1 2 3 4 5 6 7 8	Gary J. Aguirre (SBN 38927) Aguirre Law, APC 501 W. Broadway, Ste. 800 San Diego, CA 92101 Tel: 619-400-4960 Fax: 619-501-7072 Email: Gary@aguirrelawfirm.com  Attorney for Joseph M. Ardizzone, David I Lois Schwarz, Dennis Frisman, Eric Gilber	
9	UNITED STATES	DISTRICT COURT
10	SOUTHERN DISTR	ICT OF CALIFORNIA
11		I
12		Case No.: 3:12-cv-02164-GPC-JMA
13		ARDIZZONE INVESTORS'
14	SECURITIES AND EXCHANGE COMMISSION,	OPPOSITION TO 14 <sup>TH</sup> AND 15 <sup>TH</sup>
15	•	INTERIM FEE APPLICATIONS BY THOMAS C. HEBRANK AND
16	Plaintiff, v.	ALLEN MATKINS LECK GAMBLE
17	LOLUGIA GOLLO OL ED. L. DIDOT	MALLORY & NATSIS LLP
18	LOUIS V. SCHOOLER and FIRST FINANCIAL PLANNING	
19	CORPORATION d/b/a WESTERN	Date: September 16, 2016 Time: 1:30 p.m.
20	FINANCIAL PLANNING CORPORATION,	Dept.: 2D
21	,	Judge: Hon. Gonzalo P. Curiel
22	Defendants.	
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#### I. Introduction

The Ardizzone Investors<sup>1</sup> oppose the 14th and 15 interim fee applications by Thomas C. Hebrank ("Hebrank") and Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins") fee applications (Dkt. Nos. 1327-1330). In doing so, the Ardizzone Investors rely primarily on Hebrank's filings in this case to establish the legal principles and facts. Hebrank has recognized in words but not actions his duty to protect the receivership assets and to maximize the return to investors. In truth, he has served his own financial interests by serving as the SEC's co-counsel and co-prosecutor. In each case where the SEC's interests conflicted with those of investors, the latter were thrown under the bus.

We might not make this claim if investors were only run over only once. But it has happened again and again and each time just after the SEC gave Hebrank guidance. And we can be specific. After the Court's findings undermined the SEC's theory of subject matter jurisdiction, the SEC and Hebrank collaborated on how to continue the receivership without a hearing on its fatal flaw (subject matter jurisdiction over the GPs) and how to deprive investors of their rights to challenge this fatal flaw. In the same manner, the SEC, Hebrank, and Allen Matkins collaborated to preserve the myth they were protecting investors.

The simple truth is that the SEC desperately needed Hebrank to help it prove its shaky claims against the defendants. In acting as the SEC's deputy, Hebrank breached his duties to investors through he claimed each breach was done to protect investors and receivership assets. When he stripped investors of their rights to notice, it was done to save money. When he secretly sold GP property through under-seal filings and redacted orders, he did it to get the best price. When he misled investors regarding his receipts

<sup>&</sup>lt;sup>1</sup> We use "Ardizzone Investors" throughout this brief to refer to the investors bringing this motion: Joseph M. Ardizzone, David R. Schwarz, Lois Schwarz, Dennis Frisman, Eric Gilbert, and Rick Moore.

and disbursements, he praised himself for stopping the process. We marvel at his ability to spin every violation of investors' rights into something noble. Rumpelstiltskin would be envious.

# II. Investors Have Right to (1) Notice and Object to Fee Applications under Local Rule 66.1.f and (2) to Intervene under Fed. R. Civ. P. 24(a).

Investors have the right to notice and to object to Hebrank's and Allen Matkins' fee applications under both Local Rule ("L.R.") 66.1.f and Fed. R. Civ. P. 24(a). L.R. 66.1.f mandates the receiver to give "interested parties" 14-day notice of "applications for fees of the receiver or the attorney." Investors are "interested parties" in relation to fee applications. *SEC v. Vassallo*, 2015 U.S. Dist. LEXIS 172188 (E.D. Cal. Dec. 16, 2015). The notice requirements of L. R. 66.1.f would make no sense unless the "interested parties," such as the Ardizzone Investors, could interpose their objections to the fee application.

Separately, the Ardizzone Investors have satisfied each requirement for mandatory intervention under Fed. R. Civ. P. 24(a). Citing *Donnelly v. Glickman*, 159 F.3d 405, 409 (9th Cir. 1998), this Court confirmed the four-part test to determine intervention as a matter of right should be granted in *In re Novatel Wireless Sec. Litigation*, No. 08-cv-1689, 2014 U.S. Dist. LEXIS 85994, at \*5-6 (S.D. Cal. 2014):

(1) the applicant must assert a significantly protectable interest relating to the party or transaction that is the subject of the action; (2) the applicant's interest must be inadequately represented by the parties to the action; (3) disposition of the action without intervention may as a practical matter impair or impeded its ability to protect that interest; and (4) the applicant's motion must be timely.

The Court's May 18, 2016, order held that the motion to intervene brought by a prior group of investors, represented by the same counsel, satisfied all requirements for intervention under Fed. R. Civ. P. 24(a), except timeliness. Dkt. No. 1296 at 4-5. The Ardizzone Investors rely on the same evidence and the same law as the prior investor

group to satisfy the same three elements of Fed. R. Civ. P. 24(a): protectable interest, no adequate representative, and impairment. Accordingly, the SEC and Hebrank are barred from re-litigating these three issues under the doctrines of collateral estoppel and issue preclusion, *Hydranautics v. FilmTec Corp.*, 204 F.3d 880, 885 (9<sup>th</sup> Cir. 2000), and law of the case, *Arizona v. California*, 460 U.S. 605, 618 (1983). The only open issue is timeliness. In that regard, we have timely filed our opposition within the period permitted by the local rules.

### III. Legal Standards

In its first fee application, Allen Matkins cited *U.S. v. Code Prods. Corp.*, 362 F. 2d 669, 673 (3d Cir. 1966) for its statement of the factors the Court should consider in allowing fees:

[T]he time, labor and skill required, but not necessarily that actually expended, in the proper performance of the duties imposed by the court upon the receiver[], the fair value of such time, labor and skill measured by conservative business standards, the degree of activity, integrity and dispatch with which the work is conducted and the result obtained.

Dkt. No. 64 at 5.

Applying these factors, no award of fees should be made. All of these factors relate to the manner in which Hebrank and Allen Matkins carried out the primary objective of the receivership. Hebrank described that objective to the Court as follows, "The Receiver asserts his objective is to preserve and protect all receivership assets, maximize the recovery for all investors, and if authorized by the Court, distribute assets in a fair and equitable manner." Dkt. No. 470 at 19. Applying the four factors of *Code Prods. Corp.*, Hebrank's and Allen Matkins' fee application must be denied, because (1) neither properly performed the duties imposed by the Court; (2) their services did not bring value to investors; (3) their services were not performed with integrity; and (4) the result obtained for investors was a disaster.

#### IV. The "Result Obtained" Could Hardly Be Worse

We address the last factor first. It is challenging to conceive how the "result obtained" could be worse. The SEC and Hebrank persuaded the Court to keep the GPs in the receivership, because the SEC expected to recover a big chunk of a large judgment against Schooler and Western. Once again, the SEC and Hebrank were only thinking of investors: "releasing the GPs would prohibit those GPs' investors from recovering from any distribution plan that may be instituted in this case." Dkt. No. 1003 at 11. The Court agreed with the SEC and Hebrank and thus kept the GPs in the receivership over the screams of investors: "Let us out." It is now clear there will be no bounty. Hebrank has expressed his pessimism about any recovery from Defendant Louis Schooler. Dkt. No. 1181-1 at 8. Hebrank and Allen Matkins should know because they obtained financial statements at the outset of this case pursuant to the Court's order. Dkt. No. 211. Likewise Hebrank and Allen Matkins now project a recovery of only \$1.2 million from Western (Dkt. No. 1181-1 at 13), though the Court in its March 3, 2015, order contemplated a recovery from Western of \$4.6 million. Dkt. No. 1003 at 19.

Instead of delivering a gain to investors or even preserving the receivership's assets, the "result obtained" by Hebrank's and Allen Matkins' receivership is a massive loss to investors. The only uncertainty is the amount of that loss, which is between \$15 million and \$20 million. We cannot be more concrete about the loss, because Hebrank and Allen Matkins have managed to file meaningless financial reports with the Court from September 2012 through the first quarter of 2016. The first report to present any meaningful information regarding the receivership gross receipts and disbursements is the last one they filed, the Sixteenth Interim Report, Dkt. No. 1353, Ex. B. This appears to be the first interim report Hebrank and Allen Matkins have ever filed that states how much money Hebrank received and spent, where it came from, why it was paid, how it

was spent, and to whom it was paid. In short, it took Hebrank and Allen Matkins three and a half years to file a meaningful financial statement with this Court.

