1 2 3 4 5 6 7	THOMAS C. HEBRANK Receiver 401 West A Street, Suite 1830 San Diego, California 92101 Phone: (619) 567-7223 Fax: (619) 567-7191 E-Mail: thebrank@ethreeadvisors.com	n
8	UNITED STATE	CS DISTRICT COURT
9	SOUTHERN DIST	RICT OF CALIFORNIA
10	SECURITIES AND EXCHANGE	Case No. 3:12-cv-02164-GPC-JMA
11	COMMISSION,	Case INO. 5.12-CV-02104-OFC-JMIA
12	Plaintiff,	EIGHTEENTH INTERIM APPLICATION FOR APPROVAL
13	V.	AND PAYMENT OF FEES AND COSTS TO THOMAS C. HEBRANK,
	LOUIS V. SCHOOLER and FIRST FINANCIAL PLANNING	AS RECEIVER
15	FINANCIAL PLANNING	Date: May 19, 2017 Time: 1:30 p.m.
16	,	Ctrm: 2D
17 18	Defendants.	Judge: Hon. Gonzalo P. Curiel
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LAW OFFICES Allen Matkins Leck Gamble Mallory & Natsis LLP		12cv02164

Thomas C. Hebrank ("Receiver"), the Court-appointed permanent receiver for
 First Financial Planning Corporation d/b/a Western Financial Planning Corporation
 ("Western"), and its subsidiaries, including the general partnerships set up by
 Western (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 ("Application Period").

The Receiver incurred \$89,320.50 in fees and \$1,150.59 in costs for this 7 Application Period, and asks the Court to approve on an interim basis and authorize 8 the payment of 80% of the fees incurred (consistent with prior fee application awards 9 from the Court), or \$71,456.40, and 100% of the costs incurred. Detailed 10 11 descriptions of the services rendered are contained in Exhibit A attached hereto. Exhibit B is a chart reflecting the hours and fees billed to each category of services 12 on a monthly basis during the Application Period. Exhibit C is a summary of the 13 out-of-pocket costs. During the Application Period, the Receiver and his staff have 14 spent 457.3 hours at an overall blended billing rate of \$195.32 per hour. The 15 16 Receiver has discounted all fees by ten percent (10%) from regular hourly billing rates. The financial status of the receivership estate during the Eighteenth 17 Application Period is reflected in the Receiver's Eighteenth Interim Report filed on 18 19 February 7, 2017. Dkt. No. 1441.

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I. FEE APPLICATION

The Receiver's work during the Application Period falls into the followingcategories:

- A. General Receivership
 B. Asset Investigation & Recovery
 C. Reporting
 D. Operations & Asset Sales
 E. Claims & Distributions
 - F. Legal Matters & Pending Litigation

A. <u>General Receivership</u>

During the Application Period, the Receiver (a) handled general administrative
matters, including reviewing mail, emails and other correspondence directed to the
Receivership Entities; (b) administered the bank accounts of the Receivership
Entities; (c) reviewed and approved expenditures; (d) maintained and updated the
Receiver's website with case information and a large number of documents and
filings; and (e) responded to investor inquiries.

Name	Title	Rate	Hours	Fees
T. Hebrank	Receiver	\$247.50	15.6	\$3,861.00
TOTAL			15.6	\$3,861.00
Avg. Hourly Rate		\$247.50		
	T. Hebrank TOTAL	T. HebrankReceiverTOTAL	T. HebrankReceiver\$247.50TOTAL	T. Hebrank Receiver \$247.50 15.6 TOTAL 15.6

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B. <u>Asset Investigation & Recovery</u>

None

Name

T. Hebrank

TOTAL

G. Rodriguez

Avg. Hourly Rate

14

C. <u>Reporting</u>

This category contains time spent by the Receiver appearing at Court hearings
and preparing reports for the Court. Specifically, during this period, the Receiver
prepared the following reports: 1) Receiver's Seventeenth Interim Report, which was
filed on December 8, 2016; 2) Report and Recommendations Regarding Xpera
Report Recommendations, which was filed on November 22, 2016; 3) numerous
filings regarding the sale of properties, and 4) responding to numerous filings made
by Attorney Gary Aguirre.

Rate

\$247.50

\$180.00

\$216.47

Hours

30.8

26.2

57.0

Title

Receiver

Mng. Dir.

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Fees

\$7,623.00

\$4,716.00

\$12,339.00

D. <u>Operations & Asset Sales</u>

1

2 The Receiver's work in this category relates to (a) management and oversight of the General Partnerships' operations and real properties; (b) management and 3 oversight of Western's operations; (c) performing accounting functions of the 4 5 Receivership Entities; (d) management and oversight of tax reporting for all of the Receivership Entities; (e) management and oversight of loan payments and overall 6 cash management; and (f) obtaining listing agreements, the marketing of properties 7 for sale with brokers, analysis relating to purchase offers received, providing notices 8 to investors, negotiations and acceptance of purchase offers, and closing property 9 sales. 10

11 The administration of the GPs was previously transferred from the prior 12 Western Administrators to an outside management company, Lincoln Property Company. Upon entry of the Court's May 25, 2016 Order Granting in Part and 13 Denying in Part Receiver's Motion for Order (A) Authorizing the Receiver to 14 Conduct an Orderly Sale of General Partnership Properties; (B) Approving the Plan 15 of Distributing Receivership Assets; and (C) Approving Procedures for the 16 Administration of Investor Claims, Lincoln Property's services were no longer 17 18 required, and the Receiver now updates monthly financial and bank account activity for the GPs. Overall cost savings have still been achieved in the preparation of 19 accounting and tax information versus prior years. 20

Additionally, as part of its May 25, 2016 Order, the Court directed the
Receiver to submit a report and recommendation within 180 days, evaluating the
pros and cons of the Xpera Group's recommendations that could feasibly maximize
the value of the receivership estate. The Receiver selected CBRE and worked
extensively with them throughout this process during the Application Period.

During the Application Period, the Receiver also spent a large amount of time refunding capital call payments from investors due to the fact that all capital calls failed to raise the required amounts, renegotiating loans, and contesting tax and other

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delinquencies as a result of the Court's May 25, 2016 Order. Also as result of that
 Order, the Receiver has spent considerable time listing and responding to sales

3 activity on the various properties.

4	Name	Title	Rate	Hours	Fees
5	T. Hebrank	Receiver	\$247.50	36.1	\$8,934.75
6	G. Rodriguez	Mng. Dir.	\$180.00	189.8	\$34,164.00
6	A. Herren	Director	\$180.00	120.2	\$21,636.00
7	TOTAL			346.1	\$64,734.75
8	Avg. Hourly Rate		\$187.04		

9

E. <u>Claims & Distributions</u>

This category contains time spent by the Receiver in preparing for eventual
investor distributions relating to the Court's May 25, 2016 Order Granting in Part
and Denying in Part Receiver's Motion for Order (A) Authorizing the Receiver to
Conduct an Orderly Sale of General Partnership Properties; (B) Approving the Plan
of Distributing Receivership Assets; and (C) Approving Procedures for the

15 Administration of Investor Claims

16	Name	Title	Rate	Hours	Fees
17	G. Rodriguez	Mng. Dir.	\$180.00	2.6	\$468.00
10	TOTAL			2.6	\$468.00
18	Avg. Hourly Rate		\$180.00		

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F. Legal Matters & Pending Litigation

This category contains time spent by the Receiver responding to the numerous
filings by attorney Gary Aguirre. During the Application Period, the Receiver
worked on and responded to filings regarding the multiple appeals and requests for
stays pending appeal.

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1	Name	Title	Rate	Hours	Fees
1	T. Hebrank	Receiver	\$247.50	21.3	\$5,271.75
2	G. Rodriguez	Mng. Dir.	\$180.00	14.7	\$2,646.00
3	TOTAL			36.0	\$7,917.75
4	Avg. Hourly Rate		\$219.94		

5

G. <u>Costs</u>

6 The Receiver requests the Court approve \$1,150.59 in costs. A detailed listing
7 of each expense is summarized in Exhibit C. The Receiver charges \$.05 per page for
8 copies and all other items are billed at actual cost. Any travel reflects coach airfare
9 and reasonable accommodations billed at cost.

10

II. FEES AND COSTS INCURRED AND PAID TO DATE

From inception of the receivership on September 6, 2012, through 11 December 31, 2016, the Receiver incurred fees and costs of \$1,642,366.80 of which 12 amount \$325,602.81 is subject to holdback pending approval of the Receiver's final 13 fee application at the conclusion of the receivership, \$72,606.99 is awaiting the 14 Court's review and approval, and \$1,262,541.05 has been approved by the Court and 15 paid. During the same time period, Allen Matkins incurred fees and costs of 16 \$1,284,139.39, of which amount \$286,634.12 is subject to holdback pending 17 approval of Allen Matkins' final fee application at the conclusion of the receivership, 18 \$85,785.41 in fees and costs is awaiting the Court's review and approval in this 19 Application, and \$948,716.07 in fees and costs has been approved by the Court and 20 paid. Finally, during the same time period, tax accountant Duffy Kruspodin & 21 Company, LLP ("Duffy") has incurred and been paid \$500,689.82 for preparing tax 22 returns for Western, the GPs, and other non-GP Receivership Entities, all of which 23 has been paid to date, with no holdbacks. 24

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III. STANDARDIZED FUND ACCOUNTING REPORT

Attached hereto as Exhibit D is a Standardized Fund Accounting Report covering the time period from October 1, 2016, through December 31, 2016, to coincide with the end of the Eighteenth Application Period. 2

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IV. THE REQUESTED FEES ARE REASONABLE AND SHOULD BE ALLOWED

3 In its Order Granting in Part First Interim Fee Applications ("First Fee Application Order"), the Court analyzed the case law regarding approval of interim 4 5 fee applications in regulatory receiverships and determined the following factors should be considered: (1) the complexity of the receiver's tasks; (2) the fair value of 6 the time, labor, and skill measured by conservative business standards; (3) the quality 7 of work performed, including the results obtained and the benefit to the receivership 8 estate; (4) the burden the receivership estate may safely be able to bear; and (5) the 9 Commission's opposition or acquiescence. In its orders on the Receiver's prior fee 10 applications, the Court has determined the Receiver's tasks in this case are 11 significantly complex, the hourly rates charged represented the fair value of the time, 12 labor, and skill required, and the Receiver's work has materially benefited the 13 **Receivership** Entities. 14

15 The Receiver believes this fee request is likewise fair and reasonable and the 16 fees and costs incurred were necessary to the administration of the receivership 17 estate. The Receiver's request for compensation is based on his customary billing 18 rates charged in similar matters, discounted by 10 percent. The blended hourly rate 19 for all services provided during the Application Period is \$195.32. The Receiver's 20 billing rates are comparable or less than those charged in the community on similarly 21 complex matters.

