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

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

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

Defendants.

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

**TENTH INTERIM APPLICATION  
FOR APPROVAL AND PAYMENT  
OF FEES AND COSTS TO  
THOMAS C. HEBRANK, AS  
RECEIVER**

Date: July 31, 2015  
Time: 1:30 p.m.  
Ctrm: 2D  
Judge: Hon. Gonzalo P. Curiel

1 Thomas C. Hebrank ("Receiver"), the Court-appointed permanent receiver for  
2 First Financial Planning Corporation d/b/a Western Financial Planning Corporation  
3 ("Western"), and its subsidiaries, including the general partnerships set up by  
4 Western (collectively, "Receivership Entities"), hereby submits this tenth interim  
5 application for payment of professional fees and reimbursement of costs for the time  
6 period October 1, 2014 through December 31, 2014 ("Application Period").

7 The Receiver incurred \$74,421.00 in fees and \$1,453.21 in costs for this  
8 Application Period and asks the Court to approve on an interim basis and authorize  
9 the payment of 80% of the fees incurred (consistent with prior fee application awards  
10 from the Court), or \$59,536.80, and 100% of the costs incurred. Detailed  
11 descriptions of the services rendered are contained in Exhibit A attached hereto.  
12 Exhibit B is a chart reflecting the hours and fees billed to each category of services  
13 on a monthly basis during the Application Period. Exhibit C is a summary of the  
14 out-of-pocket costs. During the Application Period, the Receiver and his staff have  
15 spent 362.6 hours at an overall blended billing rate of \$205.24 per hour. The  
16 Receiver has discounted all fees by 10 percent from regular hourly billing rates.

#### 17 I. FEE APPLICATION

18 The Receiver's work during the Application Period falls into the following  
19 categories:

- 20 A. General Receivership
- 21 B. Asset Investigation & Recovery
- 22 C. Reporting
- 23 D. Operations & Asset Sales
- 24 E. Claims & Distributions
- 25 F. Legal Matters & Pending Litigation

#### 26 A. General Receivership

27 During the Application Period, the Receiver (a) participated in meetings and  
28 conferences with SEC's counsel and legal counsel; (b) handled general administrative

1 matters, including reviewing mail, emails and other correspondence directed to the  
 2 Receivership Entities; (c) administered the bank accounts of the Receivership  
 3 Entities; (d) reviewed and approved expenditures; and (e) maintained and updated  
 4 the Receiver's website with case information and documents.

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
T. Hebrank	Receiver	\$247.50	27.0	\$6,682.50
TOTAL			27.0	\$6,682.50
Avg. Hourly Rate		\$247.50		

9 **B. Asset Investigation & Recovery**

10 None

11 **C. Reporting**

12 This category contains time spent by the Receiver appearing at the October 10  
 13 and 15, 2014 Court hearings relating to including the GPs in the receivership. The  
 14 Court's October 17, 2014 Order directed the Receiver to prepare a detailed report on  
 15 the financial condition of each of the 86 GPs, including numerous different data  
 16 points for each GP and GP property. Dkt. No. 808. Accordingly, the Receiver ran  
 17 necessary reports on GP finances, gathered key data on operational bills and expense  
 18 obligations, analyzed past expenses, and put together projections for future expenses  
 19 and future cash balances for each GP. This required substantial time considering the  
 20 amount of data and number of GPs involved. The information was then organized,  
 21 further analyzed, revised, and summarized for inclusion in the Receiver's Report and  
 22 Recommendation Regarding General Partnerships, including detailed financial  
 23 exhibits, all of which was filed on November 21, 2014. Dkt. No. 852.

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
T. Hebrank	Receiver	\$247.50	40.3	\$9,974.25
G. Rodriguez	Director	\$180.00	94.0	\$16,920.00
TOTAL			134.3	\$26,894.25
Avg. Hourly Rate		\$200.26		

1           **D. Operations & Asset Sales**

2           The Receiver's work in this category relates to (a) management and oversight  
3 of the GPs' operations and real properties, including securing the GP and Western  
4 server and coordinating daily backups of same; (b) management and oversight of  
5 Western's operations; (c) performing accounting functions of the Receivership  
6 Entities, including paying expenses, clearing checks and ACH entries and managing  
7 and paying the underlying mortgages on the GP owned properties; (d) management  
8 and oversight of tax reporting for all Receivership Entities; (e) management and  
9 oversight of GP operational billings, loan payments, and overall cash management;  
10 and (f) significant time spent conducting investor votes and analysis relating to  
11 purchase offers received.

12           It should be noted that significant additional time was incurred by the  
13 Receiver's staff during this period due to the administrators and other Western  
14 personnel no longer performing or refusing to perform tasks they previously  
15 performed, including reporting, processing mortgage notes and property taxes,  
16 preparing operational reports, and assisting with underlying tasks relating to purchase  
17 offers received and responding to orders from the Court for additional financial  
18 information for the GPs. Because of the anticipated transfer of responsibilities to an  
19 outside property management company for the GPs, the administrators ceased  
20 cooperating, and the Receiver had to perform these tasks during this interim period.

21

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
T. Hebrank	Receiver	\$247.50	26.3	\$6,509.25
G. Rodriguez	Director	\$180.00	85.3	\$15,354.00
A. Herren	Director	\$180.00	44.7	\$8,046.00
TOTAL			156.3	\$29,909.25
Avg. Hourly Rate		\$191.36		

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26           **E. Claims & Distributions**

27           None

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1           **F. Legal Matters & Pending Litigation**

2           Services in this category include the Receiver's work on (a) meetings with  
3 legal counsel; (b) oppositions and filings related to the operation of the receivership;  
4 and (c) preparing for and attending depositions related to Defendants' subpoenas of  
5 the Receiver. In particular, the Receiver gathered and produced documents requested  
6 by the Defendants and prepared for and attended two sessions of deposition  
7 conducted by Defendants on December 10 and December 18, 2015.

8

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
T. Hebrank	Receiver	\$247.50	42.0	\$10,395.00
G. Rodriguez	Director	\$180.00	3.0	\$540.00
TOTAL			45.0	\$10,935.00
Avg. Hourly Rate		\$243.00		

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13           **G. Costs**

14           The Receiver requests the Court approve \$1,453.21 in costs. A detailed listing  
15 of each expense is summarized in Exhibit C. The Receiver charges \$.05 per page for  
16 copies and all other items are billed at actual cost. Any travel reflects coach airfare  
17 and reasonable accommodations billed at cost.

18                           **II. THE REQUESTED FEES ARE REASONABLE**  
19   **AND SHOULD BE ALLOWED**

20           In its Order Granting in Part First Interim Fee Applications ("First Fee  
21 Application Order"), the Court analyzed the case law regarding approval of interim  
22 fee applications in regulatory receiverships and determined the following factors  
23 should be considered: (1) the complexity of the receiver's tasks; (2) the fair value of  
24 the time, labor, and skill measured by conservative business standards; (3) the quality  
25 of work performed, including the results obtained and the benefit to the receivership  
26 estate; (4) the burden the receivership estate may safely be able to bear; and (5) the  
27 Commission's opposition or acquiescence. In its orders on the Receiver's prior fee  
28 applications, the Court has determined the Receiver's tasks in this case are

1 significantly complex, the hourly rates charged represented the fair value of the time,  
2 labor, and skill required, and the Receiver's work has materially benefited the  
3 Receivership Entities.

