

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

**SECOND APPLICATION FOR FEES
BY THE RECEIVER AND RECEIVER'S COUNSEL**

Eduardo S. Espinosa, court-appointed temporary receiver for Retirement Value, LLC, files his second application for fees incurred by the Receiver and his counsel, K&L Gates, LLP.

BACKGROUND

On May 5, 2010, the State of Texas filed this suit against Retirement Value, Richard H. Gray and Bruce Collins alleging that they had perpetrated a \$60 million securities fraud and seeking temporary and permanent injunctive relief, restitution for the losses suffered by investors, penalties and other monetary relief. On that date, the Court entered an order appointing Eduardo S. Espinosa of K&L Gates, LLP as Receiver. The State subsequently amended its suit to include Wendy Rogers as a defendant, and to seek a receivership over two additional entities affiliated with the defendants.

On May 28, 2010, the Court entered a temporary injunction (the "Agreed TI") against Gray and Retirement Value and continued the Receiver's appointment. In the Agreed TI the Court directed and authorized the Receiver to, among other things:

- (a) to take possession of and preserve all books, records and assets of Retirement Value and all assets derived from the operations of Retirement Value;
- (b) to attempt to effect fair restitution to the investor-victims; and
- (c) to assist the State in its investigation of the Defendants and others.

The temporary injunction and the receivership will remain in place until the end of the trial of this matter, which is currently scheduled for February 28, 2011.

To assist the Receiver in the performance of these duties, the Agreed TI authorizes the Receiver to "to hire employees, contractors, consultants, accountants, attorneys, legal assistants, or other assistants under terms to be determined by the Receiver, whose services in the sole discretion of the Receiver, are necessary for an efficient and accurate administration of the receivership estate." Agreed TI at 14, ¶8. To that end, the Receiver has retained the law firm of K&L Gates, LLP to represent him in connection with this case, to assist him in the performance of his duties and to prosecute or defend litigation on behalf of Retirement Value.¹

By its Order Regarding the First Application For Fees by the Receiver and Receiver's Counsel entered on October 26, 2010 (the "Fees Order"), the Court modified the basis by which the Receiver and his counsel are paid. Pursuant to the Fees Order, the Receiver shall charge an hourly rate of \$320 per hour and the Receiver's counsel shall discount its rates by 9.5% from its then current hourly rates in effect as of the time services are rendered beginning on August 1, 2010. Fees Order at 2. Moreover, the Receiver and his counsel are to submit to the Court and to

¹ The Receiver has also retained other professionals to assist him. An application to pay the fees of those professionals is the subject of a separate application.

the parties of record their request for payment of fees. If no party of record files an objection to the request for payment within ten days from the filing of the request for payment, then the Receiver shall pay the amount of the request from funds he holds in the receivership estate. Any objection must state with specificity the particular items of the Receiver's request to which the objection is made. If an objection is made, the Receiver shall not pay the contested portion of the invoice until a hearing has been held on the objection, but the Receiver may pay the portions of the request to which no objection is made. *Id.*

APPLICATION FOR PROFESSIONAL FEES

By this Application, the Receiver seeks approval from the Court to pay from the assets of the Receivership the fees incurred by the Receiver and his counsel, K&L Gates, LLP, for the time period from July 31, 2010 through September 30, 2010. The Receiver has incurred fees of \$89,440 during the period covered by this Application. He has retained the legal services of K&L Gates, which has incurred fees of \$251,665.01 for the period covered by this Application. Affidavit of Eduardo S. Espinosa ("Espinosa Affid.") at ¶11 (attached as Exhibit 1). While substantial, these fees were both reasonable and necessary.

The fees charged by the Receiver and his counsel represent a discount of 15% from the usual and customary fees charged by K&L Gates. As a general matter, the charge for the services provided by K&L Gates is determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate. *Id.* at ¶6. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by K&L Gates. The Receiver is charging \$320/hour, which represents a 24% discount from his usual and customary rate of \$420/hour. In addition, K&L Gates has discounted its rates by 9.5% and further discounted its bills by approximately \$9,241.52. Espinosa Affid at ¶7.