On the losses to investors, approximately 95% of the funds Hebrank spent came from (1) the GPs in which investors hold 94% of the financial interests, and (2) directly or indirectly from investors. Investors continued to contribute funds to the GPs and to Western, because Hebrank repeatedly told them they had a duty to do so under the agreements with Western. Investors were severely prejudiced by the order staying suits against Western.

In view of the SEC's summary judgment establishing the GPs were securities issued in violation of Section 5 of the Securities Act, investors could have sued Western under Section 12(1)(a) of the Securities Act of 1933 for the sale of unregistered securities and sought an order cancelling their note obligations. See: *In re Elec. Data Sys. Corp.* "ERISA" Litig., 224 F.R.D. 613, 619 (E.D. Tex. 2004)("Plaintiffs bring a claim under Securities Act section 12(a)(1) seeking rescission of all unregistered stock purchases..."). But that could not happen because of the stay order. Instead, the Court's August 16, 2013, order directed "the Receiver to continue the collection of payments on the loans Western made to the GPs to finance the purchase of GP units and to cover shortfalls in operational funds." Dkt. No. 470 at 26. To raise these funds, Hebrank pressed investors to pay operational fees and repay the notes they signed. Hebrank's revised 14<sup>th</sup> Interim Report suggests investors may have paid another \$13.686 million during the receivership. Dkt. No. 1315, Exhibit C at 16, line 8. Ultimately, Hebrank used some of these funds to pay fees to himself and his attorneys. Dkt. No. 1292 at 14.

## V. Hebrank and Allen Matkins Failed to Advise the Court It Lacked Subject Matter Jurisdiction

Few law firms have more experience in receivership cases than Allen Matkins. The law firm is intimately familiar with the limitations of subject matter jurisdiction and due process on the Court's powers. See for example, *SEC v. Ross* 504 F.3d 1130 (9th

Cir. 2007), a case where Allen Matkins represented the receiver, which was reversed because of due process violations. It must have been self-evident to Allen Matkins that this Court undermined its factual basis for subject matter jurisdiction when it expressly rejected the SEC's theory for subject matter jurisdiction, i.e., that Western controlled the GPs. Dkt. No. 44 at 7-10.

Knowing the Court lacked subject matter jurisdiction under the SEC's asserted grounds and controlling case law, Hebrank and Allen Matkins did not merely stay silent. They found a way to continue the receivership even though the Court had no subject matter jurisdiction. They took three steps, all of which violated investors' due process rights. First, with no notice to investors, they obtained a partial waiver of L.R. 66.1. Second, they ignored the other requirements of L.R. 66.1 designed to protect investors, including L.R. 66.1.a.2, which requires notice and a hearing before Hebrank could be appointed permanent receiver. In particular, they negotiated with the SEC and Defendants to eliminate any notice to investors under L.R. 66.1.a.2. Additionally, Hebrank and Allen Matkins committed a third violation of investors' due process rights by stipulating to the appointment of Hebrank as permanent receiver without giving investors prior notice under L.R. 66.1.a. Dkt. Nos. 60, 62, 70-73 and 75.

We agree that Hebrank and Allen Matkins used their skill and familiarity with the procedural rules that apply to receiverships. Unfortunately, they used those skills and experience to perpetuate the receivership even though the Court lacked subject matter jurisdiction.

## VI. Hebrank and Allen Matkins Collaborated to Deprive Investors of Their Rights

The Ardizzone Investors addressed Hebrank's and Allen Matkins' violations of the notice provisions of investors' rights to due process of law in their motion to intervene. Dkt. No. 1348 at 4-13. We see no purpose in restating those arguments here,

since the Court has already ruled on them. We urge those grounds here solely to present the issue for the purpose of appeal.

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# VII. Hebrank and Allen Matkins Misstated the Law and Facts in Recommending their Liquidation Plan

Hebrank and Allen Matkins misstated the law and facts to the Court in their motion for approval of the liquidation plan (Dkt. No. 1181) by claiming the Court had power to void the GP agreements, sell off the GP properties, pool the sale proceeds, and distribute those funds in violation of the GP agreements. It is clear from the Court's May 25, 2016, order that it relied on Hebrank's and Allen Matkins' factual and legal contentions in approving the Receiver's plan. Dkt. No. 1304 at 5, 9-10, 16,18-20, 22-23, 26-27, and 29. Hebrank's plan effectively voids investors' rights under the GP agreements. Hebrank sells all GPs' realty, pools the proceeds of those sales and, in violation of the GP agreements, distributes those funds to strangers. The Court relied upon Hebrank and Allen Matkins, because of the expertise they claim in SEC receivership cases and their purported commitment to protect investors' interests. Hebrank's and Allen Matkins' recommendations thereby distorted applicable legal principles and the actual facts in the case to investors' detriment. We will not go into these issues, because the Court ruled against an earlier investor group who made the same argument in opposing Hebrank's plan. Dkt. Nos. 1229, 1235, 1258, 1293 and 1297. We merely raise the issue in this opposition to preserve our rights to appellate review.

## VIII. Hebrank and Allen Matkins Have Acted as the SEC's Alter Ego to Investors' Detriment

The Ardizzone Investors established that Hebrank-Allen Matkins is the SEC's alter ego by their emails. Those emails prove the SEC directed Hebrank to take actions directly in conflict with his duties to investors, e.g., when the SEC told him not to

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propose alternatives that would allow the GPs to exit the receivership. Dkt. No. 1348 at 9-12. Based on these emails the Court ordered Hebrank:

- 2. The Receiver is ordered to refrain from seeking input on his briefs from a single party. If he wishes to seek input on his briefs, he must seek input from both the SEC and Defendants. The Receiver is of course still free to not seek input from any party if he believes that to be the appropriate course of action; and
- 3. The Receiver is ordered to refrain from altering the legal conclusions in his briefs to fit the case strategy of either the SEC or Defendants. All legal conclusions must be his own.

Dkt. No. 1004 at 12.

Nothing has changed since this order. The SEC continues to direct Hebrank on every significant issue in this case; Hebrank and Allen Matkins carry out those instructions as good soldiers. The billing records for the periods before<sup>2</sup> and after<sup>3</sup> the Court's order (Dkt. No. 1004) continue to show constant consultation between the SEC and Hebrank-Allen Matkins before each significant motion presented to the Court. Aguirre Decl., ¶ 3, Ex. 1. Both have walked in lockstep from the first call of Ardizzone's counsel to Allen Matkins on January 5, 2016,4 through the last billing entry in the first quarter of 2016. The billing records reveal that Allen Matkins, Hebrank and the SEC immediately and jointly circled their wagons to stop investors from getting a procedural foothold in this case. From that point on, the SEC, Hebrank and Allen Matkins decided the best way to keep investors in the dark was to wind up the receivership as quickly as possible.<sup>6</sup>

Aguirre Decl., Ex. 1 Entries Nos. 1 through 196.

<sup>&</sup>lt;sup>3</sup> *Id.*, Entries Nos. 197 through 247.

<sup>&</sup>lt;sup>4</sup> *Id.*, Entry No. 222.

<sup>&</sup>lt;sup>5</sup> *Id.*, Entry No. 247.

<sup>&</sup>lt;sup>6</sup> *Id.*, Entry Nos. 222 to 241.

We can find no evidence in the billing records of any significant effort to come 1 up with a distribution plan before January 5, 2016, when the Ardizzone Investors' 2 counsel called Allen Matkins. And from that point on, there was a concerted effort to 3 get Hebrank's proposed liquidation plan on file as soon as possible.8 The SEC and 4 Hebrank vigorously opposed any effort by any group of investors to have a voice in 5 what was done with their assets. They have largely succeeded in silencing investors. 6 The case is now on appeal. Until the ninth Circuit speaks on the law and the facts we 7 have presented establishing that Hebrank and Allen Matkins served as the SEC's alter 8 ego, rather than investors' protectors, we submit no further interim fee requests should 9 be approved. 10 DATED: September 2, 2016 Respectfully submitted, 11 12 13 /s/ Gary J. Aguirre By: 14 GARY J. AGUIRRE Aguirre Law, A.P.C. 15 gary@aguirrelawapc.com 16

> Attorney for Investors Joseph M. Ardizzone, David R. Schwarz, Lois Schwarz, Dennis Frisman, Eric Gilbert, and Rick Moore

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<sup>&</sup>lt;sup>7</sup> *Id.*, Entry No. 222.

