to Western Entity and mortgages, third party claims and legal advice re same (.6).	Zaro, David R.	0.6	351.00	1,638.00
10/11/12	5668647	Review issues related to monitorship/investigation and outline of recommendations related to same (.4). Advice to counsel as to legal issues as to strategy re to report, order and mortgage issues (.2).	Zaro, David R.	0.6	351.00	1,989.00

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/14/12	5667767	Work on Receiver's report and proposal regarding receivership/monitor role; communications with Receiver regarding same.	Fates, Edward G.	3.5	1,464.75	3,453.75
10/15/12	5671730	Review report/monitorship issues and legal advice as to approach to proposed order/Western's role (.3).	Zaro, David R.	0.3	175.50	3,629.25
10/15/12	5668962	Discuss facts bearing on Receiver's report and proposal with Receiver and G. Rodriguez; draft and revise report and proposal; review proposed monitor order received from Schooler's counsel; discuss report and proposal with D. Zaro.	Fates, Edward G.	8.7	3,640.95	7,270.20
10/16/12	5672013	Review draft of the Receiver's report, monitorship proposal and assess legal issues as to Western/loan default issues (.4). Revise draft report and legal advice to counsel (.8).	Zaro, David R.	1.2	702.00	7,972.20
10/16/12	5669789	Work on Receiver's report and proposal; discuss same with Receiver; communications with SEC's counsel regarding same; draft proposed order on report and proposal.	Fates, Edward G.	5.7	2,385.45	10,357.65
10/17/12	5670615	Communications with SEC's counsel and Schooler's counsel regarding second report and proposal; continue work on same; communications with Court regarding means of submitting report and proposal.	Fates, Edward G.	4.2	1,757.70	12,115.35
10/18/12	5672370	Continue work on second report and proposal; communications with	Fates, Edward G.	4.7	1,966.95	14,082.30

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00004 (Reporting) 372640-00004

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver and SEC's counsel regarding same; review SEC's brief in support.				
10/22/12	5674869	Discuss posting of report and responses thereto on website with Receiver.	Fates, Edward G.	0.2	83.70	14,166.00
11/13/12	5700014	Assess issues related to the PI and address the next steps pending the court's ruling and follow-up thereon (.2).	Zaro, David R.	0.2	117.00	14,283.00
11/30/12	5714640	Review order on Receiver's report and proposal; discuss same with Receiver.	Fates, Edward G.	0.5	209.25	14,492.25
12/03/12	5717580	Discuss order regarding report and proposal with Receiver; call with SEC's counsel regarding same; communications with Schooler's counsel regarding meeting.	Fates, Edward G.	0.9	376.65	14,868.90

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
000313	David R. Zaro	5.1	585.00	2,983.50
001665	Edward G. Fates	28.4	418.50	11,885.40
		<u>33.5</u>		<u>14,868.90</u>
Total Fees				14,868.90
Total Disbursements				0.00

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00005

Matter Name: Operations & Asset Sales

Date of Last Billing:

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
10/01/12	5656021	Discuss cash flow and operational expense issues with Receiver; draft stipulation, joint ex parte application, Receiver's declaration and proposed order; communications with SEC and Schooler's counsel regarding same.	Fates, Edward G.	3.2	1,339.20	1,339.20
10/02/12	5656538	Discuss operating expense issues with Receiver; calls with Schooler's counsel and SEC's counsel regarding same.	Fates, Edward G.	1.2	502.20	1,841.40
10/03/12	5657983	Discuss Western's operating expenses and related issues and strategy with D. Zaro.	Fates, Edward G.	0.4	167.40	2,008.80
10/16/12	5669791	Discuss utility bill issues with Receiver.	Fates, Edward G.	0.3	125.55	2,134.35
10/19/12	5673009	Discuss cash from Schooler to fund operating expenses and related operational issues with Receiver and G. Rodriguez.	Fates, Edward G.	1.3	544.05	2,678.40
10/23/12	5675466	Discuss order on stipulation, expenses and other operational issues with Receiver.	Fates, Edward G.	0.4	167.40	2,845.80