In addition, K&L Gates has billed approximately \$44,000 for data recovery and analysis services (“e-DAT services”). The e-DAT invoices reflect a reduction of 9.5% on all time keepers and a flat fee of \$22.50/MB for review of the electronic documents recovered from Retirement Value. For approximately \$60,000 (\$44,000 from this fee application and \$15,000 from the first application), the Receiver and his counsel were able to analyze, code and review over 11 million pages of records. As a result of this review, the Receiver has been able to provide a database of the most relevant documents (in searchable form) to all parties including the State and the Defendants. Without the assistance of the K&L Gates e-DAT team and the software tools to which they have access, this review would have cost about \$190,000 – a savings of about 70%. Espinosa Affid. at ¶6. Barring the discovery of an additional cache of electronic documents, the Receiver does not envision additional significant costs for data recovery and analysis.

The chart below summarizes the fees charged and the discounts applied.

Invoice Summary				
		September	October ²	Totals
Billed		\$160,491.94	\$136,394.31	\$296,886.25
eDat		\$7,504.91	\$36,713.85	\$44,218.76
Total		\$167,996.85	173,108.16	\$341,105.01
Billing Adjustments Reflected in Invoices				
	Rate			
Receiver Incurrd	\$420.00	\$58,926.00	\$58,464.00	\$117,390.00
Receiver Billed	\$320.00	\$44,896.00	\$44,544.00	\$89,440.00
Receiver adj	(\$100.00)	(\$14,030.00)	(\$13,920.00)	(\$27,950.00)
KLG Incurrd	various	\$134,624.25	\$103,839.65	\$238,463.90
KLG Billed	various	\$115,595.94	\$91,850.31	\$207,446.25
KLG adj.	(9.5%)	(\$12,134.38)	(\$9,641.75)	(\$21,776.13)
Write-offs		(\$6,893.93)	(\$2,347.59)	(\$9,241.52)
Total Adj		(\$33,058.31)	(\$25,909.34)	(\$58,967.65)

² These dates reflect the date of the invoice, which is usually the month after the services were rendered, e.g., the September invoice reflects work performed in August. The rate discounts on the e-DAT invoices are shown on the invoices.

The reasonableness of the fees incurred by the Receiver and his counsel should be examined in light of the challenges faced by the estate, the work necessary to administer the estate and the accomplishments of the Receiver to date. The estate is large, with significant money, assets and claims against it. It is also complicated to administer. As a result, the Receiver has been required to expend significant time and resources to identify, collect and preserve assets and to determine who is owed money by the estate and against whom the estate may have significant and valuable claims. These efforts have borne significant fruit, with substantial recoveries already received by the estate.

The work by the Receiver and his counsel has entered into a new phase. Initially, the Receiver undertook to investigate the business of Retirement Value, to collect the assets readily available to it and to put in place interim measures to protect the value of those assets. That work is largely complete. Over the last two months and continuing in future months, the Receiver is working on two major initiatives. The first is to develop and execute upon a long-term plan for the portfolio of insurance policies that maximizes the value of those policies. The second is to resolve and collect upon the substantial claims that the estate has against various parties. Both initiatives are under way.

The key variable to the success of the estate and ultimately the restitution paid to the investors is the performance of portfolio of insurance policies owned by Retirement Value. Maximization of the value of the portfolio depends upon the expected cash flow to and from the policies (premiums paid and benefits received) as well as on the structure of the portfolio itself.

To determine the expected cash flow from the portfolio, the Receiver, with the assistance of the estate's portfolio servicer, ASG, is in the process of obtaining updated life expectancy calculations for each of the insureds. In order to have the best possible life expectancy calculations, we have requested that each of the insureds consent to the doctors releasing medical information to us. Although each insured is contractually obligated to provide updated medical information and to execute the consents necessary for their doctors to release that information to us, a number of insureds have delayed returning the consents to us and, in a few cases, outright refused to return the consents. This lack of cooperation has hampered efforts to obtain new life expectancy calculations and has required additional work by ASG, the Receiver and his counsel. To date, we have obtained new life expectancy calculations for 16 of the 44 insureds. As the new life expectancy calculations are received, we are forwarding them to Lewis & Ellis, the estate's actuarial consultants, to prepare cash flow projections for each policy and the portfolio as a whole.