22

A. <u>Costs</u>

The Receiver also requests Court approval of \$1,150.59 in costs. A summary
of costs is included as Exhibit C. The Receiver charges \$.05 per page for copies and
all other items are billed at actual cost.

26

B. <u>Receivership Estate's Ability to Bear Burden of Fees</u>

Pursuant to the Court's May 25, 2016 Order (Dkt. No. 1304), the assets of the
Receivership Entities (Western and the GPs) have been pooled, creating a common

pool of receivership estate cash from which mortgages, property taxes, and other 1 operating expenses have been and will continue to be paid. The cash balance will 2 grow as properties are sold through the Court-approved Modified Orderly Sale 3 Process (Dkt. Nos. 1309, 1359), including the Jamul Valley property, Reno Vista and 4 5 Reno View properties, the Western land (Silver Springs), Honey Springs property, all of which sales have been approved (Dkt. Nos. 1360-1362, 1449), and the Reno 6 Partners property, which sale is pending Court approval. Therefore, the receivership 7 estate has the ability to pay the fees and costs requested herein. 8 9 **C**. **The Commission's Position**

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

14

V. CONCLUSION

15 The Receiver has worked diligently and efficiently in fulfilling his duties and16 has provided valuable service in that regard.

17

WHEREFORE, the Receiver requests an order:

Approving \$89,320.50 in fees and \$1,150.59 in costs incurred by the
 Receiver during the Application Period and authorizing payment on an interim basis
 of \$71,456.40 in fees and \$1,150.59 in costs from available receivership estate cash;
 and

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2. Granting such other and further relief as is appropriate.

23 Dated: April 12, 2017

Bv

THOMAS C. HEBRAN Permanent Receiver

EXHIBIT INDEX

Exhibit A	Detailed Descriptions of Services Rendered	9
Exhibit B	Chart Reflecting Hours and Fees Billed to Each Category of Services	23
Exhibit C	Summary of Out-of-Pocket Costs	26
Exhibit D	Standardized Fund Accounting Report	28

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EXHIBIT A

SEC - Western Financial October 2016

			· · · · · ·							Billing Categ	ory Allocatio	n	
Date	Description of Services	Hours	Personnel	Pe	r Hour	То	tai Fee	A	в	c	D	E	F
10/3/2016	Investor correspondence and calls. Discuss various operation and property issues.	0.6	Hebrank, T.	\$	247.50	\$	148.50	0.2			0.4		
10/3/2016	Processed property tax and Allied Insurance partnership refund deposits and recorded in QuickBooks and tracking spreadsheet; scanned and archived same; corresponded with G. Rodriguez re same. Re-distributed partnership operating expanse reimbursement returned in mail. Corresponded with partner re contact information and copies of 2015 K-1 statements; forwarded same. Corresponded with Banner Bank re online banking service issues. Recorded and processed property tax refund for International Partners.		Herren, A.	\$			1,116.00				6.2		
10/3/2016	Continued efforts to secure listing agreements for receivership property including discussions with various broker re feedback to same and reviewed Yuma listing agreements after various changes. (1) Continued research into Eugene and Rowena Trust, conferred with Atty Fates re same and corresponded (various) with escrow re information for the trust. (1.6) Conferred and corresponded with various investors re status of the case and legal threats. (2.2)												
10/4/2016	Review filings and update website. Discussions with Atty Fates and G	4.8	Rodriguez, G.	\$	180.00	\$	864.00				4.8		
	Rodriguez. Recorded and processed checks for Yuma 1 property taxes, SFV II loan, Osprev Pescador. P-40 and Pecos Partners LLC annual filings and	1.2	Hebrank, T.	\$	247,50	\$	297.00	0.2			0.6		
10/4/2016	monthly Western loans. Completed and distributed documents for LLC annual filings.	3.4	Herren, A.	\$	180.00	\$	612.00				3.4		
10/4/2016	Continued efforts towards the sale of the Reno View and Reno Vista properties, including discussions with escrow re quiet title action and discussions with broker re options for closing the sale. (0.3) Updated analysis of one pot vs two tier individual investor payouts. (3.2) Researched Las Vegas GP properties for information requested by CBRE to aid in their analysis. (1.8)	5.3	Rodriguez, G.	\$	180.00	\$	954.00				5.3		
10/5/2016	Sign A/P checks. Review and discuss Atty Aguirre filings. Discuss response to same with Atty Fates and G Rodriguez. Discuss NV property closing issues and options. Review draft Atty Aguirre responses. Investor correspondence. Correspondence to Tecate easement issue.	2.7	Hebrank, T.	\$	247.50	\$	668.25	0.4			1.1		
10/5/2016	Distributed checks for Yuma 1 property taxes, SFV II, Osprey Pescador, P-40 and Peccs Partners LLC annual filings, monthly Western loans and Spanish Springs Partners capital contribution reimbursements. Researched Yuma County property taxes; recorded in tracking spreadsheet. Recorded, processed and distributed checks for Yuma II property taxes. Prepared letter to IRA Resources, Inc. re capital contribution reimbursement; distributed same.	5.8	Herren, A.	\$	180.00	\$	1,044.00				5.8		
10/5/2016	Began review of opposition to Ardizzone investors stay motion. (1) Corresponded with property manger for Stead property regarding the necessary repairs to pump station. (0.2) Corresponded (various) with potential buyer for the Les Vegas properties. (0.2) Corresponded with T. Hebrank and Atty Fates re easements along the Tecate border and potential defense against US Army easement request. (0.2) Corresponded with various investors re requests for K-1s. (0.9) Perticipated in a brief conference with CBR re status of the portfolio analysis. (0.1) Reviewed Aguirre opposition to Receiver updated SFAR filing and participated in in a conference call with Atty Fates end T. Hebrank re same and prepared analysis in response to same filing. (2) Continue efforts towerds the sale of the Reno View and Reno Viste, including discussions with T. Hebrank and Atty Fates re liens and further correspondence with escrow officer and broker re same. (1.6) Reviewed and approved GP eccounts payables, including returns of capital contributions, Arizona property taxes other miscellanous payables. (0.4)												
		6.6	Rodriguez, G.	\$	180.00	\$	1,188.00				4.6		
10/6/2016	Discuss reply to Atty Aguirre intervention motion. Misc correspondence.	0.3	Hebrank, T.	\$	247.50	\$	74.25	0.1					

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4.7 Rodriguez, G. \$ 180.00 \$ 846.00 4.7			1						
10/14/2016 Continued reviewing and updating financials for Q3 2016. 2.6 Herren, A. \$ 180.00 \$ 468.00 2.6 2.6				\$			46.00		
	10/14/2016	Continued reviewing and updating financials for Q3 2016.		\$	180.00	\$ 48	68.00	2.6	

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	Updated analysis of Santa Fe loan payment history. (1.3) Reviewed									
	SEC motion to consolidate appeals, Aguirre and Receiver response and									
	Receiver response to Aguirre motion. (1)	2.3	Rodriguez, G.	\$	180.00	\$	414.00		1.3	1
10/17/2016	Project status updates with Atty Fates and G Rodriguez. Review and			1						
10/17/2016	sign WSCC tax return. Misc correspondence.	1.3	Hebrank, T.	\$	247.50	\$	321.75	0.2	1.1	
	Recorded and processed and distributed numerous vendor checks and									
10/17/2016	taxes payments.	2.2	Herren, A.	\$	180.00	\$	396.00		2.2	
	Updated analysis of IRA Resources valuations and prepared schedule									10
	of the same. (2.5) Updated analysis for Santa Fe View property and							· · · · · · · · · · · · · · · · · · ·		
	corresponded with Atty Fates re results of same. (0.4) Corresponded									
	with TNC re PSA amendment, potential interest in other properties and					1				
	timing of the appeals process for the sale of the property. (0.3)							1 1		
	Corresponded with broker for WFPC owned property re listing extension									
	and provided executed copy of same. (0.2) Finalized efforts towards the									
10/17/2016	filing of WSCC payments including correspondence with CPA and					ļ	1			
	updated research into payments of WSCC taxes. (0.3) Continued					1				
	efforts towards the sale of the Reno View and Reno Vista properties,									
						ł	1	1		
	including discussions with T. Hebrank re status of the case, discussions			1		ļ				
	with broker re updated documents and coordination of verious escrow					[
	amendment documents. (0.6)									
		4.3	Rodriguez, G.	\$	180.00	\$	774.00		4.3	
	Review, discuss and approve response to Atty Aguirre SFAR filing.									
10/18/2016	Legal strategy call. Investor correspondence. Review various Atty	Ì				1				
	Aguirre filings.	2.8	Hebrank, T.	\$	247.50	\$	693.00	0.3		
	Conferred with Atty Fates re creation of SFAR and Tecate easements.	~				Ť				
							ļ			
	(0.7) Updated analysis of IRA valuations to reduca liability for investors.						1			
10/18/2016	(3.4) Conferred with TNC repotential for offers on other San Diego	1		1		t i		1		
10,10,2010	based properties and provided additional information requested. (0.3)	1					i	1	1 1	
	Reviewed Aguirre filing re email notices. (0.6)									
		5.0	Rodriguez, G.	\$	180.00	\$	900.00		4.4	
· · · · · · · · · · · · · · · · · · ·	Conf call with Atty Fates and G Rodriguez on outstanding issues and									
10/19/2016	Atty Aguirre and Tecate replies. Review follow up responses and									
10/10/2010	correspondence.	16	Hebrank, T.	\$	247.50	s	396.00		0.8	(
10/19/2016	Recorded and processed vendor checks.		Herren, A.	\$	180.00		252.00		1.4	
10/19/2016		1.41	neiren, A.	Ψ	160.00	Ψ	232.00		T	
	Updated analysis for Yuma listing agreement and provided memo to Atty									
	Fates re same. (1) Continued efforts towards clean-up and									
	management of the Marmac Way property, including review and					1				
	approval of invoices and update of same with broker. (0.3) Conferred					1				
	with Atty Fates re open matters. (0.8) Corresponded and conferred with									
	broker for Tecate properties re potential offers, boundary markers and					1	1			
	easement, (0.4) Corresponded with investors re various customer							1		
	service requests, including updated contact information, details on	1				1				
						1		1		
10/19/2016	abandoning interast and updating ownership information, (0.6)	i		Í		1	1			
	Continued efforts towards the sale of the Reno View and Reno Vista					1	1			
	properties, including discussions with broker re same, discussions with						1	l l		
	Atty Fates re quiet title action and correspondence with same re contact					1	1	1		
	information for Tierra Del Mar Corporation. (0.9) Continued efforts			1						
								1 1		
	towards the sale of the Honey Springs property, including discussion									
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T.									
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre									
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T.	10	Pedrigues C	đ	180.00	¢	883.00		47	
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2)	4.9	Rodriguez, G.	\$	180.00	\$	882.00		4.7	
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor	4.9	Rodriguez, G.	\$	180.00	\$	882.00		4.7	
10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G		£							
	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates.	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	
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10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fates re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	
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	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fates re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	
10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fetes re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and capital contribution requests from investors from beginning of appointment to date of pooling. (1.7) Analyzed Honey Springs offer,	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	
10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fates re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and capital contribution requests from investors from beginning of appointment to date of pooling. (1.7) Analyzed Honey Springs offer, including recent sales comparisons and corresponded with broker re	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	
10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fates re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and capital contribution requests from investors from beginning of appointment to date of pooling. (1.7) Analyzed Honey Springs offer, including recent sales comparisons and corresponded with broker re preparation of a counter offer and prepared addendum to agreemant.	1.4	Hebrank, T. Herren, A.	\$	247.50 180.00	\$	346.50 144.00	0.2	0.7	
10/20/2016	towards the sale of the Honey Springs property, including discussion with broker re escrow end details of offer and discussion of same with T. Hebrank and Atty Fates. (0.7) Reviewed Receiver's response to Aguirre SFAR motion. (0.2) Discuss GP issues and Atty Aguirre filings and litigation. Investor correspondence. Review and discuss various operational issues with G Rodriquez and Atty Fates. Distributed vendor checks. Corresponded with Atty Fates re Yuma listing agreement. (0.2) Reviewed Aguirre response to Receiver's motion for expedited hearing and corresponded with T. Hebrank and Atty Fates re same. (0.7) Reviewed draft of CBRE report. (1.5) Researched note payments and capital contribution requests from investors from beginning of appointment to date of pooling. (1.7) Analyzed Honey Springs offer, including recent sales comparisons and corresponded with broker re	1.4	Hebrank, T.	\$	247.50	\$	346.50	0.2	0.7	