<sup>&</sup>lt;sup>8</sup> *Id.*, Entry No. 222-241.

Gary J. Aguirre (SBN 38927) Aguirre Law, APC 501 W. Broadway, Ste. 800 San Diego, CA 92101 3 Tel: 619-400-4960 Fax: 619-501-7072 Email: Gary@aguirrelawfirm.com 5 6 Attorney for Investors Joseph Ardizzone, David R. Schwarz, Lois Schwarz Dennis Frisman, Eric Gilbert, and Rick Moore 7 8 UNITED STATES DISTRICT COURT 9 SOUTHERN DISTRICT OF CALIFORNIA 10 11 Case No.: 3:12-cv-02164-GPC-JMA 12 13 SECURITIES AND EXCHANGE **DECLARATION OF GARY J.** COMMISSION, 14 AGUIRRE IN SUPPORT OF ARDIZZONE INVESTORS' 15 Plaintiff, OPPOSITION TO 14<sup>TH</sup> AND 15<sup>TH</sup> **INTERIM FEE APPLICATIONS BY** 16 LOUIS V. SCHOOLER and FIRST THOMAS C. HEBRANK AND 17 FINANCIAL PLANNING ALLEN MATKINS LECK GAMBLE CORPORATION d/b/a WESTERN 18 MALLORY & NATSIS LLP FINANCIAL PLANNING 19 CORPORATION, September 6, 2016 Date: 1:30 p.m. 20 Time: Defendants. Ctrm: 2D 21 Judge: Hon. Gonzalo P. Curiel 22 23 24 25 **26** 27

- I, Gary J. Aguirre, of San Diego, California, declare:
- 1. I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify competently to such facts under oath.
- 2. I am the attorney for Joseph M. Ardizzano, David R. Schwarz and Lois Schwarz, Dennis Frisman, Eric Gilbert, and Rick Moore investors in general partnerships subject to the receivership in this matter.
- 3. Excerpts from the first through the fifteenth interim fee applications filed in this case by Thomas C. Hebrank ("Hebrank"), Receiver, and Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins") referring to communications between Hebrank or Allen Matkins and the SEC are attached hereto and incorporated herein as Exhibit 1.

Executed this 2<sup>nd</sup> day of September 2016, at Elche, Spain.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

/s/ Gary J. Aguirre
GARY J. AGUIRRE

**Exhibit List** 

Exhibit 1......4

	Date	Description Services	Hours	Personnel	Dkt. No.
1	9/4/12	Met with SEC representatives		Hebrank	63
2	9/6/12	Communications with SEC's counsel		Fates	64
3	9/7/12	Call with SEC regarding data server/drive imaging issues	0.3	Fates	64
4	9/7/12	Conf calls with SEC		Hebrank	63
5	9/10/12	Call with SEC's counsel regarding investor note payments and employee access		Fates	64
6	9/10/12	Met with S. Brookman on N/R from investors, ACH collections process. Discuss with Atty Fates and SEC (1.4);C/C with SEC on open issues (.4)		Hebrank	63
7	9/11/12	Review SEC and Defendant motions. Discuss with Atty. Fates and SEC		Hebrank	63
8	9/12/12	Contact banks re: balances and signatories. Discuss issues with SEC.	1.7	Hebrank	63
9	9/13/12	Review drafts of Receivers report. Discuss with Atty Fates and SEC.	1.5	Hebrank	63
10	9/14/12	Prepare exhibits for Receiver Report. Make changes, review and sign final report. Discussions with Atty. Fates and SEC re: same	4	Hebrank	63
11	9/17/12	Meet with SEC's counsel in advance of hearing (.5)	0.5	Fates	64
12	9/17/12	Met with Atty Fates and SEC		Hebrank	63
13	9/20/12	Communications with SEC's counsel, review order regarding settlement conference, call with SEC's counsel regarding terms of tentative settlement, and discuss same with Receiver and D. Zaro (1.4);	1.4	Fates	64
14	9/20/12	Conf call with SEC	0.7	Hebrank	63
15	QA	Review proposed stipilation from Schooler and discuss same with Receiver (.3); call with SEC's counsel regarding same (.2);	0.5	Fates	64
16	9/26/12	Discuss Western cash flow concerns and possible solutions with Receiver and review cash spreadsheet (.8); call with SEC's counsel regarding same (.2)	1	Fates	64
17	9/26/12	review and discuss cash flow. Review GP documents relating to trust deeds. Review cash flow projections with T. Harris. Discuss with Atty. Fates and SEC	2.6	Hebrank	63
18	9/27/12	Communications with American West Bank, Receiver and SEC's counsel regarding asset freeze and Schooler's loan payments	0.6	Fates	64

Discuss cash flow and operational expense issues   with Receiver, SEC's counsel, and law clerk;   communications with Schooler's counsel resame.   Review cashflow situation. Request additional documentation relating same. Discuss with Atty.   Fates and SEC (1.1);   Fates and SEC (1.1);   Fates and SEC (1.1);   Fates with Receiver and SEC's counsel;   Schooler; review preliminary injunction order and discuss same with Receiver; arrange call with SEC's counsel regarding receivership issues   Meetings and communications with Receiver and SEC's counsel regarding receivership issues   Meetings and communications with Receiver and SEC's counsel regarding same.   Site visit. Met with Defendants and counsel re: operations and monitor role, and letter to investors; call and emails with SEC's counsel regarding same.   Site visit. Met with Defendants and counsel re: operations and monitor role. Discuss same with SEC and Atty Fates   Call with Receiver and SEC's counsel regarding asset of Western and Schooler, receivership and monitoring issues.   Call with Receiver and SEC's counsel regarding same   Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel regarding same   Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel   Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel   Review email and voicemail from reporter with   Receiver and SEC's brief in support   Review email and voicemail from reporter with   Receiver and SEC's counsel   Review email and voicemail from reporter with   R						
Review cashflow situation. Request additional documentation relating same. Discuss with Atty. Fates and SEC (1.1);   Discuss cash flow and operational expense issues with Receiver and SEC's counsel;   Review motion to dismiss SEC's compalint filed by Schooler; review preliminary injunction order and discuss same with Receiver; arrange call with SEC's counsel regarding receivership issues   Meetings and communications with Receiver and SEC's counsel regarding receivership issues   Meetings and communications with Receiver and SEC's counsel regarding receivership issues   Site visit. Met with Defendants and counsel re: operations and monitor role. Discuss same with SEC and Atty Fates   Call with Receiver and SEC's counsel regarding assets of Western and SEC's counsel regarding asset receivership/monitor role. Follow up on docments (1.3)   Work on Receiver's report and proposal; discuss asme with Receiver regarding same   Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel regarding work on second report and proposal; discuss and with secons and additions with Receiver and SEC's counsel regarding [work on second report and proposal]; review SEC's brief in support   Review and discuss same with Receiver and SEC's counsel   Review and SEC's counsel	19	9/27/12	with Receiver, SEC's counsel, and law clerk;	4.4	Fates	64
Review motion to dismiss SEC's complaint filed by Schooler; review preliminary injunction order and discuss same with Receiver; arrange call with SEC's counsel   2.1   Fates   176	20	9/27/12	Review cashflow situation. Request additional documentation relating same. Discuss with Atty.	1.1	Hebrank	63
22 10/5/12 Schooler; review preliminary injunction order and discuss same with Receiver; arrange call with SEC's counsel  23 10/9/12 Conf call with SEC  24 10/10/12 Communications with Receiver and SEC's counsel regarding receivership issues  Meetings and communications with Receiver and Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors; call and emails with SEC's counsel regarding same.  Site visit. Met with Defendants and counsel re: and Atty Fates  Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with Receiver and SEC's counsel regarding  Review and discuss stipulation regarding  10/17/12 Communications with Receiver and SEC's counsel regarding modification of asset freeze with Receiver and SEC's counsel regarding modification of asset freeze with Receiver and SEC's counsel regarding lowrk on second report and proposal; discuss on the Receiver and SEC's counsel regarding lowrk on second report and proposal; ergarding lowrk on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with injurires about Western and WFP; discuss same with Receiver and SEC's counsel with Receiver and SEC's counsel.	21	9/28/12	· · · · · ·		Fates	64
24 10/10/12 Communications with Receiver and SEC's counsel regarding receivership issues  Meetings and communications with Receiver and Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors; call and emails with SEC's counsel regarding same.  Site visit. Met with Defendants and counsel re: operations and monitor role. Discuss same with SEC and Atty Fates  Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with SEC's counsel regarding same  Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel with Receiver and SEC's counsel  Neview email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel with Receiver and SEC's counsel  Neview email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel  Neview email and voicemail from reporter with with Receiver and SEC's counsel  Neview email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.	22	10/5/12	Schooler; review preliminary injunction order and discuss same with Receiver; arrange call with SEC's	2.1	Fates	176
24 10/10/12 regarding receivership issues  Meetings and communications with Receiver and Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors; call and emails with SEC's counsel regarding same.  Site visit. Met with Defendants and counsel re: operations and monitor role. Discuss same with SEC and Atty Fates  Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with SEC's counsel regarding modification of asset freeze with Receiver and SEC's counsel  10/17/12 Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.  10/19/12 Review and SEC's counsel.	23	10/9/12	Conf call with SEC		Hebrank	175
25 10/11/12 Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors; call and emails with SEC's counsel regarding same.  Site visit. Met with Defendants and counsel re: operations and monitor role. Discuss same with SEC and Atty Fates  Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with Receiver regarding same  Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel regarding [work on second report and proposal]; regarding [work on second report and proposal]; regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel with Receiver and SEC's counsel.	24	10/10/12		0.3	Fates	176
10/11/12 operations and monitor role. Discuss same with SEC and Atty Fates  Call with Receiver and SEC's counsel regarding assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with SEC's counsel regarding same  Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel  10/18/12 regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.  Hebrank  175  Hebrank  176  Hebrank  175  176  175  176  176  177  178  178  179  179  179  179  179	25	10/11/12	Schooler's counsel regarding status of receivership, asset freeze, monitor role, and letter to investors;	4.9	Fates	176
10/12/12 assets of Western and Schooler, receivership and monitoring issues.  Conf call with SEC, discussions with Atty Fates re: receivership/monitor role. Follow up on docments (1.3)  Work on Receiver's report and proposal; discuss same with Receiver; communications with SEC's counsel regarding same  Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel  Communications with Receiver and SEC's counsel regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.	26	10/11/12	operations and monitor role. Discuss same with SEC		Hebrank	175
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29 10/16/12 same with Receiver; communications with SEC's counsel regarding same  Review and discuss stipulation regarding modification of asset freeze with Receiver and SEC's counsel  Communications with Receiver and SEC's counsel regarding [work on second report and proposal]; regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.	28	10/12/12	receivership/monitor role. Follow up on docments		Hebrank	175
30 10/17/12 modification of asset freeze with Receiver and SEC's counsel  Communications with Receiver and SEC's counsel regarding [work on second report and proposal]; review SEC's brief in support  Review email and voicemail from reporter with inquiries about Western and WFP; discuss same with Receiver and SEC's counsel.	29	10/16/12	same with Receiver; communications with SEC's		Fates	176
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32 10/19/12 inquiries about Western and WFP; discuss same 0.4 Fates 176 with Receiver and SEC's counsel.	31	10/18/12	regarding [work on second report and proposal];	4.7	Fates	176
33   11/6/12   T/C with SEC   0.3   Hebrank   175	32	10/19/12	inquiries about Western and WFP; discuss same	0.4	Fates	176
	33	11/6/12	T/C with SEC	0.3	Hebrank	175