The Receiver and his counsel have also been working to determine the best way to structure of the portfolio so that the Receiver can maximize the assets available for distribution and distribute them in a legally appropriate and equitable manner. Based on his research and the results of the new life expectancy certificates available so far, the Receiver believes that the best course of action is to consolidate the portfolio so that all claimants share in all of the assets of the estate. He sought permission from the Court to do so. The Receiver's proposal is not without controversy and additional litigation before the Court will be necessary to determine the appropriate structure of the portfolio and the most equitable method of distributing assets to the claimants. The Receiver is engaged in ongoing discussions with various groups of investors regarding this issue.

The Receiver and his counsel are also working to collect on claims owed to the estate. The Receiver has filed suit against David and Elizabeth Gray (former owners of Retirement Value) to recover the substantial sums of money paid to them by Retirement Value. In addition, the Receiver has been engaged in negotiations with various other parties, including some licensees, towards the settlement of the estate's claims against them. Further, the Receiver has begun to make demand upon the various licensees who sold investments in the Resale Life Insurance Policy Program. If the various negotiations currently in progress are not concluded in the near future, the Receiver will file additional suits to collect amounts owed to the estate.

Because of the expense and risk inherent in litigation, the Receiver is taking a deliberate approach towards the claims of the estate. As a general matter, the Receiver is engaging in negotiations with those against whom the estate has claims rather than immediately filing suit. Moreover, the Receiver is concentrating his initial efforts on claims that are either the most likely to succeed or which provide for the largest potential recovery.

In addition to the work on the two initiatives discussed above, the Receiver and his counsel have been engaged in various other matters for the estate. For example, the Receiver is defending the estate against a claim for sexual harassment brought by a former employee of Retirement Value. In addition, the Receiver has had to respond to litigation filed by certain investors against the Defendants and others in Dallas.

ARGUMENT

The Receiver's administrative costs, including his fee and that of his counsel, are to be paid out of the funds and other assets of the estate.³ These costs are considered costs of court and have priority over all other claims against the estate. *Jordan v. Burbach*, 330 S.W.2d 249 (Tex. Civ. App. – El Paso 1959, writ ref'd n.r.e.); also TEX. CIV. PRAC. & REM. CODE §64.051. The Court should consider the reasonableness of the fees requested by both the Receiver and counsel.⁴

In evaluating the reasonableness of the fees, the Court should consider the following factors: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the lawyer; (3) the fee customarily charged in the locality for similar legal services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and length of the professional relationship with the client; (7) the experience, reputation, and ability of the lawyer or lawyers performing the services; and (8) whether the fee is fixed or contingent on results obtained or uncertainty of collection before the legal services have been rendered. *Arthur Andersen & Co. v. Perry Equip. Corp.*, 945 S.W.2d 812, 818 (Tex.1997).⁵ These factors support the award of the requested fees.

³ The Receiver will pay the fees requested in this application from the Estate's operating accounts which do not include accounts denominated in the names of the individual defendants or HCF or the funds set aside for the payment of premiums.

⁴ The Receiver has not acted as his own counsel; therefore all of his time is billed at his "Receiver" rate as opposed to a higher rate for his services as an attorney. Espinosa Affid. at ¶4.

⁵ Certain older cases have described the factors used to consider the reasonableness of a receiver's fee using slightly different terminology. See *Taylor v. Taylor*, 91 S.W.2d 394, 397-98 (Tex. Civ. App. – Amarillo 1936, no writ). However, the factors used by these cases incorporate

Time, labor, skill & complexity. By its nature, a receivership proceeding is unique and complicated. As discussed above, this receivership is particularly complicated due to its size, the assets involved, the poor record keeping of Retirement Value and the sheer number of people involved (900 investors, 1,000 licensees, 18 insurance companies and several banks). To properly administer the estate requires a high degree of skill and diligence. Moreover, the Receiver and his counsel have had to devote significant time to this matter. The exact time expended and work performed by the Receiver and his counsel are shown on the invoices attached to the Espinosa Affidavit. In addition, the Receiver's Initial Report previously filed with the Court summarizes the work of the Receiver and his counsel to date.

Preclusion of other employment. K&L Gates has not had to decline any representation solely because of its services in this case. However, because of the magnitude of the effort required, the Receiver and certain individual K&L Gates professionals working on this matter have been largely precluded from working on other matters.