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10/31/2016	Review and approve correspondence re: Tecate and Washoe property issues. Review filings. Misc correspondence.	1.0	Hebrank, T.	\$ 247.50	\$ 247.50	0.2	2	0.6		0.2
10/28/2016	Reviewed correspondence to Atty Damonte re status of the Washoe County bond payments. (0.3) Participated in a conference call with US Army Corps of Engineers re easements on International and Vista Tecate land. (0.3) Reviewed updated draft of CBRE (2.2)	2.8	Rodriguez, G.	\$ 180.00	\$ 504.00			2.8	_	
10/28/2016	payments, updated tracking spreadsheet re same; corresponded with G. Rodriguez re same. Scanned and archived deed of reconveyance for Dayton IV property; corresponded with G. Rodriguez re same.	1.4	Herren, A.	\$ 180.00	\$ 252.00			 1.4		
10/28/2016	Conf call on Tecate easement. Review and discuss Washoe letter and correspondence. Discuss CBRE draft report. Discuss property listing and sales issues. Researched, downloaded and archived Washoe County bond	2.0	Hebrank, T.	\$ 247.50	\$ 495.00			 2.0		
10/27/2016	Discussions of Alty Aguirre filings and responses. Investor correspondence. Review and discuss Tecate notification correspondence. Discussion of property issues with Atty Fates.		Hebrank, T.	\$ 247.50	569.25	0.2		1.3		0.
10/26/2016	Conferred with CBRE re Xpera review and Lansing findings and conferred with T. Hebrank re same. (0.4) Corresponded with investor re changes to IRA account and provided information to verify changes to accounts. (0.8) Reviewed Aguirre reply brief re SEC motion for stay. (0.7) Continued efforts towards the sele of the Tecate properties, including review of pretiminary title reports and topographical maps, review of photos from site visit and discussion with Atty Fates and preparation of materials to defend easements on International and Vista Tecate. (3.5)	5.4	Rodriguez, G.	\$ 180.00	\$ 972.00			5.4		
10/26/2016	Review and executed filing and declaration. Multiple discussions with Atty Fates and G Rodriguez on operational and legal issues. Discuss Atty Aguirre filing of sealed documents. Thorough review and discussion of Tecate easement issue.	3.8	Hebrank, T.	\$ 247.50	\$ 940.50			 2.2		1.
10/25/2016	Corresponded with CBRE re Yuma listing agreement. (0.2) Continued effort towards the sale of Honey Springs property, including updates to counter offer and discussion with broker re sama. (0.4) Continued efforts towards the sale of tha WFPC Yuma property, including revisions of the agreement, and coordinating execution of the same. (0.5) Reviewed Ex Parts filling re hiring of brokers for Yuma and Mindan. (0.3) Site visit to Tecate site to review planned easement locations and take photos of same. (2.7)	4.1	Rodriguez, G.	\$ 180.00	\$ 738.00			4.1		
10/25/2016	Downloaded and archived annual LLC filing confirmations for Pacos Partnership LLC, SFV II, LLC, P-40 Warhawk, LLC and Osprey Pescador, LLC. Updated partner contact information; corresponded re same.	1.1	Herren, A.	\$ 180.00	\$ 198.00			1.1		
10/25/2016	Review and execute listing agreements. Review and execute filing for authority to engage brokers. Discuss Tecate and other property issues. Review filings and update website.	2.0	Hebrank, T.	\$ 247.50	\$ 495.00	0.2		1.4		0.
10/24/2016	Continued efforts towards the disclosure of new asset values for IRA loans to IRA Administrators. (0.5) Corresponded with Atty Fates and T. Hebrank re efforts to reduce amounts due to Special Assessment District 32. (0.1) Corresponded with Atty Fates re status of Reno View & Vista payoff demand from Tierra Del Mar. (0.1) Continued efforts towards the sale of the Honey Springs property including updeting counter offer and discussions with Atty Fates re same and discussions with broker re survey (0.6) Reviewed IRS Notice and corresponded with L. Benjamin re sama. (0.2) Reviewed Evergreen servicing file in preparation for payments due on October 31st. (0.3) Corresponded and conferred with various investors re sale of Honey Springs and other general customer service requests. (1.9) Corresponded with Atty Fates re Santa Fe Mortgage Notes and Deeds of Trust. (0.2)		Rodriguez, G.	\$ 180.00	702.00			3.9		
10/24/2016	Review large volume of filings and have posted to website. Investor correspondence, Discuss outstanding property issues end follow up.	1.8	Hebrank, T.	\$ 247.50	\$ 445.50	0.3		1.0		0.
10/21/2016	Conferred with investor re IRA distribution. (0.2) Conferred to investor re status of the case. (0.4) Continued efforts towards the sale of Yuma properties, including detailed discussion with Atty Fates and CBRE re listing proposel and terms of sale. (0.8) Continued efforts towards the sale of the Honey Springs property, including discussions with Atty Fates and T. Hebrank re counter offer to the Honey Springs offer, and correspondence with broker re changes to counter offer language (2)	3.4	Rodriguez, G.	\$ 180,00	\$ 612.00			3.4		

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Grand Total		150.0		 	\$ 28.802.		3.4	0.0	0.	0 13	1.7	0.0	14,9
10/24/2017	Notarized documents for Western property.		Rodriguez, G. Herren, A.	\$ 180.00	\$ 270. \$ 72.						0.4		
10104/0040	Researched payment of Washoe 3 bond payments and provided same to Atty Fates. (0.8) Conferred with Atty Fates re Washoe 1 reconveyances and information about Washoe 3 bond payments. (0.7)		Pudia un O	480.00	¢ 070.	~					4.5		
10/31/2016	Reviewed property insurance cancellations with Allied Insurance; conferred with Allied Insurance re same. Scanned and archived Lyon County properties deed of trusts received, corresponded with G. Rodriguez re same.	1.3	Herren, A.	\$ 180.00	\$ 234.	00					1.3		

26.7	Hebrank, T.	\$ 247.50	\$ 6,608.25	\$ 841.50	\$ -	\$ -	\$ 3,366.00	\$ 	\$ 2,400.75
81.9	Rodriguez, G.	\$ 180,00	\$ 14,742.00	\$ -	\$ -	\$ -	\$ 13,806.00	\$ -	\$ 936.00
41.4	Herren, A.	\$ 180.00	\$ 7,452.00	\$ -	\$ -	\$ -	\$ 7,452.00	\$ 	\$ -
150.0			\$ 28,802.25	\$ 841.50	\$ -	\$ -	\$ 24,624.00	\$ -	\$ 3,336.75