Review Schooler's application for ruling on proposal; discuss same with Receiver and SEC's counsel.    11/13/12						1
counsel. Communications with Receiver and SEC's counsel regarding LinMar-related issues and letters from general partner Coopersmith;  36 11/13/12 Conf call with SEC, Atty Fates on outstanding issues In/15/12 Investor correspondence. Discuss with Atty Fates and SEC Communications with SEC's counsel regarding Western employee issue; arrange conference call regarding same  Review proposed stipulation regarding unfreezing of Schooler's personal assets; draft suggested edits; discuss same with Receiver and SEC's counsel regarding investor communications with Western's employees and related issues.  T/C with SEC and Atty Fates re: investor and operational issues. Follow up  11/29/12 Call with SEC reciper and SEC's counsel report and proposal operational issues, Follow up  12/3/12 Conf call with SEC re: [Court order] Hebrank 175  44 12/4/12 Post SEC's counsel; discuss same and bank accounts to be frozen with Receiver and SEC's counsel.  45 12/6/12 Discuss terms of proposed preliminary injunction order sent to be frozen with Receiver and SEC's counsel.  46 12/6/12 Discuss terms of proposed preliminary injunction order with Receiver and SEC's counsel.  47 12/7/12 Discuss terms of proposed preliminary injunction order with Receiver and SEC's counsel.  48 12/7/12 Conf call with SEC on issues  Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel;  Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel;  29 12/17/12 Conf call with SEC on issues  Discuss issues regarding appraisals and operational issues with SEC's counsel  Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel to proposed Preliminary Injunction Order with SEC's co			Review Schooler's application for ruling on			
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12/6/12 Discuss terms of proposed preliminary injunction order with Receiver and SEC's counsel  12/6/12 Discuss status of operational issues and asset recovery efforts with Receiver and SEC's counsel;  Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel;  12/7/12 Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel  1.3 Fates 176  SEC's counsel Hebrank 175  12/17/12 Discuss issues regarding appraisals and operational issues with SEC's counsel  Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel and Receiver  12/19/12 Arrange call with SEC's counsel Fates 176  Call with SEC counsel regarding [plan re office lease, Fates 176]	44	12/4/12		0.9	Fates	1/6
45 12/6/12 order with Receiver and SEC's counsel  46 12/6/12 Discuss status of operational issues and asset recovery efforts with Receiver and SEC's counsel;  47 12/7/12 Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel  48 12/7/12 Conf call with SEC on issues  49 12/17/12 Discuss issues regarding appraisals and operational issues with SEC's counsel  50 12/19/12 Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel  51 12/19/12 Arrange call with SEC's counsel  52 12/20/12 Call with SEC counsel regarding [plan re office lease, Fates 176]						
4612/6/12Discuss status of operational issues and asset recovery efforts with Receiver and SEC's counsel;Fates1764712/7/12Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel1.3Fates1764812/7/12Conf call with SEC on issuesHebrank1754912/17/12Discuss issues regarding appraisals and operational issues with SEC's counsel0.2Fates1765012/19/12Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel and Receiver0.2Fates1765112/19/12Arrange call with SEC's counselFates1765212/20/12Call with SEC counsel regarding [plan re office lease,Fates176	45	12/6/12	1 ' ' ' ' ' '	0.4	Fates	176
recovery efforts with Receiver and SEC's counsel;  Discuss issues regarding terms of proposed preliminary injunction order with Receiver and SEC's counsel  12/7/12 preliminary injunction order with Receiver and SEC's counsel  Hebrank 175  Conf call with SEC on issues  12/17/12 Discuss issues regarding appraisals and operational issues with SEC's counsel  Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's ounsel  12/19/12 Arrange call with SEC's counsel  Call with SEC counsel regarding [plan re office lease, Seates 176]						
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48 12/7/12 Conf call with SEC on issues  49 12/17/12 Discuss issues regarding appraisals and operational issues with SEC's counsel  50 Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's counsel and Receiver  51 12/19/12 Arrange call with SEC's counsel  52 12/20/12 Call with SEC counsel regarding [plan re office lease, Fates 176]	47	12///12	1	1.5	rates	170
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12/17/12 issues with SEC's counsel  Discuss status/timing regarding Schooler's response to proposed Preliminary Injunction Order with SEC's 0.2 Fates 176 counsel and Receiver  12/19/12 Arrange call with SEC's counsel Fates 176  Call with SEC counsel regarding [plan re office lease, Fates 176]						
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counsel and Receiver  51 12/19/12 Arrange call with SEC's counsel  Fates 176  Call with SEC counsel regarding [plan re office lease, Fates 176]			Discuss status/timing regarding Schooler's response			
51 12/19/12 Arrange call with SEC's counsel Fates 176  Call with SEC counsel regarding [plan re office lease, Fates 176]	50	12/19/12	to proposed Preliminary Injunction Order with SEC's	0.2	Fates	176
Call with SEC counsel regarding [plan re office lease,			counsel and Receiver			
57   17/70/17	51	12/19/12	Arrange call with SEC's counsel		Fates	176
employees, tax returns and related issues]	52	12/20/12			Fates	176
		12/20/12	employees, tax returns and related issues]		iaies	1/0