Customary fees. An attorney's usual and customary fees are presumed to be reasonable. TEX. CIV. PRAC. & REM. CODE § 38.003. The fees charged by K&L in this case are the usual and customary fees that it charges to and collects from its clients for the services of the attorneys and other professionals working on this matter, except that the Receiver is charging 24% less than his usual and customary fee and K&L Gates is charging 9.5% less than its usual and customary rates. Espinosa Aff'd. at ¶7. Further, the court may take judicial notice of customary fees and of the contents of the case file without further evidence. TEX. CIV. PRAC. & REM. CODE § 38.004.

all of the same considerations set out in the *Arthur Anderson* factors. In order to simplify this application, the Receiver has used the *Arthur Anderson* framework to discuss the reasonableness of his fees and those of his counsel.

Every year, K&L Gates undertakes an analysis of the markets in which it operates in order to determine the appropriate fees to charge for its professionals based on the fees charged by its competitors and peer firms. The goal of this analysis is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by K&L Gates in this matter are well within the norm for firms of its type in Texas. Espinosa Affid. at ¶9.

Amount involved and results obtained. The amount involved in this matter, measured either by the \$77 million invested by the investors or the \$30+ million value of the estate already seized by the Receiver, is very large. Although involved for only six months, the Receiver has already obtained significant results. He recovered the \$1.2 million that the Defendants attempted to secret, settled with Collins for approximately \$320,000 and resolved the outstanding purchase of policies from James Settlement in a manner favorable to the estate under adverse circumstances.

Time limitations. Time is of the essence in a receivership. This is particularly true in the initial stages. The efforts undertaken in this case to recover assets, investigate the facts and preserve the portfolio of policies were conducted on an expedited basis.

The nature and length of the professional relationship. This factor cuts no particular way. However, neither the Receiver nor his counsel has any particular relationship with any of the parties involved in this matter. Nor is there any possibility of a future relationship with the estate. By their nature, receiverships are a one-time event. As a result, no discount would normally be appropriate. Nevertheless, K&L Gates has provided a discount of 15% off of the fees it would normally charge for the work performed during this time period.

Experience, reputation, and ability of the professionals. K&L Gates is one of the world's premier law firms. It comprises nearly 2,000 lawyers who practice in 36 offices located on three continents. K&L Gates represents leading global corporations, growth and middle-market companies, capital markets participants and entrepreneurs in every major industry group as well as public sector entities, educational institutions, philanthropic organizations and individuals.

Whether the fee is fixed or contingent. The fees of the Receiver and his counsel are based on upon their hourly rates with a substantial discount. However, the payment of fees depends upon the approval of the court and the availability of assets in the estate – something which could not be known at the time the engagement was accepted and which remain uncertain.

In addition, the Receiver's fees are less than Retirement Value's operating expenses for the four months preceding the receivership. This is significant because the Receiver is tasked with preserving Retirement Value's assets for the benefit of the investors, which requires, among other things, that the Receiver perpetuate certain aspects of Retirement Value's operations. The following table reflects Retirement Value's expenses for the period of January 1, 2010 through April 30, 2010.

Retirement Value's	January	February	March	April	Average
<i>Expenses</i>					
Payroll	170,140.04	151,665.13	185,159.25	161,598.27	167,140.67
Other Expenses	289,177.90	432,748.48	121,837.00	107,384.87	237,787.06
<i>Total Expenses</i>	<u>459,317.94</u>	<u>584,413.61</u>	<u>306,996.25</u>	<u>268,983.14</u>	<u>404,927.73</u>

Retirement Value's expenses average approximately \$405,000 per month for the months preceding the receivership. In contrast, the fees sought by the Receiver and his counsel for August and September average \$148,443 per month;⁶ less than Retirement Value's monthly

⁶ If the one time charges for e-Dat are included the average monthly expenditure would be approximately \$170,000 for this period, which is still less than Retirement Value's costs for any month prior to Receivership.

payroll costs and \$234,000 less than Retirement Value's average monthly expenses in 2010.⁷ Moreover, the fees of the Receiver and his counsel Moreover, this represents a significant decline from the approximately \$218,000 per month average over the first three months.