4 The Receiver believes this fee request is likewise fair and reasonable and the  
5 fees and costs incurred were necessary to the administration of the receivership  
6 estate. The Receiver's request for compensation is based on his customary billing  
7 rates charged in similar matters, discounted by 10 percent. The blended hourly rate  
8 for all services provided during the Application Period is \$205.24. The Receiver's  
9 billing rates are comparable or less than those charged in the community on similarly  
10 complex matters.

11 **A. Costs**

12 The Receiver also requests Court approval of \$1,453.21 in costs. A summary  
13 of costs is included as Exhibit C. The Receiver charges \$.05 per page for copies and  
14 all other items are billed at actual cost.

15 **B. Receivership Estate's Ability to Bear Burden of Fees**

16 The Receiver proposes the approved fees and costs be paid from Western's  
17 assets as cash is available. As directed by the Court, the Receiver continues efforts  
18 to collect loans the GPs owe Western through billings sent to investors. The  
19 Receiver also continues efforts to collect the LinMar loans through enforcement of  
20 the judgments entered against the LinMar Defendants. Western's land parcels have  
21 been listed for sale and at some point its equity interests in the GPs may be  
22 liquidated. Approved fees and costs will likely have to be paid in increments over  
23 time as funds are collected and cash is available. The fees and costs should  
24 nevertheless be approved.

25 **C. The Commission's Position**

26 Prior to filing, the Receiver and Allen Matkins provided these fee applications  
27 to counsel for the Commission in substantially final form. Counsel for the  
28

1 Commission has advised that the Commission has no opposition to the fees and costs  
2 requested.

3 **III. CONCLUSION**

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

6 WHEREFORE, the Receiver requests an order:

7 1. Approving \$74,421.00 in fees and \$1,453.21 in costs incurred by the  
8 Receiver during the Application Period and authorizing payment on an interim basis  
9 of \$59,536.80 in fees and \$1,453.21 in costs from available receivership estate assets;  
10 and

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

12 Dated: June 22, 2015

13  
14 By:   
15 THOMAS C. HEBRANK,  
16 Permanent Receiver  
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Exhibit A	Detailed Descriptions of Services Rendered	9
Exhibit B	Chart Reflecting Hours and Fees Billed to Each Category of Services	21
Exhibit C	Summary of Out-of-Pocket Costs	24

# EXHIBIT A

# EXHIBIT A

SEC - Western Financial  
October 2014

Date	Description of Services	Hours	Personnel	Per Hour	Total Fee	Billing Category Allocation					
						A	B	C	D	E	F
10/1/2014	Review and discuss purchase offer, follow-up.	0.4	Hebrank, T.	\$ 247.50	\$ 99.00				0.4		
10/1/2014	Reviewed results of Yuma I and Yuma III tax reductions. Corresponded with Paradigm re approval to invoice and corresponded with Atty Fates and T. Hebrank re status of same review.	0.4	Rodriguez, G.	\$ 180.00	\$ 72.00				0.4		
10/2/2014	Discuss subpoena issues. Review and approve ACH batches. Discuss server copying/access issues (.2)	0.6	Hebrank, T.	\$ 247.50	\$ 148.50	0.6					
10/2/2014	Conferred with K. Higgins re offer submitted on Silver State Partners. Provided additional information as requested. Corresponded with Atty Fates and T. Hebrank re K. Higgins conversation and drafted investor notice re sale. Corresponded with Atty Fates re same. (1.8) Reviewed and updated WFPC Income Statement. Corresponded with T. Hebrank re WSCC transfers. (.5) Corresponded with A. Jacobson and B. Schuler re payment of Yuma I and Yuma III invoices for property tax appeals. (.2) Corresponded with B. Schuler re clarification on invoices for Yuma properties. (.2) Researched information needed for server backup. Conferred with AMA Networks re same. (.5)	3.2	Rodriguez, G.	\$ 180.00	\$ 576.00					3.2	
10/6/2014	Review and discuss property offer and correspondence to GPs. Review Court filings and update website with same.	2.0	Hebrank, T.	\$ 247.50	\$ 495.00	0.5				1.5	
10/6/2014	Recorded and processed general partnership note payments. Recorded and processed invoices and payments. Recorded and prepared mortgage payments for Sante Fe Ventures and SFV II LLC.	3.4	Herren, A.	\$ 180.00	\$ 612.00					3.4	
10/6/2014	Reviewed and updated bank account balances. Corresponded with S. Brookman re status of WSCC bank transfers. (.3) Conferred with T. Hebrank re offer received for Silver State Partners and began preparation of email to partners. (.6)	0.9	Rodriguez, G.	\$ 180.00	\$ 162.00					0.9	
10/7/2014	Investor correspondence. Updates and discussions on upcoming hearing, operations and purchase offer.	0.8	Hebrank, T.	\$ 247.50	\$ 198.00	0.3				0.5	
10/7/2014	Reviewed bank account information and updated Income statement. Corresponded with S. Brookman re receipts into WSCC account. Reviewed accounts payables and approved same for payment. (.5) Corresponded with Atty Fates re server copying. Conferred with AMA Networks re plan for same. Corresponded with AMA Networks re cancellation of work. (.5) Finalized letter to partners re Silver State Partners offer. (.8)	1.8	Rodriguez, G.	\$ 180.00	\$ 324.00					1.8	
10/8/2014	Review and approve ACH batches. Review Court filings. Discuss upcoming hearing. Discuss GP operations. Investor correspondence. Review and discuss Defendant non-compliance. Discuss server, addn correspondence. (.6)	1.8	Hebrank, T.	\$ 247.50	\$ 445.50	0.8					1.0
10/8/2014	Reviewed and researched Yuma I potential foreclosure. Conferred with Pioneer title re same. Corresponded with T. Hebrank and Atty Fates re same. (1) Corresponded with T. Harris re payment for accounting services. (.1) Reviewed and approved WSCC transfers. Corresponded with S. Brookman and M. Kraus re transfer limits. Resolved same for transfers into WSCC and Corporate account. (.2) Corresponded with Atty Fates re email to Silver State Partners and provided copies of the same. Prepared mailing to partners of Silver State Partners whose email bounced back. Coordinated delivery of the same and conferrad with T. Hebrank re number of partners. (1)	2.3	Rodriguez, G.	\$ 180.00	\$ 414.00					2.3	
10/9/2014	Update with Atty Fates. Discuss upcoming hearing and response to Defendant non-compliance on server. (.2) Review filings, plan for upcoming hearing.	1.9	Hebrank, T.	\$ 247.50	\$ 470.25						1.9
10/9/2014	Corresponded with S. Brookman re WSCC account and reconciliation of account. Transferred funds from Corporate account to WSCC to cover transfers. Reviewed detailed analysis provided by S. Brookman and responded requesting additional information for analysis. (1.3) Reviewed Contempt Motion re server and provided revisions to same. (.6)	1.9	Rodriguez, G.	\$ 180.00	\$ 342.00					1.9	
10/10/2014	Meet and prepare for Court hearing. Attend Court hearing. Follow up after hearing.	6.8	Hebrank, T.	\$ 247.50	\$ 1,683.00			6.8			