12/20/12   Operational plan, personnel, space, IT requirements, etc.] with Atty Fates, G. Rodriguez, SEC   Review Schooler's objection and proposed changes to Preliminary Injunction Order; discuss same with Reciver; communications with SEC's counsel regarding deadline to file responses;   Fates   176						
to Preliminary Injunction Order; discuss same with Receiver; communications with SEC's counsel regarding deadline to file responses;  2.1 Fates 198  Continue work on response to Schooler's objections to proposed preliminary injunction order (1.7); discuss same with D. Zato and SEC's counsel (.4)  Continue work on response to Schooler's objections to proposed preliminary injunction order (1); discuss same with SEC's counsel (.2)  7 1/7/13 Discuss Schooler's objections to proposed preliminary injunction order (1); discuss same with SEC's counsel (.2)  8 1/14/13 Communications with SEC's counsel regarding timing of filing previously lodged documents  8 Review email from SEC counsel regarding possible additional GP. Discuss same with Receiver  1/18/13 Communications with SEC's counsel 0.2 Fates 198  2/2/5/13 Liscuss automobiles with SEC counsel, Fates 198  Discuss need to limit costs of notice with Receiver (.3); discuss Motion for Relief from Local Receiver (.3); discuss Motion for Relief from Local Receiver (.3); discuss Motion for Relief from Local Section 198  2/5/13 Draft and have posted website updates. 1.3 Fates 198  2/5/13 Draft and have posted website updates. 1.3 Fates 198  2/7/13 Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2) Discuss motion regarding relief from local rule and related issues with SEC's counsel (.2); finalize same 0.4 Fates 198  2/8/13 Update with SEC counsel regarding fee applications 0.2 Fates 198  2/14/13 Update with SEC 0.2 Fates 198  2/14/13 Discuss case with SEC's counsel regarding fee applications with SEC's counsel regarding fee applications with SEC's counsel regarding fee applications with SEC's counsel regarding selections 0.2 Fates 198  2/14/13 Discuss case with SEC 0.2 Fates 198	53	12/20/12	requirements, etc.] with Atty Fates, G. Rodriguez,		Hebrank	175
to proposed preliminary injunction order (1.7); discuss same with D. Zato and SEC's counsel (.4)  Continue work on response to Schooler's objections to proposed preliminary injunction order (1);  1/4/13 to proposed preliminary injunction order (1);  57 1/7/13 Discuss Schooler's objections to proposed preliminary injunction order with SEC's counsel (.2)  58 1/14/13 Communications with SEC's counsel regarding timing of filling previously lodged documents  59 1/16/13 Review email from SEC counsel regarding possible additional GP. Discuss same with Receiver  60 1/18/13 Communications with SEC's counsel  61 2/4/13discuss automobiles with SEC counsel  62 2/5/13 Rule 66 with K. Bui (.6); review and revise website posting and discuss communication to SEC's counsel regarding same with Receiver (.4)  63 2/5/13 Review emotion regarding local rule requirements (.4); discuss same with SEC recussel  64 2/7/13 Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2)  65 2/8/13 Communications with SEC's counsel regarding fee applications  67 2/13/13 Update with SEC  68 2/14/13 Discuss status regarding automobiles and goldcoins with SEC's counsel  69 2/15/13 Discuss case with SEC  60 2/0/13 discuss status regarding automobiles with SEC's  60 2/0/13 discuss status regarding automobiles] with SEC's  60 2/13/13 Discuss case with SEC  61 2/13/13 Discuss case with SEC  62 2/13/13 Discuss status regarding automobiles] with SEC's  63 2/15/13 Discuss case with SEC  64 2/15/13 Discuss case with SEC  65 2/15/13 Discuss case with SEC  67 2/15/13 Discuss case with SEC  68 2/15/13 Discuss case with SEC  69 2/15/13 Discuss case with SEC  60 2/0/13 discuss [motion re sale of automobiles] with SEC's  60 2/0/13 discuss [motion re sale of automobiles] with SEC's  61 2/13/13 December 2/13/13 December 2/13/13 Discuss case with SEC	54	12/27/12	to Preliminary Injunction Order; discuss same with Receiver; communications with SEC's counsel		Fates	176
1/4/13   to proposed preliminary injunction order (1);   discuss same with SEC's counsel (.2)	55	1/3/13	to proposed preliminary injunction order (1.7);	2.1	Fates	198
1/7/13   preliminary injunction order with SEC's counsel   0.2   Fates   198	56	1/4/13	to proposed preliminary injunction order (1);	1.2	Fates	198
timing of filing previously lodged documents  Review email from SEC counsel regarding possible additional GP. Discuss same with Receiver  198  198  198  198  198  198  198  19	57	1/7/13	· · ·	0.2	Fates	198
1/16/13   additional GP. Discuss same with Receiver   0.3   Fates   198	58	1/14/13		0.2	Fates	198
Discuss need to limit costs of notice with Receiver(.3); discuss Motion for Relief from Local Rule 66 with K. Bui (.6); review and revise website posting and discuss communication to SEC's counsel regarding same with Receiver (.4)  Draft and have posted website updates. Correspond with SEC re: same  2/5/13 Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2)  Discuss motion regarding relief from local rule and related issues with SEC's counsel (.2); finalize same (.2)  Communications with SEC's counsel regarding fee applications  2/9/13 Update with SEC  Communications with SEC's counsel regarding fee applications  Communications with SEC's counsel regarding fee applications  Communications with SEC's counsel regarding fee applications  Communications with SEC (.2)  Discuss status regarding automobiles and goldcoins with SEC's counsel (.2)  Fates 198  2/14/13 Discuss case with SEC  Communication resale of automobiles] with SEC's  Counsel (.2)  Fates 198	59	1/16/13		0.3	Fates	198
Discuss need to limit costs of notice with Receiver(.3); discuss Motion for Relief from Local Rule 66 with K. Bui (.6); review and revise website posting and discuss communication to SEC's counsel regarding same with Receiver (.4)  Draft and have posted website updates. Correspond with SEC re: same Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2) Discuss motion regarding relief from local rule and related issues with SEC's counsel (.2); finalize same (.2)  Communications with SEC's counsel regarding fee applications  Communications with SEC's counsel regarding fee applications Discuss status regarding automobiles and goldcoins with SEC's counsel (.2) Fates 198  2/14/13 Discuss case with SEC Discuss status regarding automobiles and goldcoins with SEC's counsel (.2) Fates 198  2/20/13 discuss [motion re sale of automobiles] with SEC's (.2) Fates 198	60	1/18/13	Communications with SEC's counsel	0.2	Fates	198
Receiver(.3); discuss Motion for Relief from Local Rule 66 with K. Bui (.6); review and revise website posting and discuss communication to SEC's counsel regarding same with Receiver (.4)  Draft and have posted website updates. Correspond with SEC re: same  Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2)  Discuss motion regarding relief from local rule and related issues with SEC's counsel (.2); finalize same (.2)  Communications with SEC's counsel regarding fee applications  Communications with SEC's counsel regarding fee applications  Discuss status regarding automobiles and goldcoins with SEC's counsel  2/14/13 Discuss case with SEC  Discuss case with SEC  Discuss regarding automobiles with SEC's  Discuss regarding automobiles and goldcoins with SEC's counsel  O.2 Fates  198  198  198  198  198	61	2/4/13	discuss automobiles with SEC counsel,		Fates	198
Correspond with SEC re: same  Revise motion regarding local rule requirements (.4); discuss same with SEC's counsel (.2)  Discuss motion regarding relief from local rule and related issues with SEC's counsel (.2); finalize same (.2)  Communications with SEC's counsel regarding fee applications  Communications with SEC's counsel fee applications  Communications with SEC's counsel fee applications  Communications with SEC's counsel fee applications  Communications with SEC's fee applications  Communications with SEC's counsel fee applications  Communications with SEC's fee applications	62	2/5/13	Receiver(.3); discuss Motion for Relief from Local Rule 66 with K. Bui (.6); review and revise website posting and discuss communication to SEC's	1.3	Fates	198
Communications with SEC's counsel (.2)   Communications with SEC's counsel regarding fee applications   Communications with SEC   Counsel (.2); finalize same   Counsel (.2); finalize s	63	2/5/13		1	Hebrank	197
70 2/20/13 related issues with SEC's counsel (.2); finalize same (.2) finalize same (.2); finalize same (.2) finalize same (.2) finalize same (.2) finalize same (.2); finalize same (.2) finalize same (.2	64	2/7/13		0.6	Fates	198
applications  67 2/13/13 Update with SEC  68 2/14/13 Discuss status regarding automobiles and goldcoins with SEC's counsel  69 2/15/13 Discuss case with SEC  70 2/20/13 discuss [motion re sale of automobiles] with SEC's O.2 Fates 198	65	2/8/13	related issues with SEC's counsel (.2); finalize same	0.4	Fates	198
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with SEC's counsel  69 2/15/13 Discuss case with SEC  70 2/20/13 discuss [motion re sale of automobiles] with SEC's  70 2/20/13 discuss [motion re sale of automobiles] with SEC's  70 2/20/13 discuss [motion re sale of automobiles] with SEC's	67	2/13/13	Update with SEC	0.3	Hebrank	197
70 2/20/13 discuss [motion re sale of automobiles] with SEC's 0.2 Fates 198	68	2/14/13		0.2	Fates	198
1 /U 1 /1/U/13 1	69	2/15/13	Discuss case with SEC	0.2	Hebrank	197
counser	70	2/20/13	discuss [motion re sale of automobiles] with SEC's counsel	0.2	Fates	198