SEC - Western Financial November 2016

						····			E	Billing Categor	y Allocation		
Date	Description of Services	Hours	Personnel	Pe	r Hour	То	tal Fee	A	в	с	D	E	F
11/1/2016	Investor correspondence. Discuss approach for Santa Fe lander. Review and update website with new filings. Review and approve correspondence. Review various filings.	2.6	Hebrank, T.	\$	247.50	\$	643.50	0.5			1.1		
11/1/2016	Conferred with and assisted various investors in updating account information, providing information to their respective IRA services and disability providers to verify income. (2) Conferred with Atty Fates re Santa Fe payments and updated analysis of note payments. (1.4)	3.4	Rodriguez, G.	\$	180.00	\$	612.00				3.4		
11/2/2016	Investor correspondence, Discuss Santa Fe lender issues. Review and discuss CBRE report. Discuss website changes.	1.8	Hebrank, T.	\$	247.50	\$	445.50	0.8		0,6	0.4		
11/2/2016	Conferred with partner re K-1 statement; corresponded with L. Benjamin from Duffy re same.	0.4	Herren, A.	\$	180.00	\$	72.00				0.4		
11/2/2016	Conferred and corresponded with investors re changes of address and updates on the status of sales and their accounts. (1) Updated valuations for IRA administrators, including updatad analysis of IRA portfolios. (1)		Rodriguez, G.	\$	180.00	\$	360.00				2.0		
11/3/2016	Investor correspondence. Website updates and corrections. Review and approve correspondence. Review filings.	1.2	Hebrank, T.	\$	247,50	\$	297.00	0.8					(
11/3/2016	Updated investor contact information, (0.4) Conf call on open issues. Review draft CBRE report. Discuss	0.4	Rodriguez, G.	\$	180.00	\$	72.00				0.4		
11/4/2016	outstanding property tax and bond payment issues. Investor correspondence.	1.5	Hebrank, T.	\$	247.50	\$	371.25	0.2		0.5	0.8		
11/4/2016	Reviewed reconveyances for Santa Fe Partners list. (0.5) Conferred with investor re IRA account changes. (0.3) Corresponded with Atty Fates and T. hebrank re CBRE report and prepared for and participated in meeting re same. (0.6)	1.4	Rodriguez, G.	\$	180.00	\$	252.00			0.6	0.8		
11/7/2016	Investor correspondence. Discuss Honey Springs counter offer, Discuss upcoming status items and reporting.	0.8	Hebrank, T.	\$	247.50	\$	198.00	0.2			0.6		
11/7/2016	Reviewed and approved accounts payables. (0.2) Continued efforts towards the sale of the Honey Springs property, including discussions with broker re updated offer, discussions with T. Hebrank and Atty Fates re same and additional direct marketing of property to TNC. (0.6) Conferred with T. Hebrank re appraisal notice for Las Vegas 1 based on county request to place essement on the same and discussed same with with appraiser. (0.3) Conferred with investors re status of the case. (1.4)		Rodriguez, G.		180.00	69	450.00				2.5		
11/8/2016	Discuss tax filings. Investor correspondence. Property updates, sales strategy and activity. Discuss TNC property interests. Review and sign A/P checks.	1.3	Hebrank, T.	\$	247,50	\$	321.75	0.4			0.9		
11/8/2016	Continued efforts towards the sale of the Honey Springs property, including discussions with broker re offer and addendume end little documents, discussions with TNC re interest in the property and discussion with T, Hebrank re acceptance of the offer. (0.6)		Rodriguez, G.	\$	180.00	\$	108.00				0.6		
11/9/2016	Investor correspondence. Update on hearing, off calendar. Updates on outstanding items and issues.	0.8	Hebrank, T.	\$	247.50	\$	198.00	0.4			0.4		
11/9/2016	Corresponded with Atty Fates re Reno property liens. (0.1) Revised investor basis report for updating claims process. (2.5) Corresponded with CBRE re minor corrections and typographical changes to report. (0.3) Conferred with Atty Fates re expedited appeal for TNC sale. (0.3)	3.2	Rodriguez, G.	\$	180.00	\$	576.00			0.3	2.9		
11/10/2016	Investor correspondence. Property and sale updates. Discuss CBRE report. Discuss offer on Honey Springs.	1.0	Hebrank, T.	\$	247.50	\$	247,50	0.2		0.3	0.5		
11/10/2016	Updated investor basis report for use in claims approval process. (2.6) Conferred with TNC re appeals process timing and discussed outcome of same discussions with Atty Fates and T. Hebrank. (0.7) Corresponded with investors re questions on K-1s and Schooler disgorgement. (0.7)		Rodriguez, G.	\$	180.00	\$	720.00				1.4	2.6	
11/11/2016	Misc correspondence and case updates.		Hebrank, T.	\$	247.50		74.25	0.3					
11/11/2016	Scanned and archived Real Asset Locators tax documents; forwarded same to G. Rodriguez; corresponded with L. Benjamin from Duffy re same.	0.5	Herren, A.	\$	180.00	\$	90.00				0.5		

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														·
	Conferred with L. Benjamin re Real Asset Locators tax filings and										}			
	corresponded with Atty Fates and T. Hebrank re same (0.8)										1			
11/11/2016	Corresponded with attorney Fates and CBRE re: revisions to same					Į								
	report (0.2) Reviewed correspondence from Atty Fates re Santa Fe													
	partnership note payments. (0.1)		Rodriguez, G.	\$	180.00		198.00				0.2	0.9	I	
11/14/2016	Discuss CBRE report and set up meeting. Misc correspondence.	0.6	Hebrank, T.	\$	247.50	\$	148.50		0.1		0.5			
	Reviewed property tax valuation filings for Washoe 3 and P51. (0.4)													
	Reviewed correspondence re SAD 32 bond penalty relief (Washoe 3								l					
	Property), (0.1) Updated review of CBRE report re property and						1							
	corresponded with same re revisions. (0.5) Continued efforts towards					1								
	the filling of tax returns for Real Asset Locators, including discussions													!
	with L. Benjamin and Atty Fates, re same. (0.5) Continued efforts													1
	towards the sale of the Honey Springs property, including discussions					1					1			1
11/14/2016	with broker re fully executed offer and preliminary title report. (0,1)												ļ	
	Reviewed banking activity to confirm thet note payment for Silver			1										1
	Springs land had been mede. (0.2) Conferred with Atty Fates re verious	-							1					
	open items, including CBRE report, tax preparation plans, details of the													
	Washoe I quiet title action and the Lansing offers. (0.9) Corresponded					1								
	with investor re customer service requests for information. (0.9)	2.0	Rodriguez, G.	\$	180,00		648.00				0.5	3.1		
	Discussion in the DAL second sec	3.0	Rodriguez, G.		100,00	÷	040.00			·	0.51	J. 1		
	Review, sign and submite RAL tax returns. Discuss dissolving the													ļ
11/15/2016	entity. Review and discussion of CBRE report with Atty Fates and G													
	Rodriguez. Begin preparing summary sheet. Discuss closing of sales		11-1		0.47 50		040 50				2.4	4.4		[
	and Honey Springs offer and closing.	3.8	Hebrank, T.	\$	247.50	\$	940.50				2.4	1.4		
11/15/2016	Conferred with partner re follow up on K-1 statement; corresponded with				100.00		00.00		1			~ ~		
	L. Benjamin from Duffy re same.	0.5	Herren, A.	\$	180.00	\$	90.00					0.5		
	Participated in conference with Atty Fates and T. Hebrank re CBRE					!								
	report. (1.2) Reviewed various filings re Atty Aguirre appeal motions.					1					1			
	(0.8) Corresponded with TNC re San Diego County properties for sale.													1
11/15/2016	(0.2) Continued efforts towards the sale of the Bratton Valley properties,					Į.								1
	including review of Bratton View and Honey Springs preliminary title								1					1
	report and correspondence to Atty Fates and T. Hebrank re same						1			1				
	report. (1.1)	3.3	Rodriguez, G.	\$	180.00	\$	594.00				1.2	1.3		0.8
	Work on Xpera/CBRE report recommendation to Court. Obtain and													
11/16/2016	review various filings to incorporate into report. Misc correspondence.										1			
	Discuss status of various properties.	3.3	Hebrank, T.	\$	247.50	\$	816.75		0.2		2.7	0.4	·	
	Conferred with T. Hebrank re CBRE report and preparations for report			1										
	responding to Xpera recommendations (0.3) Conferred with CBRE re									l				
11/16/2016	revisions to report. (1) Revised investor besis report to update contact						Í			[
11/10/2010	information for investors and in preparation for filing taxes. (4)						I			ł				
	Conferred with investors re questions on IRA resources and related GP					1	I							
	(investments. (0.5)	5.8	Rodriguez, G.	\$	180.00	\$.	1,044.00				1.3	4.5	i	
	Work on Xpera/CBRE report recommendation to Court. Review format					1	ľ				1			
	and results to date with Atty Fates. Discuss software options for										ļ			
11/17/2016	investor communications and property tracking with G Rodriguez.										i			
	Update on various property statuses.	3.5	Hebrank, T.	1 \$	247.50	\$	866.25				2.5	1,0		
	Conferred with CBRE repotential changes to report to reflect details of												1-11	
11/17/2016	Lansing offers, (0.4) Continued updates and revisions to investor													
	contact database. (5.1)	5.5	Rodriguez, G.	\$	180.00	\$	990,00				0.4	5.1		
	Misc correspondence. Review and discuss CBRE report. Update			-		1								
11/18/2016	summary schedule for report. Review Atty Fates correspondence.	3.1	Hebrank, T.	\$	247.50	\$	767.25		0.4		2.5			0.2
	Corresponded with partner re copies of K-1 statements; forwarded	0,1				1-						t.		
11/18/2016	same.	0.5	Herren, A.	\$	180.00	\$	90.00					0.5	5	
	Updated revisons to investor database. (0.6) Reviewed	0.0			100.00	Ť		~~~						
	correspondence from Atty Fates re Tierra Del Mar filing with probate													
	court. (0.1) Reviewed correspondence from Atty Fates re Santa Fe					1					1			
44/4 \$10540	Partners negotiations. (0.1) Updated revisions and analysis of CBRE													1
11/18/2016							1		1				1	
	report re Xpera recommendations. (3.6) Review and revisions to			1					ł		l		1	
	Receiver's Motion to Expedite Appeal as to Order approving Jamul	7.0	Redriguez C	t.	190.00	¢.	1 260 00				36	0.0	al	21
	Velley Sale. (2.6)	7.0	Rodriguez, G.	- 15	180.00	Ψ	1,260.00				3.6	0.8		2.0
	Review and discuss CBRE report conclusions. Update supporting													1
11/21/2016	schedule for Court filing. Discussions with Atty Fates and G Rodriguez													1
	on report and findings. Review various correspondendence on		Hebreak T	\$	047 50		940.50				3.5	0.3		
	outstanding item requests.	3.8	Hebrank, T.	-13	247.50	1.2	940.00				3.5	0.3		+
	Corresponded with various investors re status of the case. (1) Updated								1				1	
	investor database with additional information. (0.6) Updated revisions			1		1								
	the second se													
11/21/2016	to request for expedited appeal on the Jamul Valley Sale. (0.9)]								
11/21/2016	to request for expedited appeal on the Jamul Valley Sale. (0.9) Continued analysis and discussions with T. Hebrank and Atty Fetes re CBRE analysis of Xpera report. (3.1)		Rodriguez, G.	s	1000-		1,008.00				3.1	2.5	-	