10/10/2014	Attended hearing re Courts sua sponte reconsideration decision and listened to hours of investor testimony re status of operations. Conferred with Atty Fates and T. Hebrank re strategy for same.	5.9	Rodriguez, G.	\$ 180.00	\$ 1,062.00			5.9		
10/12/2014	Prepared detailed analysis of GP Operations and Finances for use in Court hearing on 10/15. (2.6)	2.6	Rodriguez, G.	\$ 180.00	\$ 468.00				2.6	
10/13/2014	Review and discuss upcoming hearing and topics. Conf call with Atty Fates. Review and approve ACH batches.	1.4	Hebrank, T.	\$ 247.50	\$ 346.50	0.1			0.5	0.6
10/13/2014	Conferred with AMA Networks re status of server copies. Conferred with Atty Fates and T. Hebrank re strategy for same. (0.4) Reviewed bank account to ensure that funds were available to clear monthly payments. Updated WFPC Income statement. Approved WSCC payments. Corresponded with S. Brookman re ACH Payments made. (1) Conferred with J. Winters re rent payments, copy of lease and various repairs needed at the property. Also discussed potential rent for downstairs unit. (0.3) Continued analysis of the GP operations and finances in preparation for reporting to the Court. Conferred at length with Atty Fates re same arguments. Provided three sample copies of billing letters to partners. (2.4)	4.1	Rodriguez, G.	\$ 180.00	\$ 738.00				4.1	
10/14/2014	Conf call on upcoming hearing. Review Defendant filing. Further discussions re: hearing and responses, issues. Discussions with Atty Fates, correspondence and review re: server access (4)	2.1	Hebrank, T.	\$ 247.50	\$ 519.75					2.1
10/14/2014	Revised general partnership note payments for week 4. Distributed all general partnership note and vendor payments.	0.6	Herren, A.	\$ 180.00	\$ 108.00				0.6	
10/14/2014	Corresponded with Pioneer Title re amounts due on default notice. (0.1) Conferred with Atty Fates and T. Hebrank re supplemental reply brief filed by Defendants. (0.7) Reviewed correspondence from Bonaventure LLC reclaim to use public access road for mineral rights search. Corresponded with Atty Fates re same and researched property records of same. (0.7) Reviewed details of bank statements and corresponded with S. Brookman re details of same. (0.3) Corresponded with Atty Fates re server matter. Reviewed correspondence from T. Hebrank re same. (0.1)	1.9	Rodriguez, G.	\$ 180.00	\$ 342.00				1.9	
10/15/2014	Prepare for hearing. Review and discuss Court filings and outlines. Met with Atty Fates and SEC in preparation for hearing. Attend hearing. Discuss results of hearing.	8.5	Hebrank, T.	\$ 247.50	\$ 2,103.75			8.5		
10/15/2014	Participated in hearing re Sua Sponte Reconsideration Order. (5.2) Conferred with T. Hebrank and Atty Fates in preparation for Court Hearing and afterwards to process information gleaned from Court hearing. (2)	7.2	Rodriguez, G.	\$ 180.00	\$ 1,296.00			7.2		
10/16/2014	Discuss hearing, end game re: GPs. Discuss subpoena, document production (2). Sign A/P checks. Discuss administrators, operational issues. Investor correspondence.	4.1	Hebrank, T.	\$ 247.50	\$ 1,014.75	0.5			1.5	2.1
10/16/2014	Conferred and corresponded with partnership note servicers re verification of note balances; researched contact information re same. Prepared summary spreadsheet re same.	1.5	Herren, A.	\$ 180.00	\$ 270.00				1.5	
10/16/2014	Conferred with T. Hebrank re investor communications. (0.1) Conferred at length with T. Hebrank re payment of taxes late by the administrators. Corresponded with T. Fates re same. Corresponded with B. Schuler re explanation for same. (0.3) Conferred with T. Hebrank re preparation of Court ordered analysis. Began analysis as verbally ordered by the Court regarding the health of the various partnerships. Updated current cash balance on each GP as of 10/1/14. Conferred with A. Herren re balance of mortgage payments. (4.2)	4.6	Rodriguez, G.	\$ 180.00	\$ 828.00			4.2	0.4	
10/17/2014	Review and approve ACH batches. Investor correspondence. Discuss GP end game items.	1.6	Hebrank, T.	\$ 247.50	\$ 396.00	0.6			1.0	
10/17/2014	Continued to confer and correspond with partnership note servicers re verification of note balances; researched contact information re same. Revised spreadsheet summary to include amortization totals. Updated summary spreadsheet re same.	3.8	Herren, A.	\$ 180.00	\$ 684.00				3.8	
10/17/2014	Continued analysis as requested by the Court. Added information received from S. Brookman re notes payables. Updated property tax information. Corresponded with B. Schuler and A. Jacobson re request for additional information.	5.0	Rodriguez, G.	\$ 180.00	\$ 900.00			5.0		

10/20/2014	Review Court Order. Met and discussed same, documents and information required, methods to obtain, etc. Discuss end game and response. Discussed administrators issues. GP financial status and analysis measurement criteria. Discuss Silver State property offer and Court and investor notification and approval process. Multiple discussions with Atty Fates and G Rodriguez. Investor correspondence.	3.1	Hebrank, T.	\$ 247.50	\$ 767.25				1.5	1.6
10/20/2014	Continued to confer and correspond with partnership note servicers re verification of note balances; researched contact information re same. Updated summary spreadsheet re same.	2.0	Herren, A.	\$ 180.00	\$ 360.00				2.0	
10/20/2014	Conferred with T. Hebrank and Atty Fates re continued efforts to comply with Court's reconsideration ruling. (0.4) Corresponded with D. Downes, A. Jacobson, B. Schuler and Atty Fates re status of insurance for Vista Tecate. (0.2) Reviewed and updated WFPC income statement. (0.7) Conferred with Atty Fates re Court's Order and offer on Silver State Partners. Corresponded and conferred with K. Higgins re offer on the Silver State Property and corresponded with Atty Fates re same. Conferred with Atty Fates and T. Hebrank re offer on Silver State, in anticipation of notifying the Court. (1.1)	2.4	Rodriguez, G.	\$ 180.00	\$ 432.00			0.4	2.0	
10/21/2014	Discuss and consider end game alternatives. Review compliance with Court order issues (.2). Website updates. Investor correspondence. ACH batch approvals.	2.8	Hebrank, T.	\$ 247.50	\$ 693.00	1.0			1.8	
10/21/2014	Conferred with G. Lansing re potential offers to purchase WFPC and GP owned properties. Provided requested information. (0.3) Reviewed valuation requests from Trust Company of America. (0.1) Updated WFPC Income Statement with new payments recorded. (0.5) Conferred with K. Higgins re offer on the property. Conferred with T. Hebrank re same. Corresponded with Atty Fates re same. (0.5) Corresponded with A. Jacobson and B. Schuler re items needed for Court analysis. Continued preparation of same analysis. Corresponded with A. Jacobson re items needed for analysis. Participated in conference call with same and B. Schuler re timeline for preparing items. Conferred with T. Hebrank and Atty Fates re same. (1.5)	2.9	Rodriguez, G.	\$ 180.00	\$ 522.00			1.5	1.4	
10/22/2014	Multiple discussions with Atty Fates, G. Rodriguez re: Court order compliance (.1), GPs, and game. Conf call with SEC. Sign A/P checks. Discuss role of administrators in obtaining GP information.	3.2	Hebrank, T.	\$ 247.50	\$ 792.00	0.2			1.0	2.0
10/22/2014	Updated Court ordered analysis. Corresponded and conferred with T. Hebrank re same. Corresponded with Atty Fates re B. Schuler information. Corresponded with S. Brookman re additional information needed to continue analysis. Corresponded with A. Herren re loan balances. (3.4) Corresponded (various) with broker re effects of Tesla plant and development plans on property. Corresponded with T. Hebrank and Atty Fates re same. (0.2) Conferred with T. Hebrank re G. Lansing conversation. Updated schedule detailing GP and WFPC owned property APNs. Provided same to G. Lansing per request in effort to potentially make purchase offers. (0.5)	4.1	Rodriguez, G.	\$ 180.00	\$ 738.00			3.6	0.5	
10/23/2014	Discuss GP and IRA compliance issues. Assist with Real Asset Locator bank info. ACH batch approval.	1.4	Hebrank, T.	\$ 247.50	\$ 346.50	1.4				
10/23/2014	Reviewed and approved WSCC transfers. (0.1) Corresponded L. Benjamin re taxes for Real Asset Locators. Corresponded with T. Harris re same. Corresponded and conferred with T. Hebrank re same bank accounts. (0.5) Corresponded with B. Schuler re information needed for Court Ordered analysis. Conferred with T. Hebrank re same. Corresponded with Atty Fates re updates on same. (1.2)	1.8	Rodriguez, G.	\$ 180.00	\$ 324.00			1.2	0.6	
10/24/2014	Correspondence re: server issue (.1) Discuss reports needed for GP reporting, data sources, administrators, extension, etc. (.8)	0.9	Hebrank, T.	\$ 247.50	\$ 222.75	0.1			0.8	
10/24/2014	Reviewed Real Asset Locators Bank Statements and forwarded to T. Harris for preparation. Corresponded with T. Hebrank re same. (0.4) Corresponded with Atty Fates re Silver State Partners sale. Prepared Survey for same. (1.9)	2.3	Rodriguez, G.	\$ 180.00	\$ 414.00				2.3	