3/6/13	Discuss motion to sell cars and gold coins with SEC's counsel	0.2	Fates	198
3/6/13	Communications with SEC's counsel regarding whether hearing on fee applications will be held.	0.1	Fates	198
3/8/13	Discuss Court orders with SEC's counsel	0.1	Fates	198
3/18/13	Telephone call to clerk regarding miscellaneous filing of receivership order.	0.1	Fates	198
3/20/13	Discuss filing of preliminary injunction in Arizona district court, LinMar loans, and other issues with SEC's counsel	0.3	Fates	198
3/20/13	Discuss Real Asset Locators with SEC's counsel, prepare access letter, and discuss same with Receiver (.6)	0.6	Fates	198
3/21/13	review and finalize SEC access letter	0.2	Fates	198
3/22/13	Finalize SEC access letter regarding RAL documents	0.3	Fates	198
3/27/13	Met with forensic team re: report. Review documents. Discuss with Atty Fates and SEC	2.1	Hebrank	197
3/28/13	Discuss access letter and timing for conference call with SEC's counsel	0.1	Fates	198
4/2/13	Prepare for and attend conference call with SEC re exhibits flowcharts and detailed spreadsheets for		Hoslett	477
4/8/13	Download and review documents from SEC relating	0.7	Fates	478
4/8/13	Assist in preparing fee application for local counsel in Nevada; discuss same with Receiver; send same to SEC's counsel	0.8	Fates	478
4/9/13	Update exhibits for formatting name issues as requested by the SEC and Mr. Hebrank.		Hoslett	477
4/11/13	Communications with SEC's counsel regarding position on fee application		Fates	478
4/22/13	T/C with SEC	0.4	Hebrank	477
4/23/13	Review spreadsheet showing analysis of appraisals, loan balances, estimated cost of sale, etc. for GP properties, discuss same with Receiver and SEC's counsel,		Fates	478
4/23/13	Prepare for, adjust schedules and hold conf call with SEC and Atty Fates on receivership	2	Hebrank	477
5/23/13	Discuss motion regarding LinMar loans with Receiver and SEC's counsel	0.4	Fates	478
5/24/13	Meet and confer with SEC's counsel regarding Schooler's motion to modify preliminary injunction	0.4	Fates	478
	3/6/13 3/8/13 3/18/13 3/20/13 3/20/13 3/21/13 3/22/13 3/27/13 3/28/13 4/2/13 4/8/13 4/8/13 4/9/13 4/11/13 4/22/13 4/23/13 5/23/13	Communications with SEC's counsel regarding whether hearing on fee applications will be held.  3/8/13 Discuss Court orders with SEC's counsel  Telephone call to clerk regarding miscellaneous filing of receivership order.  Discuss filing of preliminary injunction in Arizona district court, LinMar loans, and other issues with SEC's counsel  Discuss Real Asset Locators with SEC's counsel, prepare access letter, and discuss same with Receiver (.6)  3/21/13review and finalize SEC access letter  3/22/13 Finalize SEC access letter regarding RAL documents Met with forensic team re: report. Review documents. Discuss with Atty Fates and SEC  Discuss access letter and timing for conference call with SEC's counsel  Prepare for and attend conference call with SEC re exhibits flowcharts and detailed spreadsheets for the Receiver's Forensic Report #1.  4/8/13 Download and review documents from SEC relating to Real Asset Locators  Assist in preparing fee application for local counsel in Nevada; discuss same with Receiver; send same to SEC's counsel  4/9/13 Update exhibits for formatting name issues as requested by the SEC and Mr. Hebrank.  Communications with SEC's counsel regarding position on fee application  4/22/13 T/C with SEC  Review spreadsheet showing analysis of appraisals, loan balances, estimated cost of sale, etc. for GP properties, discuss same with Receiver and SEC's counsel,  Prepare for, adjust schedules and hold conf call with SEC and Atty Fates on receivership  Discuss motion regarding LinMar loans with Receiver and SEC's counsel  Meet and confer with SEC's counsel regarding	3/6/13 counsel  3/6/13 Communications with SEC's counsel regarding whether hearing on fee applications will be held.  3/8/13 Discuss Court orders with SEC's counsel  3/18/13 Telephone call to clerk regarding miscellaneous filing of receivership order.  Discuss filing of preliminary injunction in Arizona district court, LinMar loans , and other issues with SEC's counsel  Discuss Real Asset Locators with SEC's counsel, prepare access letter, and discuss same with Receiver (.6)  3/21/13review and finalize SEC access letter  3/22/13 Finalize SEC access letter regarding RAL documents  3/27/13 Met with forensic team re: report. Review documents. Discuss with Atty Fates and SEC  3/28/13 Discuss access letter and timing for conference call with SEC's counsel  Prepare for and attend conference call with SEC re exhibits flowcharts and detailed spreadsheets for the Receiver's Forensic Report #1.  4/8/13 Download and review documents from SEC relating to Real Asset Locators  4/8/13 in Nevada; discuss same with Receiver; send same to SEC's counsel  4/9/13 Update exhibits for formatting name issues as requested by the SEC and Mr. Hebrank.  Communications with SEC's counsel regarding position on fee application  4/22/13 T/C with SEC  Review spreadsheet showing analysis of appraisals, loan balances, estimated cost of sale, etc. for GP properties, discuss same with Receiver and SEC's counsel,  4/23/13 Prepare for, adjust schedules and hold conf call with SEC and Atty Fates on receivership  Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding  Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding Discuss motion regarding LinMar loans with Receiver and SEC's counsel regarding Discuss motion regarding LinMar loans with Receiver and SEC'	Counsel   Communications with SEC's counsel regarding whether hearing on fee applications will be held.   O.1   Fates

		Coll with CECle company regarding from the remark		1	
91	5/30/13	Call with SEC's counsel regarding [work on report regarding real estate evaluation]	0.1	Fates	478
		Confer with Receiver and SEC's counsel regarding			
92	6/5/13	Schooler's motion to modify preliminary	0.4	Fates	478
92	0/3/13	injunction/dissolve receivership over GPs	0.4	Tates	470
93	6/14/13	Review SEC correspondence	0.4	Hebrank	477
94	6/18/13	T/Cs with Atty Fates, G. Rodriguez and SEC	0.4	Hebrank	477
		Meet and confer with SEC's counsel regarding [real		Hebrank	7//
95	6/19/13	estate valuation] report		Fates	478
96	7/2/13	Review Defendant opposition. T/C with SEC	0.8	Hebrak	525
		Communications with SEC's counsel regarding			
97	7/12/13	motion		Fates	526
98	7/17/13	T/C's with Atty Fates, conf call with SEC	0.8	Hebrak	525
		Meet and confer with SEC's counsel regarding court			
99	8/19/13	orders on motion to modify, real estate report and	0.4	Fates	526
		Linmar Motion.			
		Met with T. Hebrank and Atty Fates to discuss			
100	8/19/13	Order from the Court. Conferred with SEC re same.	3.1	Rodriguez	525
100	8/19/13	Began preparations for transition of partnerships	5.1	Rouriguez	
		out of the Receivership			
		Review and revise Cotton Driggs' final fee			
101	8/20/13	application, discuss same with Receiver, and send	1.2	Fates	526
		same to SEC's counsel fro review.			
102	8/26/13	Send fee applications to SEC's counsel for review	0.2	Fates	526
103	8/27/13	Communications with SEC's counsel regarding	0.1	Fates	526
		position on fee applications			
	- / /	Communications with court clerk and SEC's counsel		_	
104	8/28/13	regarding scheduling and attendance at ENE and	0.5	Fates	526
		review court order regarding same.			
		Communications with court law clerk and SEC's			
105	8/29/13	counsel regarding Schooler's ex parte application	0.6	Fates	526
		on potential date for hearing on Schooler's			
		motion;communications with SEC's counsel			
106	8/30/13	Work on information packet; discuss same with Receiver and SEC's counsel	1.4	Fates	526
		Discuss Defendants' motion for partial			
107	9/6/13	reconsideration with SEC's counsel and work on	0.9	Fates	526
107	9/0/13	response to same.	0.9	rates	320
		Confer with Receiver and SEC's counsel regarding			
		Schooler's motion for stay pending appeal, order			
108	10/1/13	modifying preliminary injunction, information	0.7	Fates	567
		packet, and related issues			
109	10/14/13	Confer with SEC's counsel regarding report	0.2	Fates	567
100	20, 17, 13	Johnson With See a counsel regulating report		. 4.65	337