The Receiver anticipates that his fees and the fees of his counsel will fluctuate over the coming months but continue to trend downward. The amount of fees incurred will depend primarily on the Receiver's success in convincing licensees and others who owe money to the estate to pay without requiring recourse to the courts. It will also depend upon other circumstances beyond the control of the Receiver such as the filing of claims against Retirement Value by investors or non-investor claimants as well as the cooperation of the Defendants. The more the Defendants and others cooperate with the Receiver, the lower the fees incurred by the Receiver and his counsel will be. The converse is also true.

Based on the size and complexity of the estate, the difficulties of administering it, the efforts expended and the results obtained, the fees requested by the Receiver and his counsel are reasonable and necessary.

ACCORDINGLY, the Receiver requests that this Application be granted in its entirety and that he be authorized to pay the fees requested by him and his counsel from the funds available to the estate.

⁷ Arguably, Retirement Value's operating expenses for April 2010 may be a better proxy for the effort required to maintain the estate because Retirement Value was not soliciting investments in April due to the cease and desist order imposed by the State Securities Board. But even here, the average monthly cost of the Receiver and his counsel is nearly 45% less than Retirement Value's April operating expenses.

Respectfully submitted,



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ATTORNEYS FOR THE COURT-APPOINTED
RECEIVER OF RETIREMENT VALUE, LLC

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above pleading has been served on the following, via certified mail, return receipt requested on this the 9th day of November 2010:

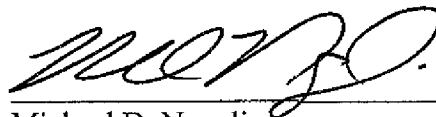
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Geoffrey D. Weisbart
Hance Scarborough, LLP
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Austin Texas 78701



Michael D. Napoli

Exhibit 1

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
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WENDY ROGERS,

Defendants,

AND

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

Relief Defendant.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126th JUDICIAL DISTRICT

AFFIDAVIT OF EDUARDO S. ESPINOSA

BEFORE ME, the undersigned authority, on this day personally appeared Eduardo S. Espinosa, who is personally known to me, and after being duly sworn according to law, upon his/her oath duly deposed and said:

1. My name is Eduardo S. Espinosa. I am over the age of twenty-one (21) years, of sound mind, and fully competent to testify in this cause. I have personal knowledge of the facts stated herein, all of which are true and correct.

2. I am a partner in the law firm of K&L Gates, LLP. I was admitted to practice law in the State of Louisiana in 1996 and in the State of Texas in 1999. Prior to entering private practice, I was an Enforcement Attorney with the United States Securities and Exchange Commission, where I investigated violations of and enforced the antifraud provisions of the

federal securities laws. Since entering private practice in 1998, I have been counsel to multiple defendants in similar proceedings. I am familiar with the reasonable and customary fees charged by attorneys in this type of matter.

3. I am making this Affidavit in support of the Second Application for Fees by the Receiver and Receiver's Counsel (the "Application").

4. Pursuant to the Court's Order of May 5, 2010 and the Agreed Temporary Injunction Order of May 28, 2010 (the "Agreed TI"), I have employed professionals necessary "for an efficient and accurate administration of the receivership estate." To this goal, I have retained the law firm of K&L Gates to represent me in connection with my duties and responsibilities as Receiver and have utilized a number of K&L Gates lawyers and paralegals to assist me therewith. I have not acted as my own counsel.

5. Attached to this Affidavit as Exhibit A, B, C, D and E, are redacted copies of K&L Gates' invoices 2255980, 2273826, 2273827, 2256585 and 2269807, respectively (the "Invoices"). The Invoices detail the services performed, from August 1, 2010 through September 30, 2010, by: (a) myself as Receiver; and (b) K&L Gates as Receiver's counsel. At the end of each Invoice is a Timekeeper Summary that lists the professional staff that billed time to this matter during the relevant time period, the number of hours billed and their respective rates.

6. As a general matter, the charge for the services provided by K&L Gates is determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate. In addition, K&L Gates has billed approximately \$44,000 for data recovery and analysis services ("e-DAT services"). The e-DAT invoices reflect a reduction of 5% on all time keepers and a flat fee of \$22.50/MB for review of the electronic documents

recovered from Retirement Value. For approximately \$60,000 (\$44,000 from this fee application and \$15,000 from the first application), the Receiver and his counsel were able to analyze, code and review over 11 million pages of records. As a result of this review, the Receiver has been able to provide a database of the most relevant documents (in searchable form) to all parties including the State and the Defendants. Without the assistance of the K&L Gates e-DAT team and the software tools to which they have access, this review would have cost about \$190,000 -- a savings of about 70%.