10/27/2014	Review and approve ACH batch. Discussions and correspondence on GP Order, obtaining information, sources, etc. T/Cs with Atty Fates. Post Order on website. Discuss Silver State voting process, offer, response. Review sample GP reports and analysis.	2.7	Hebrank, T.	\$ 247.50	\$ 688.25	0.6			1.6	0.5
10/27/2014	Processed Nevada Energy October 2014 monthly payments for P51 LLC. Conferred and corresponded with SoCal Edison re Lake Elsinore electric account transfer; conferred with G. Rodriguez re same.	0.8	Herron, A.	\$ 180.00	\$ 144.00				0.8	
10/27/2014	Conferred with Atty Fates re further details of Silver State Partners brief re offer to purchase same. (0.8) Conferred with Atty Fates re correspondence from A. Jacobson and discussed other related matters to the Court's request for information. Conferred with T. Hebrank and Atty Fates at length regarding status of data and details of same analysis. Conferred with same re A. Jacobson correspondence re refusal to perform work requested. (3.6)	4.4	Rodriguez, G.	\$ 180.00	\$ 792.00				4.4	
10/28/2014	Review and discuss Silver State offer and process re: Court and investors. Discuss and review server and contempt filing (3) Discuss upcoming Court report, including discussions with Atty Fates and G. Rodriguez. Review and approve ACH batches. Update website. Investor correspondence.	3.4	Hebrank, T.	\$ 247.50	\$ 841.50	1.0			1.4	1.0
10/28/2014	Conferred with A. Jacobson re data for preparing profit and loss. Updated data analysis for Court Ordered analysis. (3.1) Reviewed motion to compel and sanctions re Schooler refusal to turn over Western owned server. Calculated efforts re same and corresponded with Atty Fates and T. Hebrank re revisions to same and time spent. (1) Conferred with L. Benjamin re tax returns, 2013 Profit and Loss and Balance sheets. (0.2) Conferred with Atty Fates and T. Hebrank re Silver State Partners. Reviewed same document and provided revisions and suggested edits. Conferred with Atty Fates re same revisions. (0.7)	5.0	Rodriguez, G.	\$ 180.00	\$ 900.00			3.1	1.9	
10/29/2014	Discuss LinMar related items. T/Cs with Atty Fates and G. Rodriguez, other correspondence re: stipulation, ex parte hearing on GP order extension. Investor correspondence. Discuss deposition timing.	1.5	Hebrank, T.	\$ 247.50	\$ 371.25	0.7			0.8	
10/29/2014	Corresponded with T. Harris and T. Hebrank re continued information for Real Asset Locators tax preparation. (0.2) Conferred with partner re status of investment. Provided copy of relevant GP appraisal. Reviewed correspondence from T. Hebrank and S. Gessner re proposal. (0.4) updated WFPC Income Statement. Corresponded with S. Brookman re various payments. (0.3) Conferred with Atty Fates re stipulation for extension. Reviewed various language re same. Corresponded (various) with Atty Fates and T. Hebrank re same matter. Investigated details of the partnership agreements related to the Partnership Administrator Agreement. (1) Continued preparation for Court Ordered analysis. Corresponded with L. Benjamin re reports. Reviewed further bank accounts. Corresponded with R. El Wardani re further assistance with Opads. Corresponded with S. Brookman re further reports. (1.7) Researched Linmar III property and sale records. Corresponded with Atty Fates and T. Hebrank re same. Researched further based on Atty Swonetz requests. Forwarded requested information re listing history and advertising. (1.3)	4.9	Rodriguez, G.	\$ 180.00	\$ 882.00			1.7	3.2	
10/30/2014	Discuss issue and provide direction on server issue (7) Discuss timing and documents for deposition with Atty Fates. Investor correspondence. GP data review and requests for documentation for report and analysis. Review and discuss contempt motion. Review and approve ACH batches.	3.3	Hebrank, T.	\$ 247.50	\$ 816.75	0.6			1.7	1.0
10/30/2014	Researched and located copies of bank statements to assist in creation of Real Asset Locators bank statements. Corresponded with T. Harris re same. (0.5) Reviewed updated Motion to Compel and T. Hebrank declaration. (0.3) Corresponded (various) with Atty Swonetz re Linmar III listing. Updated Linmar III loan analysis and provided to same. (1) Continued preparation of Court ordered analysis. (1.1) Reviewed revised Conferred with T. Hebrank and Atty Fates re extension request. (0.5) Conferred with investor re K1 and administrator participation. (0.2)	3.6	Rodriguez, G.	\$ 180.00	\$ 648.00			1.1	2.5	

