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5 ALLEN MATKINS LECK GAMBLE
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10 Attorneys for Receiver
11 THOMAS C. HEBRANK

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

14
15 SECURITIES AND EXCHANGE
COMMISSION,

16 Plaintiff,

17 v.

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

21 Defendants.
22

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

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

Date: March 19, 2021
Time: 1:30 p.m.
Ctrm.: 2D
Judge: Hon. Gonzalo P. Curiel

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 the General Partnerships listed in Schedule 1
 5 to the Preliminary Injunction Order entered on March 13, 2013 (collectively,
 6 "Receivership Entities"), hereby submits this Thirty-Third Interim Application for
 7 payment of professional fees for the time period July 1, 2020 through
 8 September 30, 2020 ("Thirty-Third Application Period"). Allen Matkins incurred
 9 \$20,864.65 in fees during the three-month period and seeks interim approval and
 10 payment of 80% of fees incurred, or \$16,691.72. As it has throughout the case,
 11 Allen Matkins has discounted its customary hourly rates by 10%.

12 **I. FEE APPLICATION SUMMARY**

13 During the Thirty-Third Application Period, Allen Matkins provided a total
 14 of 44.50 hours of service for a total of \$20,864.65 in fees. Allen Matkins requests
 15 payment on an interim basis of 80% of this amount, or \$16,691.72. The firm has
 16 provided its services in the following categories, as discussed in further detail
 17 below and as set forth task-by-task in Exhibit A:

18 Category	Hours	Total
19 Reporting	2.80	\$1,449.00
20 Operations and Asset Sales	40.10	\$18,487.65
21 Claims and Distributions	0.90	\$465.75
22 Employment/Fees	0.70	\$462.25
Total Fees	44.50	\$20,864.65

23 **II. TASKS PERFORMED**

24 During the Thirty-Third Application Period, Allen Matkins worked diligently
 25 to assist the Receiver with legal issues affecting the receivership. The following is
 26 a discussion of Allen Matkins' work, broken down by the categories listed above.
 27
 28

1 **A. Reporting**

2 This category includes time spent preparing the Receiver's Thirty-Second
3 Interim Report filed on September 10, 2020. Dkt. No. 1785. The report includes
4 detailed updates regarding closed and pending sales of properties, and receipts and
5 disbursements for the receivership estate. The reasonable and necessary fees for
6 work in this category total \$1,449.00.

7 **B. Operations and Asset Sales**

8 Allen Matkins' time in this category focused on sales of receivership
9 properties via the Modified Orderly Sale Process. During the Thirty-Third
10 Application Period, this work focused on the Santa Fe, Dayton III, Washoe III, and
11 Silver Springs South properties, as well as the two-acre portion of the Minden
12 property. Dkt. 1763, 1765, 1767, 1768. The reasonable and necessary fees for
13 Allen Matkins' work in this category total \$18,487.65.

14 **C. Claims and Distributions**

15 Allen Matkins assisted in addressing unique issues with investor
16 distributions, preparing monthly case updates to investors, and responding to direct
17 inquiries from investors or their counsel regarding distributions. The reasonable
18 and necessary fees for this work total \$465.75.

19 **D. Employment/Fees**

20 Although fee applications are a necessary component of federal equity
21 receiverships, neither the Receiver nor his professionals bill time for preparing their
22 own detailed applications. Allen Matkins assisted the Receiver in preparing his
23 Thirty-First Fee Application, which application was filed on July 10, 2020.
24 Dkt. 1772. The reasonable and necessary fees for this work total \$362.25.