110	10/15/12	Confer with SEC's counsel regarding appeal and	0.2	Fatas	F.6.7
110	10/15/13	appellate mediation issues	0.3	Fates	567
111	10/15/13	Confer with SEC's counsel regarding forensic report	0.3	Fates	567
112	10/23/13	Call with SEC's counsel to discuss issues regarding appeal	0.4	Fates	567
113	10/25/13	Communications with SEC's counsel regarding ENE on October 28	0.2	Fates	567
114	10/30/13	Confer with SEC's counsel regarding motion for stay pending appeal, potential cross-appeal, potential stay of release of GPs and information packets, and related issues and emails regarding same (.5);confer with SEC's appellate counsel regarding facts and issues on appeal and potential cross-appeal (1.1)	1.6	Fates	567
115	11/1/13	Confer with SEC's counsel regarding [response to defendants' motion for stay pending appeal] and potential cross-appeal, and advise Receiver regarding same (1.6)	2.1	Fates	567
116	11/7/13	Communications with SEC's appellate counsel	0.2	Fates	567
117	11/8/13	Call with SEC's appellate counsel regarding facts and issues on appeal	0.5	Fates	567
118	11/12/13	Call with SEC's counsel regarding facts and issues on appeal and potential cross-appeal		Fates	567
119	11/13/13	Discuss appeal issues and SEC's request for certain forensic accounting data with S. Hoslett and communications with SEC's counsel regarding same	0.8	Fates	567
120	11/14/13	Communications with SEC appellate counsel and S. Hoslett regarding facts/issues on appeal	0.4	Fates	567
121	11/15/13	Communications with SEC appellate counsel and S. Hoslett regarding facts/issues on appeal	0.6	Fates	567
122	11/18/13	Work on investor county by GP investment, as requested by Counsel/SEC	6.9	Hoslett	566
123	11/19/13	Communications with SEC appellate counsel and S. Hoslett regarding facts/issues on appeal	0.4	Fates	567
124	11/19/13	Confer with SEC's counsel regarding application to address mortgage payments	0.6	Fates	567
125	11/19/13	T/C with SEC	0.6	Hebrank	566
126		Confer with SEC's counsel regarding potential application to address GP mortgage payments and discuss same with G. Rodriguez	0.3	Fates	567

127 11/26/13 receivership estate, mortgage payments and GP properties; discuss same with Receiver Respond to inquiry from SEC's appellate counsel regarding facts at issue in appeal properties; discuss same with Receiver Respond to inquiry from SEC's appellate counsel regarding facts at issue in appeal properties; discuss same with SEC's counsel regarding facts at issue in appeal properties; discuss with SEC's counsel regarding facts at issue in appeal properties; discuss with SEC's counsel regarding facts at issue in appeal properties; discuss with SEC's counsel regarding facts at issue in appeal properties; discuss in the second for appeal properties; discuss same in appeal properties; discuss same with Receiver and properties; discuss same with Receiver and properties; discuss same with Receiver and Sector sounsel regarding issues raised in summary properties; discussed in summary propert						1
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131   1/31/14			• • • • • • • • • • • • • • • • • • • •		1 4103	
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Western Western	1/12	1/29/11	regarding issues raised in summary judgment order	0.7	Eator	910
	143	4/ 20/ 14	and Schooler motion to dissolve receivership over	0.7	1 4165	013
144 4/28/14 Conf call with SEC 0.5 Hebrank 818			Western			
	144	4/28/14	Conf call with SEC	0.5	Hebrank	818

		Communications with CFClansus and according			1
145	6/18/14	Communications with SEC's counsel regarding		Fates	819
		seventh interim fee applications			
146	7/8/14	Communications with SEC's counsel to arrange call		Fates	962
		regarding [July 18 hearing]			
147	7/11/14	Confer with Receiver and SEC's counsel on issues	1.7	Fates	962
		relating to July 18 hearing			
		Analyze issues for July 18 hearing regarding			
148	7/17/14	reconsideration of August 16, 2013 order, discuss	3.4	Fates	962
		same with Receiver and SEC's counsel			
		Analyze issues for hearing on sua sponte			
149	7/18/14	reconsideration of GPs in receivership ad discuss	3.3	Fates	962
143	7/10/14	same with Receiver and SEC's counsel (2.4);review	3.3	Tates	302
		and analyze Court's tenttive ruling and discuss same			
		with Receiver and SEC's counsel (.9)			
150	7/18/14	Met with Atty Fates, SEC, investors		Hebrank	961
151	7/29/14	Review expert report provided by SEC's counsel	0.2	Fates	962
152	7/30/14	Review correspondence from SEC's counsel	0.1	Fatos	962
152	//30/14	regarding Schooler's objections to SEC's subpoenas	0.1	Fates	902
152	0/0/1/	Discuss response to G. Post's motion to intervene	0.3	Fatos	062
153	8/8/14	with SEC's counsel and review SEC's response	0.3	Fates	962
		Review Schooler's rebuttal testimony regarding			
154	9/8/14	value of properties appraised by SEC's expert and	0.3	Fates	962
		discuss same with Receiver			
155	0/11/11	Confer with SEC's counsel regarding Ninth Interim	0.1	Fatas	0.02
155	9/11/14	Report	0.1	Fates	962
456	0/45/44	Confer with SEC's counsel regarding [receivership		<b>5</b> -1	062
156	9/15/14	website and GP balloting and exhibits]		Fates	962
457	0/00/44	Confer with SEC's counsel regarding deposition	0.0		0.62
157	9/23/14	issues and GP brief issues	0.3	Fates	962
450	0/05/44	Confer with SEC's counsel regarding GP briefs and	0.6		0.62
158	9/25/14	issues for October 10 hearing	0.6	Fates	962
		Discuss issues regarding appeal of order denying			
159	9/29/14	Schooler's motion to remove Western from	0.2	Fates	962
		receivership with SEC's counsel			
		Discuss issues regarding Jacobson and Schuler			
160	10/2/14	depositions and October 10 hearing with SEC's	0.3	Fates	1092
	-, ,	counsel			
		Discuss partnership administrator depositions and		_	
161	10/9/14	issues for October 10 hearing with SEC's counsel	0.3	Fates	1092
		Discuss server access issues with Receiver and			
162	10/9/14	prepare argument regarding same; discuss issues	0.7	Fates	1092
102	10/3/14	with SEC's counsel.	5.7	rates	1032
		WIGH SEC 3 COURSCI.			