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11/22/2016	Discuss LinMar III property. Execute PSA on Honey Springs, Sign A/P check run. Finalize CBRE report, including multiple discussions.												
11/22/2016	Investor correspondence Recorded and processed capital contribution reimbursements for Antelope Springs, Reno, Reno View, Reno Vista, Lyons Valley, Jamul Meadows, Hidden Hills, Borderland, Free Trade and International Partners. Recorded and processed note payments for SFV II and Santa Fe Venture. Recorded and processed 2016-2017 property tax payments for Santa Fe County, Recorded and processed payments for vendor	3.2	Hebrank, T.	\$	247.50	5	792.00	0.		2	2	0.6	
	invoices.	6.6	Herren, A.	\$	180.00	\$ 1	188.00					5.6	
11/22/2016	Corresponded and conferred with various investors re customer service requests. (1) Reviewed and approved GP and Western payables. (0.2) Reviewed correspondence from Atty Fates re Santa Fe mortgage. (0.1) Reviewed Linmar III report and corresponded with Atty Fates and T. Hebrank re same. (0.7) Conferred with Atty Fate and T. Hebrank re timing of the Honey Springs offer and corresponded with broker re same. (0.4) Corresponded with Atty Fates re ABL & Mextec listing agreement. (0.2) Conferred and corresponded with Lansing and Petrus Partners re potential offers for properties. (0.4) Provided revisions end conferred with Atty Fates and T. Hebrank re Xpera and CBRE report and recommendation. (0.9)	3.9	Rodriguez, G.	\$	180.00	\$	702.00				9	3.0	
	Review and sign large volume of A/P refund checks. Update website		riesinguos, c.	Z			102.00		<u> </u>		<u> </u>		
11/23/2016	with filing. Updates on outstanding issues. Discuss investor transfer request.	2.2	Hebrank, T.	\$	247.50	\$	544.50	1.	2			1.0	
11/23/2016	Recorded and processed capital contribution reimbursements for Prosperity, Sunteo, Twin Plant, Via 188, Vista Tecate, Tecate South, Park Veges, Production, Rainbow and Silver State Partners. Conferred with partner re 2015 K-1 statement; forwarded same. Downloaded and archived bank statements.	7.3	Herren, A.	\$	180.00	\$ 1	,314.00					7.3	
11/23/2016	Updated investor database. (2.7) Reviewed and approved return of investor capital contributions. (0.5) Corresponded with Atty Fates re investor transfer request. (0.1)	3.3	Rodriguez, G.	\$	180.00	\$	594.00					3.3	
11/27/2016	Recorded and processed capital contribution reimbursements for Nevada View, Highway 50, Carson Valley and Snow Bird Partners.	6.2	Herren, A,	\$	180.00	\$ 1	,116.00					5.2	
11/28/2016	Investor correspondence. Discuss litigation correspondence. Updates on outsatnding items. T/C with Atty Fates.	1.4	Hebrank, T.	\$	247.50		346,50	0.:	2			0.6	0,6
11/28/2016	Recorded and processed capital contribution reimbursements for Heavenly View, Pine View, Gila View and Painted Desert Partners. Reconciled receiver bank eccounts in QuickBooks. Corresponded with partner re 2014 K-1 statements; forwarded same.	7.2	Herren, A.	\$	180.00	s 1	,296.00				-	7.2	
11/28/2016	Corresponded and conferred with various investors re customer service requests and case update. (1.2)		Rodriguez, G.	<u>\$</u>	180.00		216.00					1.2	
11/29/2016	Review Court order and Atty Aguirre filings. Discuss with Atty Fates. Review and discuss draft of receivers report. Updates on oustanding issues and follow-ups. Respond to Atty Aguirre request to expedite. Website updates.		Hebrank, T.	s	247.50		767.25	0		0		0.8	1.1
11/29/2016	Distributed partnership refunds for Antelope Springs, Reno, Reno View, Reno Vista, Lyons Valley, Jamul Meadows, Hidden Hills, Borderland, Free Trade, International and Prosperity Partners. Corresponded with G. Rodriguez re SFV II LLC monthly note statements. Prepared Q3 2016 financial statements; corresponded with G. Rodriguez re same.	6.2	Herren, A.	\$	180.00	\$ 1	,116.00					5.2	
11/29/2016	Briefly reviewed Q3'16 QSF cashflow statements. (0.2) Followed up with TNC re declaration for the expedited appeal in the sale of Jamul property. (0.2) Continued efforts towerds the sale of Dayton IV property, including discussions with potential buyer re timing of same. (0.2) Continued efforts towards the sale of Honey Springs, including discussions with broker re escrow. (0.3) Reviewed and approved investor capital contribution returns. (0.5) Conferred with investors re customer service requests. (0.6) Conferred with broker for Las Vegas I property re additional information needed for sales efforts. (0.4) Reviewed Court's Orders re various investor motions and reviewed Atty Aguirre's filing re CBRE report. (0.3)		Rodriguez, G.	\$	180.00		648.00					2.7	0.9
			The second secon		,				1				

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rand Total		151.9			\$ 30	,285.00	8.1	0.	0 34.1	96.5	2.6	10.6
	expedited appeal motion, including additional review of updated draft motion, review of TNC's proposed changes to declaration, and discussion with Atty Fates of same declarations. (1.7) Reviewed and approved investor refund of capital contribution requests. (0.3)	6.1	Rodriguez, G.	\$ 180.00	\$ 1	,098.00			2.	6 1.6	3	1.9
11/30/2016	Continued efforts towards the preparation of the investor database, including discussions with web developer and CRM provider re options for updating process. (0.7) Corresponded with broker for LV Kade property re overbid instructions. (0.2) Conferred with investors re IRA Resources bill and case update. (0.4) Corresponded with Alty Fates re Aguirre withdrawal of sealed LOI (0.2) Reviewed receiver's report and financials for same. (2.6) Continued efforts towards the filing of the module and the investor in the second seco											
11/30/2016	Reviewed and revised Q3 2016 receipts and disbursements. Revised Q3 2016 financial statement; conferred with G. Rodriguez re same.	5.4	Herren, A.	\$ 180.00	\$	972.00			_	5.4		
11/30/2016	Sign large volume of operational billing refund checks. Review Atty Aguirre correspondence, discuss responses with Atty Fates. Continued review and provide feedback on receiver's report. Discuss issue on removing sealed filings. Investor correspondence. Review TNC declaration, discuss. Discuss and review Jamul expedited filing request. Review and discuss Atty Dyson filings. Website updates.	4.3	Hebrank, T.	\$ 247.50	\$ 1	,064.25	1.4	ŧ	0.	90.9		1.

43.6	Hebrank, T.	\$ 247.50	\$ 10,791.00	\$ 2,004.75	\$ -	\$ 4,801.50	\$ 2,895.75	\$ -	\$ 1,089.00
	Rodriguez, G.	\$ 180.00	\$ 12,150.00	\$ -	\$ -	\$ 2,646.00	\$ 7,920.00	\$ 468.00	\$ 1,116.00
40.8	Herren, A.	\$ 180.00	\$ 7,344.00	\$ -	\$ -	\$ -	\$ 7,344.00	\$ -	\$ -
151.9			\$ 30,285.00	\$ 2,004.75	\$ -	\$ 7,447.50	\$ 18,159,75	\$ 468.00	\$ 2,205.00

SEC - Western Financial December 2016

	2016			,			[Billing Categor	y Allocation	n	
Date	Description of Services	Hours	Personnel	Pe	r Hour	Tot	tal Fee	А	в	c	D	E	F
12/1/2016	Review and discuss Atty Aguirre actions. Review and comment on receiver's report changes. Review and discuss LinMar III receivers report. Correspondence re: LV Kade. Review 3rd quarter accounting, and begin preparing SFAR.	3.8	Hebrank, T.	\$	247.50	\$	940.50			2.6	0.7		0
12/1/2016	Prepared capital contribution checks for disbursement for Suntec, Twin Plant, Via 188, Tecate South, Vista Tecate, Park Vegas, Production, Rainbow, Silver State, Nevada View, Highway 50, Carson Valley, Snow Bird, Heavenly View, Pine View, Gila View and Painted Desert Partners. Prepared letter to IRA Resources for capital contribution reimbursements for Antelope Springs, Via 188, Suntac, Twin Plant, Heavenly View, Carson Valley, Nevada View, Highway 50, Painted Desert, Prosperity, Free Trade, Pine View, Tecate South, Jamul Meadows and Snow Bird Partners; distributed same. Ordered and picked postage for capital contribution reimbursements. Recorded and processed vendor invoices. Corresponded with G. Rodriguez re financial statements; researched same. Prepared letter to IRA Resources, Inc. re capital contribution reimbursement; distributed same.	5.2	Herren, A.	69	180.00	\$	936.00				5.2		
12/1/2016	Reviewed notice re statement of information filings due in new year for various Nevada based Western owned entities. (0.1) Corresponded with L. Benjamin re IRS notice. (0.1) Corresponded with escrow agent for Honey Spring property transaction re documents needed for sale. (0.1) Prepared Orderly Sale Process exhibit for use in marketing LV Kade property. (2.3) Corresponded with broker for Yuma properties re timing of court order. (0.1) Corresponded with Linmar receiver re valuation of the property, and reviewed associated report. (0.3) Continued revisions of the the Receiver's 17th report including updating various analysis to include in the report and a review of the receipts and disbursements schedule (3.6)	8	Rodriguez, G.	\$	180.00	\$	1,188.00			3.6	3.0		
12/2/2016	Investor correspondence. Review Jamul expedited filing and have posted to website. Correspondence and discussions of Schooler essets. Work on SFAR and QB accounting. Final review of receivers report.		Hebrank, T.	\$			1,014.75	0.6		3.0	0.5		
12/2/2016	Distributed capital contribution checks for disbursement for Suntec, Twin Plant, Via 188, Tecate South, Vista Tecate, Park Vegas, Production, Rainbow, Silver Stata, Nevada View, Highway 50, Carson Valley, Snow Bird, Heavenly View, Pine View, Gila View and Painted Desert Pertners. Prepared letter to Pensco Trust Company re capital contribution reimbursement; distributed same. Prepared additional financial reports; corresponded with G. Rodriguez re seme.		Herren, A.				1,008.00				5.6		
12/2/2016	Conferred and corresponded with various Investors re IRA changes and case status updates. (1.7) Continued work on customer service database, including discussion with technical support at software company. (0.4) Reviewed revisions to draft interim report and provided additional detail as raquested. (1.3) Corresponded with L. Benjamin and conferred with T. Hebrenk re IRS notice. (0.2) Updated Orderly Sale Process exhibit for use with sale of properties, including discussions with broker and Atty Fates re revisions to seme. (1.4)		Deduction C	\$	180,00	6	900.00			2.7	2.3		
<u> </u>	Work on QB and accounting processes in conjunction with SFAR and	5.0	Rodriguez, G.		180,00	3	900.00			2.1	2.0		
12/5/2016	overall reporting. Updates and follow ups on outstanding issues. Correspondence re: Schooler assets.	3.7	Hebrank, T.	\$	247.50	\$	915.75			2.9	0.8		
12/5/2016	Processed and recorded monthly payment to Nevada Energy for Reno property.	0.5	Herren, A.	\$	180.00	\$	90.00				0.5		
12/5/2016	Conferred with Atty Fates re several open matters, including Schaffer settlement, negotiations with Sefzik, listing of the Minden property and Tierra Del Mar filing. (1.4) briefly researched WFP email for details of potential lien releases. (0.5) Reviewed financial statements and updated same for inclusion in the report. (2.6) Conferred with technical support re customer service database, including troubleshooting of same database. (0.8)	5.3	Rodriguez, G.	\$	180.00	\$	954.00			2.6	2.7		