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

26 From inception of the receivership through September 30, 2020, the Receiver
27 incurred fees and costs of \$2,475,456.90, of which amount \$486,037.71 is subject
28 to holdback pending approval of the Receiver's final fee application at the

1 conclusion of the receivership, \$17,190.46 awaiting the Court's review and
2 approval, and \$1,976,994.59 has been approved by the Court and paid to date.
3 During the same time period, Allen Matkins has incurred fees and costs of
4 \$1,861,317.48, of which amount \$380,306.19 is subject to holdback pending
5 approval of the Allen Matkins' final fee application at the conclusion of the
6 receivership, \$20,864.65 is awaiting the Court's review and approval, and
7 \$1,464,319.57 been approved by the Court and paid to date. Finally, during the
8 same time period, tax accountant Duffy Kruspodin & Company, LLP ("Duffy") has
9 incurred fees and costs totaling \$972,104.93, all of which has been paid to date for
10 preparing tax returns for Western, GP, and other non-GP Receivership Entities.

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

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

20 **A. Complexity of Tasks**

21 Here, the tasks performed by Allen Matkins are significantly complex and
22 the number of hours billed to complete them are reasonable. These tasks include
23 (a) advising the Receiver regarding federal equity receivership, debtor/creditor
24 rights, real property, contract, insurance, tax, civil procedure, judgment
25 enforcement and other applicable areas of law, and (b) assisting the Receiver in
26 selling assets, (c) assisting the Receiver in distributing receivership assets in a
27 manner that treats investors fairly and equitably, and (d) providing detailed reports
28 to the Court and interested parties.

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

2 The Court has previously determined on multiple occasions that the
3 discounted hourly rates of Allen Matkins represent the fair value of their time,
4 labor, and skill. Accordingly, Allen Matkins' discounted hourly rates continue to
5 represent the fair value of its time, labor, and skill. In addition, Allen Matkins
6 wrote off and did not charge for .80 hours of time during the Thirty-Third
7 Application Period (\$414.00).

8 **C. Quality of Work Performed**

9 Allen Matkins has diligently and competently assisted the Receiver in all
10 aspects of the receivership, including preserving and protecting the assets of the
11 Receivership Entities, analyzing the Receivership Entities' assets and liabilities,
12 addressing Western's cash shortage, reducing Western's operating expenses as well
13 as administrative expenses of the receivership, selling assets and collecting loans,
14 protecting the Receivership Entities' interests in pending litigation and other legal
15 matters, preserving and pursuing causes of action against third parties, formulating
16 plans and procedures for the determination of investor claims and the fair and
17 equitable distribution of receivership estate assets, and preparing detailed reports to
18 the Court and interested parties. These services have allowed the Receiver to
19 preserve and protect the value of the Receivership Entities' assets for the benefit of
20 investors.

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

22 Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
23 Receivership Entities (Western and the GPs) have been pooled, creating a common
24 pool of receivership estate cash from which mortgages, property taxes, and other
25 operating expenses have been and will continue to be paid. The cash balance has
26 grown and will continue to grow as properties are sold through the Court-approved
27 Modified Orderly Sale Process (Dkt. Nos. 1309, 1359). As a result of sales closed
28 as of September 30, 2020, and factoring in interim distributions that had been

1 cashed as of that date, the receivership estate held approximately \$4.12 million.
2 Therefore, the receivership estate has the ability to pay the fees and costs requested
3 herein.

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

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

9 Accordingly, the five factors identified by the Court for considering interim
10 fee applications all support interim approval and payment of the requested fees and
11 costs.

12 **V. CONCLUSION**

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

- 15 1. Approving payment of fees to Allen Matkins on an interim basis of
- 16 \$16,691.72;
- 17 2. Authorizing and directing the Receiver to pay these amounts to Allen
- 18 Matkins from assets of the Receivership Entities; and
- 19 4. Granting such further and other relief as the Court deems just and
- 20 proper.