10/31/2014	Review and execute declaration. Review and post order on GPs to website. Discuss GP operations re: end game options. Work to obtain GP data. Review and sign updated complaint (.1)	2.1	Hebrank, T.	\$ 247.50	\$ 519.75	0.2			1.1		0.8
10/31/2014	Updated Court Ordered analysis. Conferred and corresponded with T. Hebrank re details of the same to resolve information that would be included in the reports. (0.7) Corresponded with L. Benjamin re reports needed for analysis. Downloaded same and began review. (0.5) Reviewed brief re Linmar III relief. (0.1) Corresponded with A. Jacobson re checks to sign. (0.1)	1.4	Rodriguez, G.	\$ 180.00	\$ 252.00			0.7	0.7		
<b>SubTotal Fees</b>		<b>143.1</b>			<b>\$ 29,565.00</b>	<b>9.2</b>	<b>0.0</b>	<b>50.9</b>	<b>68.2</b>	<b>0.0</b>	<b>14.8</b>
					\$ 570.11						
					\$ -						
					\$ -						
<b>Grand Total</b>					<b>\$ 30,135.11</b>						

56.4	Hebrank, T.	\$ 247.50	\$ 13,959.00	\$ 2,277.00	\$ -	\$ 3,786.75	\$ 4,232.25	\$ -	\$ 3,663.00
74.6	Rodriguez, G.	\$ 180.00	\$ 13,428.00	\$ -	\$ -	\$ 6,408.00	\$ 7,020.00	\$ -	\$ -
12.1	Herren, A.	\$ 180.00	\$ 2,178.00	\$ -	\$ -	\$ -	\$ 2,178.00	\$ -	\$ -
143.1			\$ 29,565.00	\$ 2,277.00	\$ -	\$ 10,194.75	\$ 13,430.25	\$ -	\$ 3,663.00

SEC - Western Financial  
November 2014

Date	Description of Services	Hours	Personnel	Per Hour	Total Fee	Billing Category Allocation					
						A	B	C	D	E	F
11/3/2014	Review and approve ACH batches. Review and discuss filings. Update website. Discuss LinMar property status and actions. Discussions on GP accounting and end game plan.	2.0	Hebrank, T.	\$ 247.50	\$ 495.00	0.6				1.4	
11/3/2014	Verified and recorded various partnership bank statement credits and debits to financial status update spreadsheet. Conferred with G. Rodriguez re same.	1.0	Herren, A.	\$ 180.00	\$ 180.00					1.0	
11/3/2014	Continued analysis of partnership finances. (5.2) Reviewed and approved WSCC transfers. Updated WFPC receipts and disbursements schedule. (0.1)	5.3	Rodriguez, G.	\$ 180.00	\$ 954.00			5.2		0.1	
11/4/2014	Discuss LinMar meet & confer with Atty Fates. Review and approve ACH batches. Review Court order re: Silver State purchase offer and process moving forward. Discussions re: purchase offer and GP end game, financials, etc.	2.4	Hebrank, T.	\$ 247.50	\$ 594.00	0.3				2.1	
11/4/2014	Verified and recorded various partnership bank statement credits and debits to financial status update spreadsheet.	1.5	Herren, A.	\$ 180.00	\$ 270.00					1.5	
11/4/2014	Reviewed Court's Order re Silver State partners. Corresponded with T. Hebrank re same. Conferred with K. Higgins (broker) re same property and reviewed information provided by him. (0.4) Reviewed LLC funding needs and approved transfers for the same. (0.3) Continued preparation of partnership financial ability. Corresponded with B. Schuler re western ownership report. (4.4)	5.1	Rodriguez, G.	\$ 180.00	\$ 918.00			4.4		0.7	
11/5/2014	Assist in obtaining documents for report. Review Silver State vote survey.	1.0	Hebrank, T.	\$ 247.50	\$ 247.50					1.0	
11/5/2014	Verified and recorded various partnership bank statement credits and debits to financial status update spreadsheet.	3.0	Herren, A.	\$ 180.00	\$ 540.00					3.0	
11/5/2014	Reviewed suggested Silver State sale language for ballot along with edits from Atty Fates. (0.2) Continued the analysis ordered by the court. Reviewed bank accounts and updated financial position of various GPs. Corresponded with B. Schuler re Western ownership interest. (4.3)	4.5	Rodriguez, G.	\$ 180.00	\$ 810.00			4.3		0.2	
11/6/2014	Review and approve ACH batches. Discuss LinMar sale stipulation. Discuss and review Silver State sale balloting. Investor correspondence. Discuss GP operations.	1.7	Hebrank, T.	\$ 247.50	\$ 420.75	0.6				1.1	
11/6/2014	Verified and recorded various partnership bank statement credits and debits to financial status update spreadsheet. Conferred with G. Rodriguez re same.	2.5	Herren, A.	\$ 180.00	\$ 450.00					2.5	
11/6/2014	Updated watch listing on Linmar properties in loop net. Reviewed current lease and sale status of four Linmar properties. (0.6) Reviewed schedule of Western Ownership as produced by B. Schuler. Made various significant revisions to same and forwarded to B. Schuler for completion. (0.7) Reviewed ballot for Silver State Partners as Ordered by the Court. Conferred and corresponded with Atty Fates and T. Hebrank re same. Prepared ballot and sent it to all partners via email. (1) Continued analysis as ordered by the Court. Reviewed GP bank account statements to update schedules. Conferred with B. Schuler re Western ownership report. (3.3)	5.6	Rodriguez, G.	\$ 180.00	\$ 1,008.00			3.3		2.3	
11/7/2014	Review response to Defendant correspondence. Review and discuss property issues.	0.6	Hebrank, T.	\$ 247.50	\$ 148.50	0.6					
11/7/2014	Reviewed report re mineral rights. Conferred with Atty Fates re same. (0.7) Corresponded with Silver State investor re ballot. Revised ballot to correct math error. (0.4) Reviewed correspondence from Atty Fates re response to Dyson letter re server request. provided revisions. (0.1)	1.2	Rodriguez, G.	\$ 180.00	\$ 216.00					1.2	
11/9/2014	Verified and recorded various partnership bank statement credits and debits to financial status update spreadsheet.	4.0	Herren, A.	\$ 180.00	\$ 720.00					4.0	
11/10/2014	Sign A/P and mortgage checks. Approve ACH batches. Investor correspondence. Review GP related items.	1.2	Hebrank, T.	\$ 247.50	\$ 297.00	1.2					