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	1												1.7.1
	Investor communications. Process A/P. Work on SFAR report and												
12/6/2016	cash/book reconciliations. Conf call with Atty Fates on opan title and												1
	loan issues. Updates on status of same. Review and discuss Court												
	orders.	3.3	Hebrank, T.	\$	247.50	\$	816.75	0.0	s[1	.4	0.9	0.4
	Corresponded with partner re copies of 2015 K-1 statements; forwarded								1		1		
	same. Processed Q3 2016 general ledger report; forwarded same to G.												
12/6/2016	Rodriguez. Recorded and processed Tower 98 LLC loan payment,					1							
161010010	Recorded vendor monthly service axpense in QuickBooks.								1	1			
	Redistributed partner capital contribution reimbursements.											1	
		2.6	Herren, A.	\$	180.00	\$	468.00					2.6	
	Conferred and corresponded with various investors re contribution								1				
	refunds and other operational questions. (1.5) Conferred with Atty												
	Fates re quiet title liens and potential subordination of various Western												
	employee liens. (0.5) Reviewed motion in probate court re-Tierra Del					1	1						
12/6/2016	Marliens. (0.2)						1			1			
	Conferred with Atty Fates re datails of the Washoe I liens and plen for					ł	[1	1			
	quiet title action. (0.2) Continued work toward the resolution of the					1	i i		1	1		1	
	Balance shaet. (1.1) Corresponded with brokers for Yuma and Minden					1			1	[
	re approval to hire same. (0.2) Reviewed various Ordar issued by the	20	Deddauren O		180.00		700.00			Í		0.7	
	Court. (0.2) Finalize SFAR for receiver's report. Extended call on plan for resolving	3.9	Rodriguez, G.	\$	180,00		702.00					3.7	0.2
	outstanding loan and lien issues. Review and sign listing agreements					1					1		
12/7/2016	and escrow closing documents. Review and comment on												
2//12010	correspondence to parties on loan/lien issues. Review and discuss					1							
	Contespondence to parties on loannen issues. Review and discuss	2.0	Hebrank, T.	\$	247.50	a	965.25			1	.5	2.0	0.4
P11 - 1	Redistributed capital contributions reimbursements to those returned via	3.5		*	247.00	4	903.23				.0	2.0	0.4
	mail, Updated numerous partner's contact information, Recorded and			1		1	i						
	processed Fee App 16 payments. Recorded Nevada Energy payments					1				1			
	in QuickBooks. Recorded and processed payments for annual LLC filing			1		Į –							
12/7/2016	for Fernley and Santa Fe Venture LLCs. Recorded and processed										Í		
	monthly note payment for Washoe County 5 property. Notarized								1				
	documents for Honey Springs property; conferred with T. Hebrank re					1			1				
	same.	51	Herren, A.	ŝ	180.00	\$	918.00			Í	1	5.1	1
	Corresponded with broker re Minden property water rights and executed			1	100.00	+*	0.000						
	listing agreement. (0.2) Conferred with Atty Fates and T. Hebrank re					1			1				
	outstanding lien matters. (1.1) Continued review of financial stetements					1							
	and reconciliation of same to match cash with balance sheet and												
12/7/2016	conferred with Atty Fates and T. Hebrank re same. (2.6) Conferred and									1			
	corresponded with investors re questions on updated IRA valuations	i				1			1				
	and corresponded with IRA Resources re same. (1.3)					1							
		5.2	Rodriguez, G.	\$	180.00	\$	936.00			2	.6	2.6	
12/8/2016	Began review of company files in anticipation of potential subordination					1							
	of salespersons and Schooler insider's interests. (1.5) Corresponded		Rodriguez, G.	\$	180.00		846.00					4.7	
12/9/2016	Investor communications. Discussion with Atty Fates.		Hebrank, T	\$	247.50		99.00	0.4					
12/9/2016	Downloaded and archived monthly bank statements.	0.4	Herren, A.	\$	180.00	\$	72.00					0.4	
	Corresponded with consultant re setup of database for investors and	l l				1					1		
	updated investor database. (2.5) Corresponded with escrow re			1		1							
	documents needed to closa Honey Springs sale, and researched same					1							
10/0040	in company files. (1.5) Reviewed notices re production partners clean					1						1	
12/9/2016	up and corresponded with City of North Las Vegas re same (0.9)					1							
	Conferred and corresponded with verious investors re IRA valuations.					1	1						
	 Reviewed tax notifications for various Washoe County properties. 	E		1		1				1			
						1					1		
	(0.4) Corresponded and conferred with broker re potential sale of the		Dedalarian O	1.0	400.00	I					1	6.8	
	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties, (0.5)	6.8	Rodriguez, G.	\$	180.00	\$	1,224.00		<u> </u>			0.0	
10/40/0016	 {0.4} Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and 	6.8	Rodriguez, G	\$	180.00	\$	1,224.00					0.0	
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Review and discuss Court order re: CBRE												()
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations.		Rodriguez, G	\$	180.00 247.50		1,224.00 346.50	0,:					1.2
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded							0,;					1.2
12/12/2016	 (0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Review and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched 							0,1					1.2
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same							0,1					1.2
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0,5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of							0,1					1.2
	 (0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation 							0,1					1.2
12/12/2016	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation in preparation for GP tax returns. (0.9) Corresponded with broker for							0,:					1.2
	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0.5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hosleft re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation in preparation for GP tax returns. (0.9) Corresponded with broker for Washoe 1 re additional docs requiring signature. (0.3) Reviewed the							0,1					1.2
	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0,5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation in preparation for GP tax returns. (0.9) Corresponded with broker for Washoe 1 re additional docs requiring signature. (0.3) Reviewed the latest on the Tower 98 settlement and approved payment of settlement							0.					1.2
	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0,5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Review and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation in preparation for GP tax returns. (0.9) Corresponded with broker for Washoe 1 re additional docs requiring signature. (0.3) Reviewed the latest on the Tower 98 settlement and approved payment of settlement offer. (0.2) Updated investor database, including discussion with							0.1					1.2
	(0.4) Corresponded and conferred with broker re potential sale of the Las Vegas properties. (0,5) Investor correspondence. Review and discuss Atty Aguirre actions and correspondence. Reviaw and discuss Court order re: CBRE recommendations. Reviewed Court's Order re CBRE engagement. (0.3) Corresponded with City of North Les Vegas re extension of time. (0.2) Researched details of payroll for sales people, corresponded with S. Hoslett re same and corresponded with Attys for J. Schooler re potential subordination of claim. (1) Corresponded with L. Benjamin and prepared documentation in preparation for GP tax returns. (0.9) Corresponded with broker for Washoe 1 re additional docs requiring signature. (0.3) Reviewed the latest on the Tower 98 settlement and approved payment of settlement							0.7					1.2