21
22 Dated: January 11, 2021

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

By: /s/ Edward Fates
EDWARD G. FATES
Attorneys for Receiver
THOMAS C. HEBRANK

EXHIBIT INDEX

Exhibit A	Detailed Time Reports	8
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EXHIBIT A

EXHIBIT A

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10/14/20 23:03:39 PROFORMA STATEMENT FOR MATTER 372640.00002 (Thomas C. Hebrank, as Receiver for Weste) (General Receivership)

Preliminary Billing Form

Billing Atty: 001665 - Fates, Edward
(Ted)

Matter #: 372640.00002

Client Name: Thomas C. Hebrank, as Receiver for Weste

Date of Last Billing: 08/26/20

Matter Name: General Receivership

Proforma Number: 1058245

Client/Matter Joint Group # 372640-1

Disbursements for Matter 372640.00002 (General Receivership)

Trans Date	Index	Type	Quantity	Amt				
07/07/20	2655075	MSNGR – Federal Express - Ship To: Ms Greta Kjolhede	0.00	19.68	WO	HD	TR	_____
07/07/20	2656222	DCSRCH – First Legal Network LLC - USDC - San Diego, ORDER APPROVING SALE OF SANTA FE PROPERTIES	0.00	88.75	WO	HD	TR	_____
07/24/20	2658393	MSNGR – Federal Express - Ship To: Ms Amy Gutierrez, Escrow Offi	0.00	18.60	WO	HD	TR	_____
07/24/20	2660066	DCSRCH – Document Research - - First Legal LLC - USDC-SAN DIEGO - ORDER APPROVING SALE WASHOE; ORDER APPROVING SALE MINDEN; Advance \$45.00	0.00	135.50	WO	HD	TR	_____
08/12/20	2660937	DCSRCH – First Legal Network, LLC - USD -San Diego, CERTIFIED ORDER GRANTING RECEIVER'S MOTION	0.00	88.75	WO	HD	TR	_____
08/12/20	2660938	DCSRCH – First Legal Network, LLC - USDC-San Diego, CERTIFIED COPY OF ORDER GRANTING RECEIVER'S MOTION	0.00	89.75	WO	HD	TR	_____
08/17/20	2668312	DCSRCH – First Legal - Allen Matkins, San Diego; ORDER GRANTING MOTION FOR APPROVAL OF SALE OF THE SRF RI; Advance \$17.00	0.00	89.75	WO	HD	TR	_____
09/01/20	2665773	MSNGR – Federal Express - Ship To: Amy Gutierrez, Escrow Officer	0.00	18.60	WO	HD	TR	_____
09/01/20	2666842	DCSRCH – First Legal Network, LLC - USDC-SAN DIEGO; Order Approving Sale of Silver Springs Property	0.00	81.00	WO	HD	TR	_____

Proforma Summary

10/14/20 23:03:39 PROFORMA STATEMENT FOR MATTER 372640.00002 (Thomas C. Hebrank, as Receiver for Weste) (General Receivership)

Timekeeper Number	Timekeeper	<u>Hours</u>	Rate	<u>Amounts</u>
		0.00		\$0.00
	Subtotal Fees			\$0.00
	Discount			0.00
	Total Fees			0.00
	Total Disbursements			630.38

Attorney Billing Instructions

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

Billing Instructions

EXPIRES 6/30/2021: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary – As Of 10/14/20

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disb.	Total	Fees	Disb.	Total	Fees	Disbursements
Worked	414.00	0.00	414.00	751.88	103.50	648.38	630.38	0.00	630.38
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	10.87	10.87	0.00
Billed	121.50	103.50	18.00	1,515.74	1,138.50	377.24	392,378.17	392,378.17	30,374.84
Collected	121.50	103.50	18.00	1,515.74	1,138.50	377.24	422,753.01	392,378.17	30,374.84
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Costs						
WIP	753.73	0.00	753.73						
Balance									
AR Balance	0.00	0.00	0.00						
Unalloc	0.00								
Payment									
Client Trust	0.00								
Balance									

Billing Address

Thomas C. Hebrank, as Receiver for Western Financial

}
 10/14/20 23:03:40 PROFORMA STATEMENT FOR MATTER 372640.00004 (Thomas C. Hebrank, as Receiver for Weste) (Reporting)