11/19/2014	Continued revisions to report exhibits, including conference call with Atty Fates and T. Hebrank re status of the report including discussion of the various alternative proposals and mineral rights, conference with R. Schilfmacher re mineral rights report. (4.3) Researched specific proposals and price point differences between administrators and Lincoln Property and corresponded with Atty Fates re same. (1) Conferred with broker re potential offer on the Silver State Partners property. (0.2) Corresponded (various) with B. Schuler re Santa Fe Venture checks. (0.2)	5.7	Rodriguez, G.	\$ 180.00	\$ 1,026.00			4.3	1.4		
11/20/2014	Investor correspondence. Review and approve ACH batches. Multiple calls, conversation, review on GP analysis. Review report drafts. Review format and variables for GP financial analysis. Review investor email correspondence for inclusion in report.	4.6	Hebrank, T.	\$ 247.50	\$ 1,138.50	0.5		4.1			
11/20/2014	Corresponded with partner re Silver State offer and provided requested documents in anticipation of their voting. (0.3) Conferred with Atty Fates re progress on report to the Court. Reviewed draft report pursuant to the Court's reconsideration Order. Conferred at length with T. Hebrank and Atty Fates re same. Updated Additional Factors to Consider Report. Conferred and corresponded re P51 LLC and Dayton II changes to report. (4.2) Reviewed contempt Order and corresponded with Atty Fates re same. (0.2) Updated WFPC Receipts and Disbursement schedule (0.6) Reviewed and approved WSCC transfers. (0.1)	5.4	Rodriguez, G.	\$ 180.00	\$ 972.00			4.2	1.2		
11/21/2014	Multiple calls on report. Review drafts. Discuss plan forward options. Prepare financial health analysis. Review report exhibits. Research emails, provide investor information. Review and approve ACH batches. Draft notifications and website updates. Website updates.	8.6	Hebrank, T.	\$ 247.50	\$ 2,128.50	0.6		8.0			
11/21/2014	Researched details on Dayton IV property for inclusion in the report. Prepared Mail Chimp for email out to partners re filing. Continued revisions of Exhibits for the report, review and comment of various drafts of the report and conference and correspondence with T. Hebrank and Atty Fates.	6.6	Rodriguez, G.	\$ 180.00	\$ 1,188.00			6.6			
11/22/2014	Follow up on reports, website updates, email and distribution items.	1.3	Hebrank, T.	\$ 247.50	\$ 321.75	1.0		0.3			
11/24/2014	Processed Nevada Energy November 2014 monthly payments for P51 LLC.	0.4	Herren, A.	\$ 180.00	\$ 72.00				0.4		
11/24/2014	Conferred with Atty Fates re various open matters and discussed mailing list deficiencies. Continued preparation of mailing list for distribution of report.	2.3	Rodriguez, G.	\$ 180.00	\$ 414.00			2.3			
11/25/2014	Follow up on report. Investor correspondence.	1.0	Hebrank, T.	\$ 247.50	\$ 247.50	0.8		0.2			
11/25/2014	Reviewed updated Silver State balloting. (0.2) Updated analysis on emails to partners. Corresponded with various partners re questions on report. corresponded with Atty Fates and T. Hebrank re same. (1.6)	1.8	Rodriguez, G.	\$ 180.00	\$ 324.00				1.8		
11/26/2014	Review and approve ACH batches. Investor correspondence.	1.0	Hebrank, T.	\$ 247.50	\$ 247.50	1.0					
<b>SubTotal Fees</b>		<b>139.8</b>			<b>\$ 27,789.75</b>	<b>7.8</b>	<b>0.0</b>	<b>83.4</b>	<b>48.6</b>	<b>0.0</b>	<b>0.0</b>
					\$ 323.36						
					\$ -						
					\$ -						
<b>Grand Total</b>					<b>\$ 28,113.11</b>						

38.9	Hebrank, T.	\$ 247.50	\$ 9,627.75	\$ 1,930.50	\$ -	\$ 6,187.50	\$ 1,509.75	\$ -	\$ -
74.2	Rodriguez, G.	\$ 180.00	\$ 13,356.00	\$ -	\$ -	\$ 10,512.00	\$ 2,844.00	\$ -	\$ -
28.7	Herren, A.	\$ 180.00	\$ 4,806.00	\$ -	\$ -	\$ -	\$ 4,806.00	\$ -	\$ -
<b>139.8</b>			<b>\$ 27,789.75</b>	<b>\$ 1,930.50</b>	<b>\$ -</b>	<b>\$ 16,699.50</b>	<b>\$ 9,159.75</b>	<b>\$ -</b>	<b>\$ -</b>

SEC - Western Financial  
December 2014

Date	Description of Services	Hours	Personnel	Per Hour	Total Fee	Billing Category Allocation					
						A	B	C	D	E	F
12/1/2014	Multiple calls, discussions re: investors responses and questions. Review and approve ACH batches. Discuss upcoming GP sale report.	1.5	Hebrank, T.	\$ 247.50	\$ 371.25	1.5					
12/1/2014	Updated WFPC Receipts and disbursements schedule. (1) Conferred with partners re investment in various partnerships. (0.5) Reviewed and approved WSCC transfers. Corresponded with S. Brookman and T. Hebrank re increased transfer limits for S. Brookman. (0.3) Corresponded with Paradigm re property tax appeal. (0.3) Corresponded with potential tenant re renting Stead property. (0.2) Conferred with T. Hebrank re status of partnership emails and provided updated report of the same. (0.3)	2.6	Rodriguez, G.	\$ 180.00	\$ 468.00				2.6		
12/2/2014	Investor correspondence. Engage tax professionals. Discuss deposition.	0.8	Hebrank, T.	\$ 247.50	\$ 198.00	0.8					
12/2/2014	Conferred with Atty Fates re status of server move and iron mountain box request. (0.2) Updated December budget forecast for WFPC Receipts and Disbursements. (1.2) Compiled information for Silver State votes and provided analysis to Atty Fates and T. Hebrank. (1.6)	3.0	Rodriguez, G.	\$ 180.00	\$ 540.00				3.0		
12/3/2014	Discuss Defendant storage cost issues and upcoming report on GP sale offer. Discuss GP financial status and forecast.	0.9	Hebrank, T.	\$ 247.50	\$ 222.75	0.6				0.3	
12/3/2014	Conferred with AMA networks re plans for takeover of server. Corresponded with Atty Fates re plan for same. (0.2) Updated GP cash collections report. (1.1) Corresponded with B. Schuler re iron Mountain. Corresponded with Atty Fates and T. Hebrank re same. Followed up on various matters re same. (0.2) Conferred with T. Hebrank re budget forecast through the end of the year. (0.1)	1.6	Rodriguez, G.	\$ 180.00	\$ 288.00				1.6		
12/4/2014	Review of correspondence and documents re: Silver State offer, storage. Review motion.	0.6	Hebrank, T.	\$ 247.50	\$ 148.50				0.2		
12/4/2014	Reviewed joint motion re determination of discovery dispute. Provided revisions for same and corresponded with Atty Fates and T. Hebrank. (0.6) Reviewed recommendation and report for Silver State Partners vote. Corresponded with Atty Fates and T. Hebrank re comments to report. (0.8)	1.4	Rodriguez, G.	\$ 180.00	\$ 252.00				1.4		
12/5/2014	Review and sign A/P checks. Reviewed emails for deposition production. Met with Atty Fates re: upcoming deposition.	4.8	Hebrank, T.	\$ 247.50	\$ 1,188.00	0.2					4.6
12/5/2014	Reviewed checks submitted by B. Schuler re payments for operating expenses. Approved same and coordinated for execution and delivery by T. Hebrank. Corresponded with D. Downes re same. (0.3) Visited office in Vista and retrieved server. Corresponded with same (various) re setup for Opads system. (2.6)	2.9	Rodriguez, G.	\$ 180.00	\$ 522.00				2.9		
12/8/2014	Investor correspondence. Operational issues. Prepare for depositions - review of email correspondence responsive to subpoena.	4.3	Hebrank, T.	\$ 247.50	\$ 1,064.25	0.8					3.5
12/8/2014	Recorded and processed general partnership note payments. Recorded and processed vendor invoices and payments. Recorded and prepared mortgage payments for Sante Fe Ventures and SFV II LLC.	4.0	Herren, A.	\$ 180.00	\$ 720.00				4.0		
12/8/2014	Assisted T. Hebrank in data collection in preparation for deposition. (2.1) Reviewed bank accounts and updated WFPC Receipts and Disbursements schedule and updated budget forecast. (1.1) Reviewed various correspondence from AMA Networks re work performed on the server. Tested settings and conferred at length re changes to be made to complete access for employees. (.7)	3.9	Rodriguez, G.	\$ 180.00	\$ 702.00				1.8		2.1
12/9/2014	Deposition preparation - produce emails review reports, fee applications, T/Cs with S. Hoslett, G. Rodriguez, Atty Fates. Misc correspondence. Update website.	7.0	Hebrank, T.	\$ 247.50	\$ 1,732.50	0.6					6.4
12/9/2014	Recorded and processed additional vendor invoices and payments.	0.5	Herren, A.	\$ 180.00	\$ 90.00				0.5		