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12/13/2016	Review and discuss Atty Aguirre filings. Misc correspondence. T/C with Atty Fates.	0.8	Hebrank, T.	\$	247,50	\$	198.00	0.2			0.6
12/13/2016	Reconciled receiver bank accounts in QuickBooks; updated financial statements.	2.0	Herren, A.	s	180.00	\$	360.00			2.0	
12/13/2016	Continued updates to investor database and CRM (1.2) Conferred with Atty Fates re Santa Fe property reconveyance documents and reviewed request from Atty Lorenzen seeking copies of the same. (0.4) Briefly reviewed offer for Stead property and conferred with broker re same. (0.2) Corresponded with broker for ABL-MexTec re property listing. (0.2) Conferred with investors re IRA Resources changes and required minimum distributions. (1.3) Corresponded and conferred with Atty Fates re Schooler reconveyance and corresponded with title officer re same. (0.7) Conferred with Lansing re potential LOI offers, reviewed same and began memo re analysis of the same (2.3)	63	Rodriguez, G.	\$	180.00		134.00			3.3	
12/14/2016	T/C from L Schooler acquaintence. Review and discuss Washoe Co tax settlement. Update call with SEC re: Schooler. Review and discuss response to Atty Aguirre filing. T/C with Atty Fates.		Hebrank, T.	s	247.50		297,00			0.8	0.4
12/14/2016	Revised Washoe County Special Assessment property tax in QuickBooks; processed same; recorded same in detail spreadsheet; conferred with G. Rodriguez re same. Prepared check for Santa Fe Venture note final payment; conferred with G. Rodriguez re same.		Herren, A.	5	180.00		684.00			3.8	
12/14/2016	Corresponded with broker for Las Vegas properties re Court's approval of CBRE recommendations and requested updated documentation pursuant to that approval (0.4) Corresponded with L. Benjamin (Duffy) re payments sent in to IRS. (0.4) Corresponded and conferred with contractor re proposal for cleanup of Production Partners land. (0.4) Corresponded with title officer re copies of the Tower 98 assignments (Santa Fe note). (0.3) Conferred with broker re orderly sale process for GP properties. (0.4) Reviewed documents for Honey Springs reconveyance, including Lost Note Affidavit and prepared same for execution. (0.4) Conferred and corresponded with investors re customer service requests. (0.9) Reviewed details of epproved penalty waiver for Washoe 3 bond payments and approved payment for same. (0.2) Conferred and corresponded with broker re ABL-Mextec property and provided executed listing agreement. (0.3) Updated action plan and provided memo to T. Hebrank and Atty Fates re offer on Stead property. (1) Updated analysis of Lansing offers and prepared action plan memo for T. Hebrank and Atty Fates. (2.2) Reviewed letter to Atty Chappell (Senta Fe Ioan settlement) and provided revisions to seme. (0.4)		Rodriguez, G.	\$	180.00					.3	
12/15/2016	Execute loan related documents. Numerous website updates. Review and discuss filings. Review correspondence and discuss Tower 98 loan situation.		Hebrank, T.	\$	247.50		470.25	0.4			0.4
12/15/2016	Distributed Washoe County Special Assessment tax payment. Recorded and deposited insurance refund for ABL Partners. Corresponded with Allied Insurance re refund for North Springs Partners, conferred with G. Rodriguez re same. Notarized documents for Honey Springs property; conferred with T. Hebrank re same; forwarded same via FedEx. Revised and printed check for Santa Fe Venture property final payment.	3.2	Herren, A.	\$	180.00	\$	576.00			3.2	
12/15/2016	Began notification announcements for all investors re offers received. (2.1) Corresponded with IRA Administrators re chenges to accounts of IRA members. (0.1) Continued efforts towards the sale of Honey Springs, including review of reconveyance documents and provided additional details as required and corresponded escrow officer re same. (0.3) Reviewed marketing information for ABL & Mextec and corresponded (various) with broker re same. (0.3) Reviewed analysis for Santa Fe Loan and corresponded with Atty Fales re same. (2.2) Conferred with CBRE re listings for Las Vegas property, including discussions of the overbid process and listing agreements. (0.4)	6.1	Rodriguez, G.	69	180.00	\$ 1.	098.00			3.1	
12/16/2016	Discuss LV property issues. Misc correspondence. Sign checks and real estate agreements.	0.8	Hebrank, T.	\$	247.50	\$	198.00	0.4).4	
12/16/2016	Reviewed and revised Q3 2016 financials; conferred with G. Rodriguez re same.		Herren, A.	\$	180.00		504.00		 	2.8	<u> </u>

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		33.5	Hebrank, T.	\$	247 50	\$ 8 291	25 \$ 1.014.75	\$ -	\$ 2,821,50	\$ 2,673.00	5 -	\$ 1,782
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FAILER FORM		100.4						0.0	i		5.0	
rand Total		155.4				\$ 30,233.3	25 4.1	0,0	22.9	117.9	0.0	
1212012010	Website updates.	1.1	Hebrank, T.	\$	247.50	\$ 272.5	0.4					
12/28/2016	Respond to Atty Aguirre Inquiry. Review filings for posting to website.				_							
12/27/2016	Investor communications. Review Atty Aguirre correspondence.		Hebrank, T.	\$	247.50	\$ 123.			1			
12/23/2016	Corresponded with investors re status of sale offers. (0.2) Updated notice to investors re sale offers and coordinated for same to be released. (0.7)	ne	Rodriguez, G.	\$	180.00	\$ 162.1	10			0,9		
12/23/2016	Final review of investor property offers email. Misc correspondence.	0.7	Hebrank, T.	\$	247.50	\$ 173.:	25 0.2			0.5		
12/22/2016	Aguirre Motion re-stay pending appeal. (0.2) Reviewed attorney	0.7	Rodriguez, G.	\$	180.00	\$ 126.1	0			0.2		
2/22/2016	property policy; reviewed and researched same. Conferred with partner re contact information and IRA; corresponded with G. Rodriguez re same. Reviewed CBRE invoice for consulting work. (0.2) Reviewed attorney	1.4	Herren, A.	\$	180.00	\$ 252.0	00			1.4		
	motion. Discuss and review Atty Aguirre filings. Corresponded with Allied Insurance re cancellation of additional	3.3	Hebrank, T.	\$	247.50	\$ 816.	^{'5}			2.4		
12/22/2016	Review and discuss investor notification email on property offers. Verify information and discuss items included. Discuss same with Atty Fates. Review and execute listing agreements. Review filing re; Atty Dyson		, , , , , , , , , , , , , , , , , , ,	-								
12/21/2016	Reviewed and revised opposition to Aguirre Jamui Valley Motion and conferred with Atty Fates re same. (2.3) Corresponded with IRA Administrators (IRA Resources and IRA Services Trust) re transfers and additional information requested by the same. (0.7) Continued efforts towards the sale of LV Kade, including preparation of proposals end LOI comments in anticipation of counter LOI being prepared by Colliers. (1.1) Conferred et length with P. Morrissey re offer on Stead property and potential offer on other GP parcels. (0.7)		Rodriguez, G.	\$	180.00					2.5		
2/21/2016	Corresponded with T. Hebrank re Western fee apps paid in 2016; researched same. Updated vendor information in QuickBooks. Reviewed and updated QuickBooks records.	26	Herren, A.	\$	180.00	\$ 468,0	10			2.6		
2/21/2016	Review and comment on response to Atty Aguirre filings. T/C with Atty Fates. Review SEC filing.	0.9	Hebrank, T.	\$	247.50	\$ 222	75					
1 2/20/2 016	Conferred with Lansing re LOIs submitted. (0.2) Continued efforts towards the sale of Las Vegae properties, including review of CBRE listing agreements and vendors agreements to perform requested. (2.2) Continued efforts towards the sale of LV Kede property, including meeting with broker to discuss terms and discussions with T. Hebrank re same. (1.5) Corresponded with investors re questions on status of IRA and other customer service requests, (1.2)	5.1	Rodriguez, G.	\$	180.00	\$ 918.0	0			5.1		
2/20/2016	Researched partner capital contribution refund returned; conferred with G. Rodriguez re same.	0.5	Herren, A.	\$	180.00	\$ 90.0	0			0.5		
2/20/2016	Execute listing agreements. Review Atty Aguirre filings and discuss response with Atty Fates. Investor correspondence.	1.1	Hebrank, T.	\$	247.50	\$ 272.	25 0.2			0.4		
2/19/2016	Continued efforts towards the preparation of due diligence materials for Las Vagas properties, including review of various vendor proposals. (1.4) Reviewed offers for LV Kade property and prepared analysis of the same for T. Hebrank and Atty Fates. (2.5)	3.9	Rodriguez, G.	\$	180.00	\$ 702.0	00			3.9		
2/19/2016	Reviewed and revised Q3 2016 financials; conferred with G. Rodriguez re same.	2.3	Herren, A.	\$	180.00	\$ 414.0	0			2.3		
2/19/2016	Investor correspondence. Review end execute LV property work order.	0.6	Hebrank, T.	\$	247.50	\$ 148.	0.3			0.3		
2/16/2016	Corresponded and conferred with various investors re address changes and updates. (0.7) Corresponded with broker for the sale of Las Vegas Kade property. (0.2) Continued efforts towards the sale of the Las Vegas Properties, including discussions with various vendors requesting proposals from same in preparation of the due digence materials. (0.7) Conferred with Atty Fates and revised Santa Fe Loan analysis. (2.2) Reviewed Weaver Construction clean-up proposal for Production Partners land. (0.3) Reviewed CBRE listing agreements and coordinated execution and delivery of the same. (0.6)	4.7	Rodriguez, G.	\$	180.00	\$ 846.0	00			4.7		

33.5	Hebrank, T.	59	247.50	\$ 8,291.25	\$	1,014.75	\$ -	\$	2,821.50	\$ 2,673.00	\$ -	\$ 1,782.00
83.9	Rodriguez, G.	\$	180.00	\$ 15,102.00	\$	-	\$ -	5	2,070.00	\$ 12,436.00	\$ -	\$ 594.00
38.0	Herren, A.	\$	180.00	\$ 6,840.00	\$	-	\$ -	\$	-	\$ 6,840.00	\$ -	\$ -
155.4				\$ 30,233.25	\$	1,014.75	\$ -	\$	4,891.50	\$ 21,951.00	\$ -	\$ 2,376.00

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EXHIBIT B

EXHIBIT B

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SEC - Western Financial Fee Application #18 Summary - Fees

		-							В	llin	g Catego	ory	Allocatio	n	-	
Date	Hours	Personnel	Per	Hour	т	otal Fee	А		в		С		D		E	F
		- -														
Oct 16 Fees	26.7	Hebrank, T.	\$	247.50	\$	6,608.25	\$ 841.50	\$	-	\$	-	\$	3,366.00	\$	-	\$ 2,400.75
	81.9	Rodriguez, G.	\$	180.00	\$	14,742.00	\$ -	\$	-	\$	-	\$	13,806.00	\$	-	\$ 936.00
	41.4	Herren, A.	\$	180.00	\$	7,452.00	\$ -	\$	-	\$	-	\$	7,452.00	\$,	\$ -
	150.0				\$	28,802.25	\$ 841.50	\$	-	\$	-	\$	24,624.00	\$	-	\$ 3,336.75
Nov 16 Fees	43.6	Hebrank, T.	\$	247.50	\$	10,791.00	\$ 2,004.75	\$		\$	4,801.50	\$	2,895.75	\$	-	\$ 1,089.00
	67.5	Rodriguez, G.	\$	180.00	\$	12,150.00	\$	\$	-	\$	2,646.00	\$	7,920.00	\$	468.00	\$ 1,116.00
	40.8	Herren, A.	\$	180.00	\$	7,344.00	\$ -	\$	-	\$	-	\$	7,344.00	\$	-	\$ -
	151.9				\$	30,285.00	\$ 2,004.75	\$	-	\$	7,447.50	\$	18,159.75	\$	468.00	\$ 2,205.00
	N ₁₁ ,															
Dec 16 Fees	33.5	Hebrank, T.	\$	247.50	\$	8,291.25	\$ 1,014.75	\$	-	\$	2,821.50	\$	2,673.00	\$	-	\$ 1,782.00
	83.9	Rodriguez, G.	\$	180.00	\$	15,102.00	\$ -	\$	-	\$	2,070.00	\$	12,438.00	\$	-	\$ 594.00
	38.0	Herren, A.	\$	180.00	\$	6,840.00	\$ ~	\$	-	\$	-	\$	6,840.00	\$	-	\$ -
	155.4				\$	30,233.25	\$ 1,014.75	\$	-	\$	4,891.50	\$	21,951.00	\$	-	\$ 2,376.00
								·								
Grand Total	103.8	Hebrank, T.	\$	247.50	\$	25,690.50	\$ 3,861.00	\$	-	\$	7,623.00	\$	8,934.75	\$	-	\$ 5,271.75
	233.3	Rodriguez, G.	\$	180.00	\$	41,994.00	\$ -	\$	-	\$	4,716.00	\$	34,164.00	\$	468.00	\$ 2,646.00
	120.2	Herren, A.	\$	180.00	\$	21,636.00	\$ -	\$		\$	-	\$	21,636.00	\$	-	\$ -
	457.3	Total			\$	89,320.50	\$ 3,861.00	\$	-	\$	12,339.00	\$	64,734.75	\$	468.00	\$ 7,917.75