Preliminary Billing Form

Billing Atty: 001665 - Fates, Edward Matter #: 372640.00004 Client Name: Thomas C. Hebrank, as Receiver for Weste
 (Ted)
 Date of Last Billing: 08/26/20 Matter Name: Reporting
 Proforma Number: 1058245
 Client/Matter Joint Group # 372640-1

Fees for Matter 372640.00004.(Reporting)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
09/09/20	8200364	Work on Receiver's 32nd interim report (1.4) discuss same with Receiver and G. Rodriguez (.2)	Fates, Edward (Ted)	1.60	828.00	828.00	WO	HD TR
09/10/20	8201509	Discuss revisions/updates to 32nd interim report with Receiver and G. Rodriguez (.4) work on same (.6) finalize report and exhibits (.2)	Fates, Edward (Ted)	1.20	621.00	1,449.00	WO	HD TR

Proforma Summary

Timekeeper		Hours	Rate	Amounts
Number	Timekeeper			
001665	Fates, Edward (Ted)	2.80	517.50	1,449.00
		2.80		\$1,449.00
Subtotal Fees				\$1,449.00
Discount				0.00
Total Fees				1,449.00
Total Disbursements				0.00

Attorney Billing Instructions

10/14/20 23:03:40 PROFORMA STATEMENT FOR MATTER 372640.00004 (Thomas C. Hebrank, as Receiver for Weste) (Reporting)

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

Billing Instructions

EXPIRES 6/30/2021: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary – As Of 10/14/20

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disb.	Total	Fees	Disb.	Total	Fees	Disbursements
Worked	1,449.00	1,449.00	0.00	3,829.50	3,829.50	0.00	1,449.00	1,449.00	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	38.12	38.12	0.00
Billed	1,345.50	1,345.50	0.00	5,595.75	5,595.75	0.00	168,329.54	168,329.54	379.33
Collected	1,345.50	1,345.50	0.00	5,595.75	5,595.75	0.00	168,708.87	168,329.54	379.33
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Costs						
WIP	2,484.00	2,484.00	0.00						
Balance									
AR Balance	0.00	0.00	0.00						
Unalloc	0.00								
Payment									
Client Trust	0.00								
Balance									

Billing Address

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

}

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Preliminary Billing Form

Billing Atty: 001665 - Fates, Edward
(Ted)