7. The fees charged by the Receiver and his counsel represent a discount of approximately 15% from the usual and customary fees charged by K&L Gates. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by K&L Gates. The Receiver is charging \$320/hour, which represents a 24% discount from his usual and customary rate of \$420/hour. In addition, K&L Gates has discounted its rates by 9.5% and further discounted its bills by approximately \$9,241.52. The chart below summarizes the discounts applied.

Invoice Summary			
	September	October ¹	Totals
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Total	<u>\$167,996.85</u>	<u>173,108.16</u>	<u>\$341,105.01</u>

¹ These dates reflect the date of the invoice, which is usually the month after the services were rendered, e.g., the September invoice reflects work performed in August. The rate discounts on the e-DAT invoices are shown on the invoices.

Billing Adjustments Reflected in Invoices				
	<i>Rate</i>			
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Write-offs		(\$6,893.93)	(\$2,347.59)	(\$9,241.52)
Total Adj		(\$33,058.31)	(\$25,909.34)	(\$58,967.65)

8. Attached to this Affidavit as Exhibit F are biographies of myself and Michael D. Napoli, the K&L professionals with primary responsibility over this matter. I have personal experience working with every person billing time to this matter, they are each of high quality and their have skills and expertise that are invaluable to assist me in performing my duties and responsibilities in this matter.

9. The hourly rates set forth in the invoices are set at a level designed to compensate the firm fairly for the work of its staff and to cover fixed and routine overhead expenses. Such rates are normal and customary in the market for legal professionals with the same level of experience and expertise at comparable legal firms in Texas. Each year, K&L Gates undertakes an analysis of the markets in which it operates in order to determine the appropriate fees to charge for its professionals based on the fees charged by its competitors and peer firms. The goal of this analysis is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by K&L Gates in this matter are well within the norm for firms of its type in Texas.

10. The hourly rates charged are reasonable rates for this case, given: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the K&L Gates professionals; (3) the fee

customarily charged in the locality for similar services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and length of the professional relationship with the client; and (7) the experience, reputation, and ability of the professionals performing the services.

11. The amount billed for my services during the time period covered by this application is \$89,440. The amount billed for my counsel's professional services through July 31, 2010 is \$251,665.01. These amounts were calculated by taking the time billed for each task performed in connection with this case multiplied by the discounted hourly rate for the professional or staff member who performed the task. Based on my experience and knowledge of this matter, the fees charged by myself and my team for work from August 1, 2010 through September 30, 2010 are reasonable.

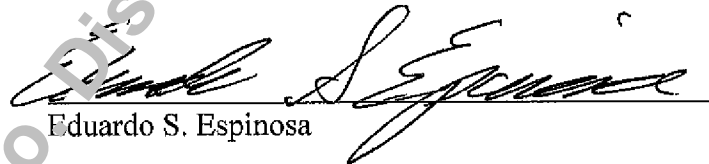
12. I have reviewed K&L' Gates' invoices for services rendered through from August 1, 2010 through September 30, 2010. Based on my experience and knowledge of this matter, the work performed by my staff from August 1, 2010 through September 30, 2010 was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

13. In addition, the Receiver's fees are less than Retirement Value's operating expenses for the four months preceding the receivership. This is significant because the Receiver is tasked with preserving Retirement Value's assets for the benefit of the investors, which requires, among other things, that the Receiver perpetuate certain aspects of Retirement Value's operations. The following table reflects Retirement Value's expenses for the period of January 1, 2010 through April 30, 2010.

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Payroll	170,140.04	151,665.13	185,159.25	161,598.27	167,140.67
Other Expenses	<u>289,177.90</u>	<u>432,748.48</u>	<u>121,837.00</u>	<u>107,384.87</u>	<u>237,787.06</u>
Total Expenses	<u>459,317.94</u>	<u>584,413.61</u>	<u>306,996.25</u>	<u>268,983.14</u>	<u>405,977.73</u>

Retirement Value's expenses average approximately \$405,000 per month for the months preceding the receivership. In contrast, the fees sought by the Receiver and his counsel for August and September average \$148,443 per month,² less than Retirement Value's monthly payroll costs and \$234,000 less than Retirement Value's average monthly expenses in 2010. Moreover, the fees of the Receiver and his counsel Moreover, this represents a significant decline from the approximately \$218,000 per month average over the first three months.