163	10/13/14	Communications with SEC's counsel regarding documents received at October 10 hearing and sample operational bills	0.5	Fates	1092
164	10/14/14	Analyze issues for October 15 hearing, prepare for same, and communications with SEC's counsel regarding same (2.9); review Schooler's reply brief and discuss same with Receiver and SEC's counsel (1.1)	4	Fates	1092
165	10/15/14	Confer with SEC counsel on issues for 10/15 hearing and related issues	0.9	Fates	1092
166	10/15/14	Met with Atty Fates and SEC in preparation for hearing. Attend hearing. Discuss results of hearing.		Hebrank	1091
167	10/20/14	Send fee applications to SEC's counsel		Fates	1092
168	10/21/14	Communications with SEC's counsel and Receiver regarding issues for conference call	0.4	Fates	1092
169	10/22/14	Confer with Receiver and SEC's counsel on legal and factual issues related to report and recommendation due October 31 and research regarding same	2.2	Fates	1092
170	10/22/14	Conf call with SEC		Hebrank	1091
171	10/28/14	Discuss stipulation/joint motion regarding extension of time to file report and recommedation with SEC's counsel	0.1	Fates	1092
172	10/28/14	Discuss ex parte application and recommendation with SEC's counsel	0.2	Fates	1092
173	10/31/14	Discuss Hougen's deposition and related discovery issues with SEC's counsel	0.2	Fates	1092
174	11/6/14	Confer with SEC's counsel regarding discovery issues	0.2	Fates	1092
175	11/19/14	Confer with SEC's counsel regarding report and recommendations	0.8	Fates	1092
176	11/19/14	Conf call with SEC		Hebrank	1091
177	11/20/14	Confer with SEC's counsel regarding report and recommendations	0.5	Fates	1092
178	11/21/14	Confer with SEC's counsel regarding report and recommendations	0.7	Fates	1092
179	12/2/14	Confer with SEC's counsel regarding Defendants' request to access records in offsite storage and discuss same with Receiver	0.5	Fates	1092
180	12/4/14	Confer with SEC's counsel regarding potential motion for asset freeze and discuss same with Receiver	0.4	Fates	1092

181   12/22/14   12/22/15   12/22/15   12/22/14   12/22/15   12/					1	
documents, shipping of same, etc.   Review briefing as to the removal of the Receiver, assess claims, confer with counsel as to SEC   0.6   Zaro   1092   response						
Review briefing as to the removal of the Receiver, assess claims, confer with counsel as to SEC   0.6   Zaro   1092   1/23/14   2/23/14   2/23/14   2/23/15   Review communications with G. Rodriguez and SEC's counsel regarding transportation of Iron Mountain records from Defendants' counsel to SEC's counsel and return of same to Iron Mountain   0.3   Fates   1097	181	12/22/14		0.4	Fates	1092
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	197	3/11/15	Discuss [ex parte notice] with SEC's counsel	0.2	Fates	1097

198	3/26/15	Review and discuss SEC case summary		Hebrank	1096
199	4/13/15	Return call from SEC's counsel	0.1	Fates	1127
200	4/28/15	Communications with SEC's counsel regarding transmittal of Western records to Iron Mountain	0.2	Fates	1127
201	4/29/15	Communications with SEC counsel and G. Rodriguez regarding scheduling delivery of Western records to Iron Mountain	0.4	Fates	1127
202	5/8/15	Confer with SEC's counsel regarding MSJ/discovery scheduling issues.	0.1	Fates	1127
203	5/11/15	Discuss investor inquiry regarding checks with SEC's counsel and Receiver	0.3	Fates	1127
204	5/20/15	Review the general order on the SEC's motion for summary judgment/disgorgement and follow-up with counsel at SEC re same, including collection of disgorgement amounts	0.6	Fates	1127
205	5/20/15	Call with SEC's counsel to discuss potential judgment enforcement issues regarding Schooler/Linmar III	0.4	Fates	1127
206	6/17/15	contact court chambers regarding status of recommendations on LOIs regarding same.		Fates	1127
207	6/17/15	Discuss tenth interim fee applications with SEC's counsel	0.2	Fates	1127
208	7/8/15	Communications with Receiver and SEC's counsel regarding fee applications	0.2	Fates	1154
209	7/21/15	Discuss status regarding Linmar III receivership and potential sale of property with SEC's counsel	0.2	Fates	1154
210	8/6/15	Discuss investor correspondence and potential engagement of counsel by investors with SEC's counsel	0.2	Fates	1154
211	9/2/15	Send fee applications to SEC's counsel for review	0.2	Fates	1154
212	9/3/15	call with SEC's counsel regarding [recommendation on Stead LOI ex parte application]	0.1	Fates	1154
213	9/3/15	Confer with SEC's counsel regarding fee applications	0.1	Fates	1154
214	9/30/15	Communications with SEC's counsel regarding issuance of GP units.		Fates	1154
215	10/7/15	Communications with SEC's counsel and Receiver regarding GP shortfall and capital call issues and review and revise letter to Santa Fe property investors.	0.6	Fates	1328

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216	10/22/15	Call with SEC's counsel to discuss potential investor			
		confusion regarding Dayton IV property and vote		Fates	1328
		regarding underwater property,			
217	11/9/15	Discuss 13th interim report with SEC's counsel	0.3	Fates	1328
218	11/9/15	Discuss claims and distributions issues with SEC's	0.3	Fates	1328
		counsel	0.5	rates	1320
219	11/18/15	discuss letter filed by T. Boschee with SEC's		Fates	1328
		counsel (.2)		rates	1320
220	12/3/15	Work on Receiver's 13th interim fee application,	0.4	Fates	1328
220	12/3/13	send same to SEC counsel for review	0.4	rates	1320
221	12/4/15	Communications with SEC counsel regarding 13th	0.2	Fates	1328
		fee applications	0.2		
222	1/5/16	Discuss calls from G. Aguirre and P. Prindle with	0.8	Fatos	1330
222		Receiver and SEC counsel.	0.8	Fates	
223	1/7/16	Discuss potential investor litigation		Hebrank	1329
224	1/11/16	Advise G. Rodriguez regarding response to inquiries	0.2	Fatas	1220
224	1/11/16	from investor D. Gilman	0.2	Fates	1330
225	1/13/16	Met with SEC re: case	1.5	Hebrank	1329
226	1/13/16	Travel to/from LA	6	Hebrank	1329
	1/13/16	Meet and confer with SEC's counsel regarding	1.5	Fates	1330
		terms of proposed distribution, claims process, and			
		related issues (1.1)communications with SEC's			
227		counsel and Receiver to arrange follow up			
		conference call (.2); review lengthy correspondence			
		from investors D Gilman, D. KArp, and S. Gessner			
		(.2)			
228	1/14/16	Prepare for and attend SEC conf call		Hebrank	1329
	1/14/16	Reviewed correspondence from D. Gilman and			
229		others regarding planned lawsuit against receiver		Rodriguez	1329
		(0.1)			
	1/14/16	Meet and confer calls with SEC's counsel and			
230		Receiver regarding distributions, claims process,	0.9	Fates	1330
		and related isses (.9);			
	1/15/16	Communications with Receiver and SEC's counsel			4000
231		concerning distribution issues	0.7	Fates	1330
•	1/19/16	Multiple investor correspondence re: upcoming			
232		litigation		Hebrank	1329
	1/22/16	Call with counsel to address the distribution issues,			
233		meet/confer with parties	0.3	Zaro	1330
	1/26/16	Conference with counsel as to Receiver's			
234		distribution plan, advice as to evidence to support	0.3	Zaro	1330
237		potential opposition	0.0		1000
		potential opposition			

235	1/26/16	Communications with Schooler's counsel regarding scheduling meet and confer on motion	0.1	Fates	1330
236	1/27/16	Communications with Schooler's counsel regarding meet and confer on motion	0.1	Fates	1330
237	2/1/16	Communications with SEC's counsel to arrange call to discuss motion	0.2	Fates	1330
238	2/2/16	Meet and confer call with SEC's counsel	0.2	Fates	1330
239	2/3/16	Conf call with SEC Enforcement on Schooler judgment collection. Provide requested data.		Hebrank	1329
240	2/3/16	Calls with Receiver and SEC's counsel regarding issues related to enforcement of judgment against Schooler.	0.7	Fates	1330
241	2/4/16	Discuss correspondence and response to Atty Aguirre		Hebrank	1329
242	2/18/16	Discuss response to communications from counsel for investor group with Receiver (.3); meet and confer with SEC's counsel regarding same (.2); prepare response to counsel for investor group (.2)	0.7	Fates	1330
243	2/29/16	Call with SEC's counsel regarding response to G. Aguirre request	0.1	Fates	1330
244	3/16/16	Confer with SEC's counsel regarding various Aguirre filings and position and potential response to same and advise Receiver regarding same (.4); confer with SEC's counsel regarding T. Dillon request for meeting with SEC and Receive and advise Receiver regarding same (.3)	0.7	Fates	1330
245	3/20/16	communications with Receiver and SEC's counsel regarding T. Dillon's request for meeting (.4)	Fates	Fates	1330
246	3/22/16	Conf call with SEC re: requested litigation meetings.		Hebrank	1329
247	3/22/16	Meet and confer with SEC's counsel regarding Dillon's request for meeting, Dillon's request to delay hearing, Aguirre's document requests, and related issues	0.8	Fates	1330