Matter #: 372640.00005

Client Name: Thomas C. Hebrank, as Receiver for Weste

Date of Last Billing: 08/26/20
Proforma Number: 1058245

Matter Name: Operations & Asset Sales

Client/Matter Joint Group # 372640-1

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
07/06/20	8140298	Analyze order approving Santa Fe sale and advise Receiver re: same	Fates, Edward (Ted)	0.20	103.50	103.50	WO	HD	TR	_____
07/07/20	8141120	Advise G. Rodriguez on issues re: auction for Washoe III property and auction instructions, work on notice of receipt of overbid	Fates, Edward (Ted)	0.80	414.00	517.50	WO	HD	TR	_____
07/08/20	8142125	Finalize notice of qualified overbid for Washoe III (.2) discuss same and auction procedures with Receiver and G. Rodriguez (.3)	Fates, Edward (Ted)	0.50	258.75	776.25	WO	HD	TR	_____
07/09/20	8143118	Discuss procedures for auction with Receiver (.2) attend auction for Washoe III property and discuss amendments to PSA with Receiver and G. Rodriguez (.7) work on notice of results of auction (.4)	Fates, Edward (Ted)	1.30	672.75	1,449.00	WO	HD	TR	_____
07/10/20	8144504	Work on amended proposed order for Washoe III sale motion	Fates, Edward (Ted)	0.30	155.25	1,604.25	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
07/10/20	8144920	Review issues for Washoe III property.	Lorenzen, Jonathan	0.60	245.70	1,849.95	WO	HD	TR	_____
07/12/20	8164322	Begin drafting the High Bidder and Backup Bidder amendments to the applicable purchase and sale agreements for the property commonly known as Washoe III.	Thiels, Megan	0.70	287.00	2,136.95	WO	HD	TR	_____
07/13/20	8145350	Review issues for Washoe III.	Lorenzen, Jonathan	2.60	1,064.70	3,201.65	WO	HD	TR	_____
07/15/20	8147400	Coordinate execution of Washoe III purchase and sale documents.	Lorenzen, Jonathan	0.60	245.70	3,447.35	WO	HD	TR	_____
07/16/20	8148183	Revisions to notice of winning bid and amended proposed order for Washoe III sale (.4) communications with G. Rodriguez re: same (.1)	Fates, Edward (Ted)	0.50	258.75	3,706.10	WO	HD	TR	_____
07/21/20	8152112	Work on notices of non-receipt of overbids for Dayton III and Minden two-acre properties, discuss same with Receiver and G. Rodriguez	Fates, Edward (Ted)	0.60	310.50	4,016.60	WO	HD	TR	_____
07/23/20	8154252	Advise G. Rodriguez re: assignment of pending purchase and sale agreement for Silver Springs South property (.4) work on sale approval motion (1.4) call with counsel for Washoe III buyer re: sale closing issues (.3)	Fates, Edward (Ted)	2.10	1,086.75	5,103.35	WO	HD	TR	_____
07/24/20	8155067	Review sale approval orders for Dayton III, Minden two-acre, and Washoe III and advise Receiver re: same (.3) communications with counsel for Washoe III buyer re: same (.2)	Fates, Edward (Ted)	0.50	258.75	5,362.10	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
07/24/20	8164549	Review and analyze the mortgage release documents provided by the title company relating to the Red Rocks property in New Mexico; prepare the closing documents for the purchase and sale agreement with Locbo Investments LLC.	Thiels, Megan	1.70	697.00	6,059.10	WO	HD	TR	_____
07/27/20	8156608	Work on Receiver declaration and proposed order for Silver Springs South sale motion (.9) discuss same with G. Rodriguez (.2)	Fates, Edward (Ted)	1.10	569.25	6,628.35	WO	HD	TR	_____
07/27/20	8157341	Review title issues for Santa Fe property.	Lorenzen, Jonathan	0.90	368.55	6,996.90	WO	HD	TR	_____
07/27/20	8164586	Begin reviewing and analyzing the Seller's Affidavit for the sale of the Red Rocks property to Lobco Investments; prepare the release and reconveyance documents for the mortgages on the Red Rocks property.	Thiels, Megan	1.60	656.00	7,652.90	WO	HD	TR	_____
07/28/20	8157992	Review mortgage release documents for Santa Fe property.	Lorenzen, Jonathan	1.30	532.35	8,185.25	WO	HD	TR	_____
07/28/20	8164594	finish drafting, editing and revising the mortgage reconveyance documents for the Red Rocks property; correspond with the client re: such mortgage reconveyance documents; continue reviewing, analyzing, editing and revising the Seller's Affidavit for the Red Rocks transaction; correspond with the client re: such revised Seller's Affidavit.	Thiels, Megan	2.10	861.00	9,046.25	WO	HD	TR	_____
07/29/20	8159067	Analyze letter from counsel for Washoe III buyer and discuss same with G. Rodriguez (.8) research issues re: Washoe County	Fates, Edward (Ted)	3.10	1,604.25	10,650.50	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
		special assessment and analyze arguments re: same (.9) call/emails with counsel for Washoe III buyer and buyer's broker (1.4)								
