

COPY

CAUSE NO. D-1-GV-10-000454

STATE OF TEXAS,

Plaintiff,

v.

RETIREMENT VALUE, LLC,
RICHARD H. "DICK" GRAY, HILL
COUNTRY FUNDING, LLC, a
Texas Limited Liability Company,
HILL COUNTRY FUNDING, a Nevada
Limited Liability Company, and
WENDY ROGERS,

Defendants,

AND

KIESLING, PORTER, KIESLING, &
FREE, P.C.,

Relief Defendant.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126th JUDICIAL DISTRICT

Filed in The District Court
of Travis County, Texas

DEC 10 2010

3:44 M.
Amalia Rodriguez-Mendoza
Clerk

ORDER REGARDING THE SECOND APPLICATION
FOR FEES BY THE RECEIVER AND RECEIVER'S COUNSEL

Came on to be heard the Second Application of Eduardo S. Espinosa, the temporary receiver for Retirement Value, LLC (the "Receiver"), for fees for himself and his counsel, K&L Gates, LLP (the "Application"). Prior to the hearing the Court directed the parties to meet and discuss the Application and Objections and attempt to resolve issues of current and future billing and outstanding issues regarding expenses to the Estate. The Court, having considered the resolution of the objections to the Application, is of the opinion that the Application should be GRANTED in part and DENIED in part, as set out below:

IT IS, THEREFORE ORDERED that the Receiver and his counsel are entitled to the sum of \$323,105.01 as payment for costs and services performed in the months of August and September of 2010 as set forth in the Application. This amount is a total reduction of \$18,000

from the amount sought in the Application; \$4,738 out of the total reduction in the amount requested in the Application and the amount ordered as payment is attributable to the services performed by Receiver and his counsel (and objected to by the defendants and intervenors) for Wendy Rogers' budget issues. The reduction for the Wendy Rogers budget issues work from the requested amount in the Application is without prejudice to any Parties' claims for payment or objections to payment for any future Wendy Rogers' budget issue work. The Receiver is hereby ordered to pay \$323,105.01 to K&L Gates from the funds of the estate.

IT IS FURTHER ORDERED that the general objections of Richard Gray and Wendy Rogers are DENIED.

IT IS FURTHER ORDERED that the Receiver and his counsel shall be entitled to be paid for his services from the funds held by him.

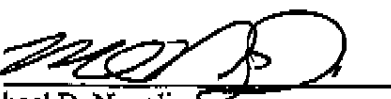
IT IS FURTHER ORDERED that the Receiver and his counsel shall record future time entries of attorneys or legal assistants by describing each task performed and recording time in tenths of an hour for each task performed attributable to each task.

SIGNED this 10th day of December 2010.


JUDGE PRESIDING

AGREED:

<p>By: <i>by Mary Dietz with permission</i> Jack Hohengarten Jack Hohengarten, Deputy Division Chief State Bar No. 09812200 Charles B. McDonald State Bar No. 00786834 Financial Litigation Division P.O. Box 12548 Austin, Texas 78711 300 W. 15th Street, Sixth Floor Austin, Texas 78711-2548 512.475.3503 512.477.2348 (telecopy) Jack.Hohengarten@oag.state.tx.us <i>Attorneys for Plaintiff</i></p>	<p>By: _____ Christopher Bradford State Bar No. 00783700 Clark, Thomas & Winters, P.C. 300 West 6th Street, Suite 1500 Austin, Texas 78767-1148 512.472.8800 512.474.1129 (telecopy) cbb@ctw.com <i>Attorneys for Defendant, Richard H. "Dick" Gray, Hill Country Funding, LLC, a Texas LLC, and Hill Country Funding, a Nevada LLC and Wendy Rogers</i></p>
<p>By: <i>by Mary Dietz with permission</i> Matthew Barasch Spencer C. Barasch State Bar No. 00789075 Matthew G. Nielsen State Bar No. 24032792 Andrews Kurth, LLP 1717 Main Street, Suite 3700 Dallas, Texas 75201 214.659.4685 214.659.4852 (telecopy) spencerbarasch@andrewskurth.com matthewnielsen@andrewskurth.com <i>Attorneys for Relief Defendant Kiesling Porter</i></p>	<p>By: <i>by Mary Dietz with permission</i> Geoffrey Weisbart Terry Scarborough State Bar No. 1771600 Geoffrey D. Weisbart State Bar No. 21102645 Hance Scarborough, LLP 111 Congress Avenue, Suite 500 Austin, Texas 78701 512.479.8888 512.482.6891 (telecopy) tscarborough@hslawmail.com gweisbart@hslawmail.com <i>Attorneys for Intervenors</i></p>

<p>By:  Michael D. Napoli State Bar No. 14803400 K&L Gates LLP 1717 Main Street, Suite 2800 Dallas, Texas 75201 214.939.4927 214.939.5849 (telecopy) michael.napoli@klgates.com</p> <p><i>Attorney for Receiver of Retirement Value, LLC</i></p>	<p>By: <i>Patrick S. Richter by Mary</i> Sam Rosen <i>Deft. With</i> State Bar No. 17265000 <i>permission</i> Shannon, Gracey, Ratliff & Miller, L.L.P. 777 Main Street, Suite 3800 Fort Worth, Texas 76102 817.877.8108 817.336.3735 (telecopy) srosen@shannongracey.com</p> <p>Patrick S. Richter State Bar No. 00791524 Shannon, Gracey, Ratliff & Miller, LLP 98 San Jacinto Blvd., Suite 300 Austin, Texas 78701-4245 (512) 610-2714 Telephone (512) 499-8559 Facsimile PRichter@shannongracey.com</p> <p><i>Attorneys for Intervenors</i></p>
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