12/9/2014	Reviewed checks written for note payments and approved same after some revisions. Updated WFPC Receipts and Disbursements schedule accordingly. (0.7) Conferred with AMA Networks at length re troubleshooting and preparing remote desktop system. Corresponded with B. Schuler re changes. Corresponded with S. Brookman re details of the WSCC program for bank transfers. Corresponded with Atty Fates and T. Hebrank re update on the same. (2.3) Conferred with T. Hebrank in preparation for deposition (0.6)	3.6	Rodriguez, G.	\$ 180.00	\$ 648.00				3.0	0.6
12/10/2014	Prepare for and attend deposition (3.5) Website updates. Correspondence and discussions re: OPADS conversion and administrators.	4.4	Hebrank, T.	\$ 247.50	\$ 1,089.00	0.9				3.5
12/10/2014	Distributed general partnership note and vendor invoice payments.	0.6	Herren, A.	\$ 180.00	\$ 108.00				0.6	
12/10/2014	Conferred at length with AMA Networks re set up at West Coast Administrative services and functionality of system. Reviewed correspondence from B. Schuler re same. Corresponded with T. Hebrank and Atty Fates re same. (0.8) Conferred with T. Hebrank re deposition. (0.3)	1.1	Rodriguez, G.	\$ 180.00	\$ 198.00				0.8	0.3
12/11/2014	Misc correspondence. Review of OPADS access issue. Review and approve ACH batch. Respond to investor. Discuss Silver State sale order and related correspondence. Review storage issues.	1.8	Hebrank, T.	\$ 247.50	\$ 445.50	0.6			1.2	
12/11/2014	Reviewed Court's Order re Silver State Partners offer to purchase land. Corresponded with k. Higgins. Prepared correspondence to Silver State Partners re same Order. Drafted memo to partners re Silver State vote and solicited comments from Atty Fates and T. Hebrank. Finalized and corresponded with Silver State Partners re results of the vote. (2) Corresponded with Atty Fates re request from Atty Dyson (various). Corresponded with Iron Mountain re same. (0.2) Conferred with T. Hebrank re AMA Networks work with B. Schuler. Corresponded with B. Schuler re performance issues with server. Corresponded (various) and conferred with AMA Networks re performance issues identified by B. Schuler. (1.5)	3.7	Rodriguez, G.	\$ 180.00	\$ 666.00				3.7	
12/12/2014	Recorded and processed additional vendor invoices and payments.	0.4	Herren, A.	\$ 180.00	\$ 72.00				0.4	
12/12/2014	Updated Linmar deficiency schedules and provided revisions to Atty Fates and Hutton. (1.2) Reviewed projected cash shortfall for the partnership and corresponded with B. Schuler re request to begin preparing operational billing statements for each partnership that will have insufficient cash to meet its 1st quarter 2015 obligations. (0.4)	1.6	Rodriguez, G.	\$ 180.00	\$ 288.00				1.6	
12/15/2014	Conferred with AMA Networks re A. Jacobson and B. Schuler service requests. (0.4) Conferred with L. Benjamin re plans for 2014 tax preparations for the GPs. Reviewed correspondence re same. (0.3)	0.7	Rodriguez, G.	\$ 180.00	\$ 126.00				0.7	
12/16/2014	Update with Atty Fates. Investor correspondence. Review of documents for upcoming deposition.	1.5	Hebrank, T.	\$ 247.50	\$ 371.25	0.7				0.8
12/16/2014	Reviewed status of various corporate bank accounts to ensure sufficient funds for potential transfers. (0.2)	0.2	Rodriguez, G.	\$ 180.00	\$ 36.00				0.2	
12/17/2014	Review and approve ACH batches. T/Cs with Atty Fates. Operational update with G. Rodriguez. Review documents in preparation for deposition.	4.2	Hebrank, T.	\$ 247.50	\$ 1,039.50	0.1			0.6	3.5
12/17/2014	Conferred with AMA Networks and Atty Fates re efforts to improve working situation for the GP partnership administrators. (0.5) Revised and updated remain of December 2014 budget forecast for WFPC. Updated receipts and disbursements schedule. (1) Reviewed correspondence from Atty Fates re Linmar litigation status update. (0.1) Reviewed and approved WSCC transfers. (0.3) Conferred with AMA Networks re changes and updates to partnership administrators services and authorized IT work (0.5)	2.4	Rodriguez, G.	\$ 180.00	\$ 432.00				2.4	
12/18/2014	Attend deposition (3.0). Follow up meeting, discussion and update. Update on operational issues.	3.8	Hebrank, T.	\$ 247.50	\$ 940.50				0.4	3.4
12/18/2014	Reviewed marketing changes for properties underlying Linmar settlements. (0.2) Revised Partnership administrator emails access to assist with IT matters. (0.4)	0.6	Rodriguez, G.	\$ 180.00	\$ 108.00				0.6	
12/19/2015	Misc correspondence and discuss bank accounts.	0.3	Hebrank, T.	\$ 247.50	\$ 74.25	0.3				

12/19/2014	Reviewed correspondence from Atty Herman re request for additional boxes from Iron Mountain. Corresponded with Iron Mountain re request. (0.2) Updated WFPC Receipts and Disbursements schedule. (0.6) Conferred with T. Hebrank re Real Asset Locators Bank account. (0.1)	0.9	Rodriguez, G.	\$ 180.00	\$ 162.00					0.9		
12/22/2014	Corresponded (various) with S. Brookman re status of payments to Western by GPs in anticipation of monthly billings. (.3) Reviewed Schooler Motion to Remove Receiver. (.6)	0.9	Rodriguez, G.	\$ 180.00	\$ 162.00					0.9		
12/23/2014	Receive and discuss Defendant filing. Review and approve ACH batches.	1.0	Hebrank, T.	\$ 247.50	\$ 247.50	1.0						
12/23/2014	Continued efforts to coordinate delivery of materials from Iron Mountain for use in discovery by SEC and L. Schooler. (.4) Reviewed and approved bank transfers submitted by WSCC (.3) Corresponded with various investors re administrator access to server (.3) Corresponded with A. Jacobson re payment of insurance for Vista Tecate (.1)	1.0	Rodriguez, G.	\$ 180.00	\$ 180.00					1.0		
12/24/2014	Processed Nevada Energy December 2014 monthly payments for P51 LLC.	0.4	Herren, A.	\$ 180.00	\$ 72.00					0.4		
12/29/2014	Filings and correspondence. Review correspondence and respond to investors.	1.3	Hebrank, T.	\$ 247.50	\$ 321.75	1.3						
12/30/2014	Review and approve ACH batches. Investor correspondence. Review and execute declarations. Review deposition transcript.	2.1	Hebrank, T.	\$ 247.50	\$ 519.75	0.6					1.5	
12/29/2014	Corresponded with Iron Mountain re request for boxes to be delivered to Atty Herman's office. (0.1) Reviewed invoices and balances due to the partnerships by Western for operational billings in 2014. (1.3)	1.4	Rodriguez, G.	\$ 180.00	\$ 252.00					1.4		
<b>SubTotal Fees</b>		<b>79.7</b>			<b>\$ 17,066.25</b>	<b>10.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>39.1</b>	<b>0.0</b>	<b>30.2</b>
					\$ 559.74							
					\$ -							
					\$ -							
<b>Grand Total</b>					<b>\$ 17,625.99</b>							