07/29/20	8159590	Review tax issues for Washoe III property.	Lorenzen, Jonathan	0.80	327.60	10,978.10	WO	HD	TR	_____
07/30/20	8160469	Analyze further correspondence from Washoe III buyer and advise Receiver and G. Rodriguez re: same	Fates, Edward (Ted)	0.90	465.75	11,443.85	WO	HD	TR	_____
08/03/20	8167119	Communications with counsel for Washoe III buyer re: special assessment issues and resolution of same (.2) advise Receiver and G. Rodriguez re: same (.2)	Fates, Edward (Ted)	0.40	207.00	11,650.85	WO	HD	TR	_____
08/06/20	8169910	Analyze correspondence from counsel for Washoe III buyer and advise Receiver and G. Rodriguez re: strategy and next steps (.5) prepare response to counsel for Washoe III buyer (.3)	Fates, Edward (Ted)	0.80	414.00	12,064.85	WO	HD	TR	_____
08/10/20	8171832	Calls/emails with local counsel in NV and G. Rodriguez re: water rights issues associated with Minden property	Fates, Edward (Ted)	0.70	362.25	12,427.10	WO	HD	TR	_____
08/11/20	8173148	Communications with Receiver and counsel for Washoe III buyer re: possible resolution of disputed deposit funds	Fates, Edward (Ted)	0.40	207.00	12,634.10	WO	HD	TR	_____
08/13/20	8175125	Analyze issues re: water rights issues for Minden property and sale of two-acre portion of property (.7) communications with G. Rodriguez and local counsel in NV re: same (.5) analyze further correspondence from counsel for Washoe III buyer and	Fates, Edward (Ted)	1.60	828.00	13,462.10	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
		advise Receiver and G. Rodriguez re: same (.4)								
08/13/20	8175698	Review water rights issues for Minden property.	Lorenzen, Jonathan	0.20	81.90	13,544.00	WO	HD	TR	_____
08/14/20	8176566	Review water rights documentation for Minden and provide comments; review and respond to correspondence regarding Minden and prepare closing documents.	Lorenzen, Jonathan	1.20	491.40	14,035.40	WO	HD	TR	_____
08/14/20	8176754	Communications with G. Rodriguez and local counsel in NV re: revised Grant Deed and General Assignment for sale of Minden two-acre portion	Fates, Edward (Ted)	0.30	155.25	14,190.65	WO	HD	TR	_____
08/17/20	8177806	Communications with counsel for ARJ Properties re: potential resolution of dispute concerning termination of Washoe III sale contract and recovery of earnest money deposit	Fates, Edward (Ted)	0.20	103.50	14,294.15	WO	HD	TR	_____
08/19/20	8179869	Communications with G. Rodriguez and local counsel in NV re: water rights issues for Minden property and sale of two-acre portion	Fates, Edward (Ted)	0.70	362.25	14,656.40	WO	HD	TR	_____
08/21/20	8182128	Address water rights issues related to Minden two-acre sale closing	Fates, Edward (Ted)	0.20	103.50	14,759.90	WO	HD	TR	_____
08/21/20	8182558	Review boundary line adjustment and water rights issues for Minden Property.	Lorenzen, Jonathan	0.40	163.80	14,923.70	WO	HD	TR	_____
08/24/20	8183803	Revise deed for Minden property.	Lorenzen, Jonathan	0.60	245.70	15,169.40	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action		
08/25/20	8184451	Address Minden two-acre closing and related water rights issues (.3) discuss lack of overbids for Silver Springs South with G. Rodriguez and work on notice re: same (.4)	Fates, Edward (Ted)	0.70	362.25	15,531.65	WO	HD	TR	_____
09/01/20	8194338	Review order approving Silver Springs South sale and advise Receiver and G. Rodriguez re: same.	Fates, Edward (Ted)	0.30	155.25	15,686.90	WO	HD	TR	_____
09/21/20	8210060	Analyze issues re: water rights banking agreement with Douglas County for Minden property	Fates, Edward (Ted)	0.30	155.25	15,842.15	WO	HD	TR	_____
09/22/20	8211133	Review terms of Purchase and Sale Agreement for Minden.	Lorenzen, Jonathan	0.20	81.90	15,924.05	WO	HD	TR	_____
09/23/20	8212640	Discuss water rights banking agreement issues for Minden property with local counsel in NV	Fates, Edward (Ted)	0.40	207.00	16,131.05	WO	HD	TR	_____
09/24/20	8213791	Review and revise Purchase and Sale Agreement for Minden Property.	Lorenzen, Jonathan	1.20	491.40	16,622.45	WO	HD	TR	_____
09/24/20	8221997	Begin drafting the purchase and sale agreement with Raymond Van Winkle for the remaining Minden property.	Thiels, Megan	1.70	697.00	17,319.45	WO	HD	TR	_____
09/25/20	8214267	Complete updates to Minden Purchase and Sale Agreement, and review water rights issues.	Lorenzen, Jonathan	1.10	450.45	17,769.90	WO	HD	TR	_____
09/25/20	8214598	Revise notice to investors re: offer received for remainder of Minden property	Fates, Edward (Ted)	0.20	103.50	17,873.40	WO	HD	TR	_____
09/29/20	8218260	Review water rights issues for Minden Purchase and Sale Agreement.	Lorenzen, Jonathan	0.20	81.90	17,955.30	WO	HD	TR	_____