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SEC - Western Financial Fee Application #18 Summary - Hours

			-			Billing Category Allocation					
Date	Description of Services	Hours	Personnel	Per Hour	Total Fee	А	В	С	D	E	F
Oct 16 Hou	urs	26.7	Hebrank, T.			3.4	0.0	0.0	13.6	0.0	9.7
		81.9	Rodriguez, G.			0.0	0.0	0.0	76.7	0.0	5.2
		41.4	Herren, A.			0.0	0.0	0.0	41.4	0.0	0.0
		150.0				3.4	0.0	0.0	131.7	0.0	14.9
Nov 16 Ho	urs	43.6	Hebrank, T.			8.1	0.0	19.4	11.7	0.0	4.4
		67.5	Rodriguez, G.			0.0	0.0	14.7	44.0	2.6	6.2
		40.8	Herren, A.			0.0	0.0	0.0	40.8	0.0	0.0
		151.9				8.1	0.0	34.1	96.5	2.6	10.6
Dec 16 Hours	urs	33.5	Hebrank, T.		ļ	4.1	0.0		10.8	0.0	7.2
		83.9	Rodriguez, G.			0.0	0.0	11.5	69.1	0.0	3.3
		38.0	Herren, A.			0.0	0.0	0.0	38.0	0.0	0.0
		155.4				4.1	0.0	22.9	117.9	0.0	10.5
Grand Total	al	103.8	Hebrank, T.			15.6	0.0	30.8	36.1	0.0	21.3
		233.3	Rodriguez, G.			0.0	0.0	26.2	189.8	2.6	14.7
		120.2	Herren, A.			0.0	0.0	0.0	120.2	0.0	0.0
		457.3				15.6	0.0	57.0	346.1	2.6	36.0

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EXHIBIT C

SEC - Western Financial Fee Application #18 - Costs

Date	Description	E	Personnel		
10/6/2017	FedEx	\$	15.24	E3	
10/31/2016	Postage	\$	18.28	E3	
10/31/2016	Copies 769 @ .05	\$	38.45	E3	
	Total	\$	71.97		
11/30/2016	Postage	\$	26.32	E3	
11/30/2016	Copies 912 @ .05	\$	45.60	E3	
	Total	\$	71.92		
12/31/2016	Postage	\$	62.24	E3	
12/31/2016	FedEx	\$	31.31	E3	
12/31/2016	Website Updates	\$	850.00	E3	
12/31/2016	Copies 1,263 @ .05	\$	63.15	E3	
	Total	\$	1,006.70		
	Grand Total	\$	1,150.59		

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EXHIBIT D

EXHIBIT D

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Thomas C. Hebrank, Receiver E3 Advisors 401 West A Street, Suite 1830 San Diego, CA 92101 (619) 567-7223

STANDARDIZED FUND ACCOUNTING REPORT

CIVIL - RECEIVERSHIP FUND

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, v.

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

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

REPORTING PERIOD 07/01/2016 TO 09/30/2016

STANDARDIZED FUND ACCOUNTING REPORT for Western Financial Planning - Cash Basis Receivership; Case No. 3:12-cv-02164-GPC-JMA Reporting Period 07/01/2016 to 09/30/2016

_	JNTING (See instructions):	Detail	Subtotal	Grand Total
Line 1	Beginning Balance (As of 07/01/16):	2,549,652		2,549,652
	Adj June 2016 Loan Principal Pmts			(36,907
	learning in Fred Balance			
	Increases in Fund Balance:			
Line 2	Business Income	-		-
Line 3	Cash and Securities			-
Line 4	Interest/Dividend Income	152		152
Line 5	Business Asset Liquidation	18,949		18,949
Line 6	Personal Asset Liquidation	-		-
Line 7	Third-Party Litigation Income			-
Line 8	Miscellaneous - Other*1	-		-
	Total Funds Available (Lines 1 - 8):	2,568,753	and the second	2,531,846
	Decreases in Fund Balance:			
Line 9	Disbursements to Investors	-		-
Line 10	Disbursements to Receivership Operations			
	Disbursement to Receiver or Other Professionals	(509,451)		(509,451
	Business Asset Expenses	(475,868)		(475,868
	Personal Asset Expenses	-		-
	Investment Expenses	-		-
	Third-Party Litigation Expenses	- 1		_
	1. Attorney Fees	-		
	2. Litigation Expenses	-		
	Total Third-Party Litigation Expenses	-		-
11 106	T			
	Tax Administrator Fees and Bonds	-		-
Line 10g	Federal and State Tax Payments Total Disbursements for Receivership Operations	(80)		(80) (985,399
- 1967	Total Disparsements for Receiversing Operations			(303,333
Line 11	Disbursements for Distribution Expenses Paid by the	e Fund:		
Line 11a	Distribution Plan Development Expenses:			
	1. Fees:			
	Fund Administrator	- 1		-
	Independent Distribution Consultant (IDC)	-		-
	Distribution Agent	17		-
	Consultants	-		-
	Legal Advisors	-		-
	Tax Advisors	- 1		-
	2. Administrative Expenses			
	3. Miscellaneous			
- 35	Total Plan Developmental Expenses			-
line 11h	Distribution Plan Implementation Expenses:			
200 220	1. Fees:			
	Fund Administrator	2		2
	IDC	-		- 1 I I I
	Distribution Agent	-		_
	Consultants	-		
	Legal Advisors	-		
	Tax Advisors	-		
	2. Administrative Expenses	-		_
	3. Investor Identification:			
	Notice/Publishing Approved Plan	-		Ξ.
	Claimant Identification	-		
	Claims Processing	-		-
	Web Site Maintenance/Call Center	-		-
	4. Fund Administrator Bond	-		-
	5. Miscellaneous	-		-
	6. Federal Account for Investor Restitution			
	(FAIR) Reports Expenses			
	Total Plan Implementation Expenses	hutho Fund		-
	Total Disbursements for Distribution Expenses Paid	by the Fund		-
Line 12	Disbursements to Court/Other:			
Line 12a	Investment Expenses/Court Registry Investment			
	System (CRIS) Fees			=
Line 12b	Federal Tax Payments	-		=
	Total Disbursement to Court/Other:			
	Total Disbursement to Court/Other: Total Funds Disbursed (Lines 9 - 11):			- (985,399
Line 13				- (985,399 1,546,447

STANDARDIZED FUND ACCOUNTING REPORT for Western Financial Planning - Cash Basis Receivership; Case No. 3:12-cv-02164-GPC-JMA Reporting Period 07/01/2016 to 09/30/2016

Indiana and in the second	Ending Balance of Fund - Net Assets:			
Line 14a	Cash & Cash Equivalents			1,546,44
	Investments			-
Line 14c	Other Assets or Uncleared Funds			-
	Total Ending Balance of Fund - Net Assets		· · · · · · · · · · · · · · · · · · ·	1,546,44
_				
OTHER SUPPI	EMENTAL INFORMATION:			<u> </u>
	Report of Items NOT to be Paid by the Fund:	<u>Detail</u>	<u>Subtotal</u>	Grand Total
Line 15	Disbursement for Plan Administration Expenses Not Pa	id by the Fund:		
Line 15a	Plan Development Expenses Not Paid by the Fund: 1. Fees:	,		
	Fund Administrator	-		-
	IDC	-		
	Distribution Agent	_		-
	Consultants	-		
	Legal Advisors			
	Tax Advisors			
	2. Administrative Expenses			
	3. Miscellaneous			
	Total Plan Developmental Expenses Not Paid by the Fu	nd		
				1
Line 15b	Plan Implementation Expenses Not Paid by the Fund			
	1. Fees:			
	Fund Administrator	_		
	IDC	-		
	Distribution Agent			
	Consultants			
	Legal Advisors			
	Tax Advisors			
	2. Administrative Expenses			
	3. Investor Identification	-		-
	Notice/Publishing Approved Plan			
	Claimant Identification	-		-
	and a second	-		-
	Claims Processing	-		
	Web Site Maintenance/Call Center 4. Fund Administrator Bond	-		-
		-		-
	5. Miscellaneous	-		-
	6. FAIR Reporting Expenses	-		
Lina 15c	Total Plan Implementation Expenses Not Paid by the F	una		
Line 150	Tax Administrator Fees & Bonds Not Paid by the Fund Total Disbursements for Plan Administration Expenses	Not Daid by the Fi	und	
	Total Disbursements for Plan Auministration Expenses	NOL Faid by the Pt	and	
Line 16	Disbursements to Court/Other Not Paid by the Fund:			
	Investment Expenses/CRIS Fees	_		
	Federal Tax Payments			1
	Total Disbursement to Court/Other Not Paid by the Fun	d:		
lino 17	DC & State Tay Doumonts			
Line 17	DC & State Tax Payments	-		<u> </u>
Line 18	No. of Claims:			
Line 18 Line 18a	# of Claims Received This Reporting Period			
Line 180	# of Claims Received Since Inception of Fund			
	No. of Claimants/Investors:			
ine 19				
Line 19 Line 19a	# of Claimants/Investors Paid this Reporting Period			

as C Hebrand Receive By Thomas C. Hebrank

Court-Appointed Receiver

Date: 12/7/16