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/30/12	5683084	Discuss status of noteholder loan payments with Receiver.	Fates, Edward G.	0.2	83.70	2,929.50
11/02/12	5688561	Discuss pre-receivership legal and accountant bills with Receiver.	Fates, Edward G.	0.2	83.70	3,013.20
11/09/12	5696223	Meet with Receiver and G. Rodriguez to discuss strategy for maximizing value from properties, analyzing claims, distributing assets, and related issues.	Fates, Edward G.	1.1	460.35	3,473.55
11/14/12	5699989	Discuss cash flow, note payments and related operational issues with Receiver.	Fates, Edward G.	0.6	251.10	3,724.65
11/19/12	5703667	Discuss status of Western funding issues with Receiver.	Fates, Edward G.	0.2	83.70	3,808.35
11/26/12	5708528	Discuss Western cash/expenses issues with Receiver; call to Schooler's counsel regarding same.	Fates, Edward G.	0.4	167.40	3,975.75
11/27/12	5709550	Call with Schooler's counsel regarding stipulation to unfreeze Schooler's cash for payment of Western operating expenses; advise Receiver regarding same.	Fates, Edward G.	0.4	167.40	4,143.15
11/28/12	5710577	Review proposed stipulation regarding unfreezing of Schooler's personal assets; draft suggested edits; discuss same with Receiver and SEC's counsel.	Fates, Edward G.	0.9	376.65	4,519.80
11/29/12	5712992	Review filed version of stipulation regarding unfreezing of Schooler's personal assets; discuss same with Receiver.	Fates, Edward G.	0.3	125.55	4,645.35
12/04/12	5717945	Communications with Schooler's	Fates, Edward G.	0.8	334.80	4,980.15

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		counsel regarding meeting and funding issue; discuss same, employee issues and account unfreezing issues with Receiver.				
12/05/12	5719354	Communications with Schooler's counsel and Receiver regarding timing and agenda for call; conference call with Receiver and Schooler's counsel.	Fates, Edward G.	0.7	292.95	5,273.10
12/06/12	5720533	Discuss status of operational issues and asset recovery efforts with Receiver and SEC's counsel; discuss employee issues with Receiver.	Fates, Edward G.	0.7	292.95	5,566.05
12/07/12	5722878	Meeting with Receiver to review general partnership documents and discuss legal issues affecting investor notes and note payments.	Fates, Edward G.	1.4	585.90	6,151.95
12/11/12	5725121	Discuss termination of GP contractors with Receiver (.2); discuss IRA valuation issues with Receiver (.2).	Fates, Edward G.	0.4	167.40	6,319.35
12/12/12	5726955	Discuss status of operational issues with Receiver; attempts to reach Schooler's counsel regarding same.	Fates, Edward G.	0.3	125.55	6,444.90
12/13/12	5728568	Attempts to reach Schooler counsel regarding Western operational issues.	Fates, Edward G.	0.1	41.85	6,486.75
12/14/12	5728901	Discuss lack of response from Schooler counsel and written communication to same re: operational issues with Receiver	Fates, Edward G.	0.4	167.40	6,654.15
12/17/12	5730101	Discuss potential issues re building access with Receiver	Fates, Edward G.	0.1	41.85	6,696.00
12/18/12	5731936	Discuss employee and document	Fates, Edward G.	0.2	83.70	6,779.70

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00005 (Operations & Asset Sales) 372640-00005

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		storage issues with Receiver.				
12/19/12	5733212	Discuss employment of tax accountants to prepare GP tax returns and K1s with Receiver; call with Schooler's counsel regarding funding/lease/operational issues; discuss same and employee issues with Receiver; arrange call with SEC's counsel; review cash flow projection.	Fates, Edward G.	1.8	753.30	7,533.00
12/20/12	5735028	Discuss plan regarding office lease, employees, tax returns and related issues with Receiver and G. Rodriguez; call with SEC counsel regarding same.	Fates, Edward G.	0.9	376.65	7,909.65

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	18.9	418.50	7,909.65
		<u>18.9</u>		<u>7,909.65</u>
Total Fees				7,909.65
Total Disbursements				0.00