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

Fees for Matter 372640.00005.(Operations & Asset Sales)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
09/30/20	8218808	Review water rights revisions to Purchase and Sale Agreement and update draft.	Lorenzen, Jonathan	1.30	532.35	18,487.65	WO	HD TR

Proforma Summary

Timekeeper

Number	Timekeeper	Hours	Rate	Amounts
001665	Fates, Edward (Ted)	19.10	517.50	9,884.25
002115	Lorenzen, Jonathan	13.20	409.50	5,405.40
002306	Thiels, Megan	7.80	410.00	3,198.00
		<u>40.10</u>		<u>\$18,487.65</u>
Subtotal Fees				\$18,487.65
Discount				0.00
Total Fees				18,487.65
Total Disbursements				0.00

Attorney Billing Instructions

- | | |
|---|---------------------------------------|
| <input type="checkbox"/> BILL ALL | <input type="checkbox"/> Hold |
| <input type="checkbox"/> BILL FEES ONLY | <input type="checkbox"/> Write Off |
| <input type="checkbox"/> BILL COST ONLY | <input type="checkbox"/> Transfer All |

Billing Instructions

EXPIRES 6/30/2021: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary – As Of 10/14/20

	Fiscal YTD		Calendar YTD			LTD			
	Total	Fees	Disb.	Total	Fees	Disb.	Total	Fees	Disbursements
Worked	18,746.40	18,746.40	0.00	38,041.50	38,041.50	0.00	18,487.65	18,487.65	0.00
Unbilled Adj	0.00	0.00	0.00	3.15	3.15	0.00	34.69	34.69	0.00
Billed	3,048.75	3,048.75	0.00	14,734.79	14,734.79	0.00	437,537.91	437,537.91	0.00
Collected	3,048.75	3,048.75	0.00	14,734.79	14,734.79	0.00	437,537.91	437,537.91	0.00

10/14/20 23:03:42 PROFORMA STATEMENT FOR MATTER 372640.00005 (Thomas C. Hebrank, as Receiver for Weste) (Operations & Asset Sales)

AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Costs						
WIP	35,144.85	35,144.85	0.00						
Balance									
AR Balance	0.00	0.00	0.00						
Unalloc	0.00								
Payment									
Client Trust	0.00								
Balance									

Billing Address

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

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10/14/20 23:03:43 PROFORMA STATEMENT FOR MATTER 372640.00006 (Thomas C. Hebrank, as Receiver for Weste) (Claims & Distributions)