40.3	Hebrank, T.	\$ 247.50	\$ 9,974.25	\$ 2,475.00	\$ -	\$ -	\$ 767.25	\$ -	\$ 6,732.00
33.5	Rodriguez, G.	\$ 180.00	\$ 6,030.00	\$ -	\$ -	\$ -	\$ 5,490.00	\$ -	\$ 540.00
5.9	Herren, A.	\$ 180.00	\$ 1,062.00	\$ -	\$ -	\$ -	\$ 1,062.00	\$ -	\$ -
79.7			\$ 17,066.25	\$ 2,475.00	\$ -	\$ -	\$ 7,319.25	\$ -	\$ 7,272.00

# EXHIBIT B

# EXHIBIT B

**SEC - Western Financial  
Fee Application #10 Summary - Fees**

Date	Hours	Personnel	Per Hour	Total Fee	Billing Category Allocation					
					A	B	C	D	E	F
Oct 14 Fees	56.4	Hebrank, T.	\$ 247.50	\$ 13,959.00	\$ 2,277.00	\$ -	\$ 3,786.75	\$ 4,232.25	\$ -	\$ 3,663.00
	74.6	Rodriguez, G.	\$ 180.00	\$ 13,428.00	\$ -	\$ -	\$ 6,408.00	\$ 7,020.00	\$ -	\$ -
	12.1	Herren, A.	\$ 180.00	\$ 2,178.00	\$ -	\$ -	\$ -	\$ 2,178.00	\$ -	\$ -
	143.1			\$ 29,565.00	\$ 2,277.00	\$ -	\$ 10,194.75	\$ 13,430.25	\$ -	\$ 3,663.00
Nov 14 Fees	38.9	Hebrank, T.	\$ 247.50	\$ 9,627.75	\$ 1,930.50	\$ -	\$ 6,187.50	\$ 1,509.75	\$ -	\$ -
	74.2	Rodriguez, G.	\$ 180.00	\$ 13,356.00	\$ -	\$ -	\$ 10,512.00	\$ 2,844.00	\$ -	\$ -
	26.7	Herren, A.	\$ 180.00	\$ 4,806.00	\$ -	\$ -	\$ -	\$ 4,806.00	\$ -	\$ -
	139.8			\$ 27,789.75	\$ 1,930.50	\$ -	\$ 16,699.50	\$ 9,159.75	\$ -	\$ -
Dec 14 Fees	40.3	Hebrank, T.	\$ 247.50	\$ 9,974.25	\$ 2,475.00	\$ -	\$ -	\$ 767.25	\$ -	\$ 6,732.00
	33.5	Rodriguez, G.	\$ 180.00	\$ 6,030.00	\$ -	\$ -	\$ -	\$ 5,490.00	\$ -	\$ 540.00
	5.9	Herren, A.	\$ 180.00	\$ 1,062.00	\$ -	\$ -	\$ -	\$ 1,062.00	\$ -	\$ -
	79.7			\$ 17,066.25	\$ 2,475.00	\$ -	\$ -	\$ 7,319.25	\$ -	\$ 7,272.00
Grand Total	135.6	Hebrank, T.	\$ 247.50	\$ 33,561.00	\$ 6,682.50	\$ -	\$ 9,974.25	\$ 6,509.25	\$ -	\$ 10,395.00
	182.3	Rodriguez, G.	\$ 180.00	\$ 32,814.00	\$ -	\$ -	\$ 16,920.00	\$ 15,354.00	\$ -	\$ 540.00
	44.7	Herren, A.	\$ 180.00	\$ 8,046.00	\$ -	\$ -	\$ -	\$ 8,046.00	\$ -	\$ -
	362.6	Total		\$ 74,421.00	\$ 6,682.50	\$ -	\$ 26,894.25	\$ 29,909.25	\$ -	\$ 10,935.00

**SEC - Western Financial  
Fee Application #10 Summary - Fees**

Date	Description of Services	Hours	Personnel	Per Hour	Total Fee	Billing Category Allocation					
						A	B	C	D	E	F
Oct 14 Hours		56.4	Hebrank, T.			9.2	0.0	15.3	17.1	0.0	14.8
		74.6	Rodriguez, G.			0.0	0.0	35.6	39.0	0.0	0.0
		12.1	Herren, A.			0.0	0.0	0.0	12.1	0.0	0.0
		143.1				9.2	0.0	50.9	68.2	0.0	14.8
Nov 14 Hours		38.9	Hebrank, T.			7.8	0.0	25.0	6.1	0.0	0.0
		74.2	Rodriguez, G.			0.0	0.0	58.4	15.8	0.0	0.0
		26.7	Herren, A.			0.0	0.0	0.0	26.7	0.0	0.0
		139.8				7.8	0.0	83.4	48.6	0.0	0.0
Dec 14 Hours		40.3	Hebrank, T.			10.0	0.0	0.0	3.1	0.0	27.2
		33.5	Rodriguez, G.			0.0	0.0	0.0	30.5	0.0	3.0
		5.9	Herren, A.			0.0	0.0	0.0	5.9	0.0	0.0
		79.7				10.0	0.0	0.0	39.5	0.0	30.2
Grand Total		135.6	Hebrank, T.			27.0	0.0	40.3	26.3	0.0	42.0
		182.3	Rodriguez, G.			0.0	0.0	94.0	85.3	0.0	3.0
		44.7	Herren, A.			0.0	0.0	0.0	44.7	0.0	0.0
		362.6				27.0	0.0	134.3	156.3	0.0	45.0

# EXHIBIT C

# EXHIBIT C

**SEC - Western Financial  
Fee Application #10 - Costs**

<b>Date</b>	<b>Description</b>	<b>Expense</b>	<b>Personnel</b>
10/31/2014	Website Updates	\$ 510.00	E3
10/31/2014	Postage	\$ 18.26	E3
10/31/2014	Copies 837 @ .05	\$ 41.85	E3
	<b>Total</b>	<b>\$ 570.11</b>	
11/30/2014	Website Updates	\$ 255.00	E3
11/30/2014	Postage	\$ 22.56	E3
11/30/2014	Copies 916 @ .05	\$ 45.80	E3
	<b>Total</b>	<b>\$ 323.36</b>	
12/31/2014	Website Updates	\$ 510.00	E3
12/31/2014	Postage	\$ 18.24	E3
12/31/2014	Copies 630 @ .05	\$ 31.50	E3
	<b>Total</b>	<b>\$ 559.74</b>	
	<b>Grand Total</b>	<b>\$ 1,453.21</b>	