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00006

Matter Name: Claims & Distributions

Date of Last Billing:

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
10/03/12	5657975	Discuss state tax claims and lien issues with Receiver; review tax claim documents.	Fates, Edward G.	0.6	251.10	251.10
10/04/12	5659532	Discuss investor calls and inquiries with Receiver.	Fates, Edward G.	0.2	83.70	334.80
10/05/12	5660152	Discuss investor account debit issue with Receiver.	Fates, Edward G.	0.1	41.85	376.65
10/19/12	5673360	Respond to detailed investor inquiry.	Fates, Edward G.	0.4	167.40	544.05
10/22/12	5674728	Review and forward communication from investor to Receiver.	Fates, Edward G.	0.1	41.85	585.90
10/24/12	5676968	Attention to investor address issues; discuss same with Receiver; discuss investor inquiries with Receiver.	Fates, Edward G.	0.8	334.80	920.70
10/25/12	5678790	Attention to investor address issues.	Fates, Edward G.	0.2	83.70	1,004.40
10/31/12	5684819	Respond to inquiry from counsel for investor.	Fates, Edward G.	0.2	83.70	1,088.10
11/01/12	5688048	Respond to inquiries from counsel for investor (.3); attention to investor address issues (.2).	Fates, Edward G.	0.5	209.25	1,297.35
11/06/12	5692095	Discuss investor address issues with	Fates, Edward G.	0.1	41.85	1,339.20

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00006 (Claims & Distributions) 372640-00006

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
		Receiver.				
11/12/12	5697867	Respond to investor inquiry regarding tolling of statute of limitations.	Fates, Edward G.	0.1	41.85	1,381.05
11/20/12	5705425	Respond to message from investor Franzese.	Fates, Edward G.	0.2	83.70	1,464.75
12/04/12	5717900	Respond to inquiry from investor Goldman.	Fates, Edward G.	0.2	83.70	1,548.45

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	3.7	418.50	1,548.45
		<u>3.7</u>		<u>1,548.45</u>
Total Fees				1,548.45
Total Disbursements				0.00

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Preliminary Billing Form

Billing Atty: 001665 - Fates

Matter #: 372640-00008

Matter Name: Pending Litigation

Date of Last Billing:

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

Proforma Number

Client/Matter Joint Group # 372640-1

Fees for Matter 372640-00008 (Pending Litigation)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/02/12	5657106	Review letter and complaint against Western and WFP Securities filed by Bell plaintiffs; discuss same with Receiver.	Fates, Edward G.	0.8	334.80	334.80
10/03/12	5657428	Draft response to letter from counsel for Bell plaintiffs in action against Western and WFP.	Fates, Edward G.	0.5	209.25	544.05
10/04/12	5659505	Communications with counsel for Bell plaintiffs.	Fates, Edward G.	0.1	41.85	585.90
10/05/12	5661352	Advise counsel for plaintiffs in Bell action regarding preliminary injunction and status of stay of litigation.	Fates, Edward G.	0.2	83.70	669.60
10/08/12	5662673	Review letter to court filed by counsel for Endurance in Southern District case; review docket; advise Receiver regarding status.	Fates, Edward G.	0.5	209.25	878.85
10/10/12	5665461	Communications with counsel for Endurance regarding telephonic conference with court on 10/12.	Fates, Edward G.	0.2	83.70	962.55
10/11/12	5666632	Review order and filings in Endurance matter.	Fates, Edward G.	0.2	83.70	1,046.25