Preliminary Billing Form

Billing Atty: 001665 - Fates, Edward (Ted) Matter #: 372640.00006 Client Name: Thomas C. Hebrank, as Receiver for Weste
 Date of Last Billing: 08/26/20 Matter Name: Claims & Distributions
 Proforma Number: 1058245
 Client/Matter Joint Group # 372640-1

Fees for Matter 372640.00006.(Claims & Distributions)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action	
08/18/20	8179449	Revise monthly case update to investors, discuss same with G. Rodriguez	Fates, Edward (Ted)	0.40	207.00	207.00	WO	HD	TR
09/22/20	8211298	Respond to direct inquiries from investor re: distributions	Fates, Edward (Ted)	0.20	103.50	310.50	WO	HD	TR
09/25/20	8215374	Revise monthly case update for investors	Fates, Edward (Ted)	0.30	155.25	465.75	WO	HD	TR

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Fates, Edward (Ted)	0.90	517.50	465.75
		0.90		\$465.75
	Subtotal Fees			\$465.75
	Discount			0.00
	Total Fees			465.75
	Total Disbursements			0.00

Attorney Billing Instructions

10/14/20 23:03:43 PROFORMA STATEMENT FOR MATTER 372640.00006 (Thomas C. Hebrank, as Receiver for Weste) (Claims & Distributions)

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

Billing Instructions

EXPIRES 6/30/2021: 7/2016 rates less 10% DISCOUNT ON FEES (rated code 10)- AUTOMATIC; copies @ .05; no text editing

Account Summary – As Of 10/14/20

	Fiscal YTD			Calendar YTD			LTD		
	Total	Fees	Disb.	Total	Fees	Disb.	Total	Fees	Disbursements
Worked	465.75	465.75	0.00	1,552.50	1,552.50	0.00	465.75	465.75	0.00
Unbilled Adj	0.00	0.00	0.00	0.00	0.00	0.00	8.45	8.45	0.00
Billed	569.25	569.25	0.00	7,141.50	7,141.50	0.00	187,290.10	187,290.10	0.00
Collected	569.25	569.25	0.00	7,141.50	7,141.50	0.00	187,290.10	187,290.10	0.00
AR Write Off	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	Fees	Costs						
WIP	983.25	983.25	0.00						
Balance									
AR Balance	0.00	0.00	0.00						
Unalloc	0.00								
Payment									
Client Trust	0.00								
Balance									

Billing Address

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

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10/14/20 23:03:44 PROFORMA STATEMENT FOR MATTER 372640.00009 (Thomas C. Hebrank, as Receiver for Weste) (Employment/Fees)

Preliminary Billing Form

Billing Atty: 001665 - Fates, Edward Matter #: 372640.00009 Client Name: Thomas C. Hebrank, as Receiver for Weste
 (Ted)
 Date of Last Billing: 08/26/20 Matter Name: Employment/Fees
 Proforma Number: 1058245
 Client/Matter Joint Group # 372640-1

Fees for Matter 372640.00009.(Employment/Fees)

Trans Date	Index	Description of Service Rendered	Timekeeper	Hours	Fees	Sum	Circle	Action
07/06/20	8140301	Revisions to Receiver's 31st fee application	Fates, Edward (Ted)	0.40	207.00	207.00	WO	HD TR
07/07/20	8142569	Meet and confer communications with SEC counsel re: 31st interim fee applications (.3) finalize Receiver fee application, notice and proposed order (.3)	Fates, Edward (Ted)	0.30	155.25	362.25	WO	HD TR

Proforma Summary

Timekeeper Number	Timekeeper	Hours	Rate	Amounts
001665	Fates, Edward (Ted)	0.70	517.50	362.25
		0.70		\$362.25
Subtotal Fees				\$362.25
Discount				0.00
Total Fees				362.25
Total Disbursements				0.00

Attorney Billing Instructions

() BILL ALL () Hold