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
10/17/12	5670618	Review lengthy email from Nevada counsel in pending eminent domain matter, discuss same with Receiver, communications with Nevada counsel, and review and revise notice of receivership and injunction (1.6); communications with counsel for Bell plaintiffs (.2).	Fates, Edward G.	1.8	753.30	1,799.55
10/22/12	5675246	Call with counsel for investor regarding pending FINRA arbitration/judgment enforcement matter.	Fates, Edward G.	0.4	167.40	1,966.95
10/23/12	5675548	Communications with counsel in Nevada regarding pending Sierra Pacific eminent domain case and get reference regarding Nevada counsel (.6); review order transferring Endurance action to Judge Curiel (.1).	Fates, Edward G.	0.7	292.95	2,259.90
10/24/12	5676476	Discuss issue of local counsel in Nevada for Sierra Pacific matter with Receiver; call to local counsel in Nevada regarding same.	Fates, Edward G.	0.7	292.95	2,552.85
10/26/12	5679205	Communications with local counsel in Nevada regarding continued engagement on Sierra Pacific matter; review pre-receivership bills from same.	Fates, Edward G.	0.4	167.40	2,720.25
10/29/12	5681644	Communications with local counsel in NV, advise Receiver re same	Fates, Edward G.	0.3	125.55	2,845.80
10/30/12	5681865	Communications regarding status of case with counsel for Bell plaintiffs.	Fates, Edward G.	0.1	41.85	2,887.65
11/01/12	5688049	Respond to inquiry regarding LinMar entities from counsel for Bell plaintiffs.	Fates, Edward G.	0.2	83.70	2,971.35

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
11/05/12	5690571	Review proposed engagement letter from special counsel on Sierra Pacific matter; discuss revisions needed to same with special counsel.	Fates, Edward G.	0.4	167.40	3,138.75
11/13/12	5698927	Communications with counsel for Lexington Insurance regarding pending WFP litigation.	Fates, Edward G.	0.1	41.85	3,180.60
11/14/12	5700312	Review and revise engagement letter for local counsel in Nevada for Sierra Pacific matter; discuss same with Receiver; send revised letter.	Fates, Edward G.	0.5	209.25	3,389.85
11/15/12	5700770	Review email and numerous attachments sent by investor Davis; discuss same with Receiver.	Fates, Edward G.	0.5	209.25	3,599.10
11/16/12	5702876	Discuss terms of engagement with local counsel in Nevada and Receiver.	Fates, Edward G.	0.3	125.55	3,724.65
11/28/12	5711106	Call with counsel for Sierra Pacific regarding status of Nevada litigation and receivership issues.	Fates, Edward G.	0.5	209.25	3,933.90
12/04/12	5718073	Communications with local counsel in Nevada on Sierra Pacific matter regarding order and receivership over Western and arranging call with Receiver (.4); draft status report to Ninth Circuit in Endurance appeal (1.1).	Fates, Edward G.	1.5	627.75	4,561.65
12/05/12	5718942	Communications with local counsel in Nevada.	Fates, Edward G.	0.1	41.85	4,603.50
12/07/12	5722057	Calls with Receiver and Nevada counsel regarding status and strategy for Sierra Pacific case.	Fates, Edward G.	0.9	376.65	4,980.15

03/08/13 16:32:35 PROFORMA STATEMENT FOR MATTER 372640-00008 (Pending Litigation) 372640-00008

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum
12/10/12	5723689	Work on status report to Ninth Circuit in Endurance appeal and discuss same with Receiver (.6); communications with Nevada counsel on Sierra Pacific matter and review documents provided by same (.4).	Fates, Edward G.	1.0	418.50	5,398.65
12/11/12	5725872	Communications with Nevada counsel regarding call with Sierra Pacific.	Fates, Edward G.	0.1	41.85	5,440.50
12/12/12	5726685	Calls with Nevada counsel and counsel for Sierra Pacific regarding status of receivership and possible settlement of Nevada action.	Fates, Edward G.	0.7	292.95	5,733.45
12/17/12	5731383	Review order from Nevada Supreme Court regarding Sierra Pacific matter and draft letter regarding settlement prepared by Nevada counsel.	Fates, Edward G.	0.4	167.40	5,900.85
12/18/12	5733012	Discuss draft letter to Sierra Pacific with Receiver; communications with Nevada counsel regarding same.	Fates, Edward G.	0.3	125.55	6,026.40

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Edward G. Fates	14.4	418.50	6,026.40
		<u>14.4</u>		<u>6,026.40</u>
Total Fees				6,026.40
Total Disbursements				0.00