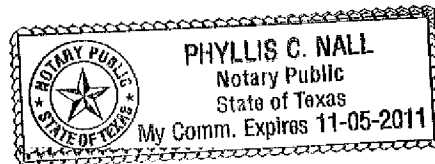
FURTHER AFFIANT SAYETH NOT.


Eduardo S. Espinosa

SUBSCRIBED AND SWORN TO BEFORE ME this 3rd day of November 2010.


Notary Public

My Commission Expires:



² If the one time charges for e-DAT are included the average monthly expenditure would be approximately \$170,000 for this period, which is still less than Retirement Value's costs for any month prior to Receivership.

Exhibit A
Invoice 2255980

Unofficial copy Travis Co. District Clerk Velva L. Price

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

September 16, 2010
Invoice: 2255980
Matter Desc.: State of Texas vs.
Retirement Value LLC, et. al.
Client/Matter #: 1203981.00001

This statement covers fees for legal services rendered and expenses incurred for your account during the period ending 08/31/2010. Detailed information regarding these fees and expenses is attached.

Current Charges:

Fees

160,491.94

Total Current Charges**\$160,491.94****UNPAID INVOICES AS OF 09/16/2010**

Invoice Date	Invoice Number	Unpaid Amount
06/17/10	2206649	305,328.50
07/19/10	2224392	184,646.50
08/16/10	2240115	151,329.00

TOTAL UNPAID INVOICE(S):**641,304.00****TOTAL DUE****\$801,795.94**

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE OCTOBER 16, 2010

*Please Return a Copy of This Page With Your Payment to the Pittsburgh Office at 210 Sixth Avenue,
Pittsburgh, PA 15222-2613 Attn: Accounts Receivable Department or Reference Invoice: 2255980*

*Payment Can Also be Made by wire to: The Bank of New York Mellon, ABA Routing Number: 043000261,
Account # 127-2657, K&L Gates, AIS Account, Reference Invoice 2255980*

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

September 16, 2010
Invoice: 2255980

FOR PROFESSIONAL SERVICES RECORDED AS OF 08/31/10.

Matter: 1203981.00001

Matter Description: State of Texas vs. Retirement Value LLC, et. al.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
7/19/10	Espinosa, E. S.	0.20	64.00	Correspond with M. Hadaway and C. Budner regarding RV billing.
8/2/10	Brown, A. G.	3.00	543.00	Review and organize incoming documentation from investors and update index of same; conduct and respond to telephone inquiries from investors and their agents; revise mailing list and e-mail distribution list in prepare for letter to investors regarding web presentation on case status;
8/2/10	Dotson, J. R.	0.30	92.31	Left message for IRS Agent regarding sending documents to him that were provided/produced by Wendy Rogers; e-mails to/from M Napoli regarding same; e-mail to Wendy Roger's counsel regarding same
8/2/10	Espinosa, E. S.	5.70	1,824.00	Review D. Gray's itemized expense report; correspond with M. Napoli regarding sales fact access/data; consult with A. Merrick regarding COO/COB and JSS premium; respond to M. Kaye's inquiry; telephone conference with R. James regarding Initial Report, Hess Report and JSS policies; Review pending A/P and new correspondence; review engagement letter for Receivership professionals; review H. Kennedy's changes to Roger's proposed order
8/2/10	Napoli, M. D.	8.30	3,755.75	Teleconference with K Kennedy regarding claims against third parties, Kiesling and C Gray; teleconference with K Kennedy regarding Rogers budget and Rule 11; review correspondence from K Kennedy regarding Rogers budget and proposed order; prepare for and attend teleconference with B Bishop and K Kennedy regarding HCF and Gray; research and analysis of claims against licensees; analyze Gray financial accounting

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/3/10	Brown, A. G.	4.60	832.60	Review and organize incoming documentation from investors and update index of same; conduct and respond to telephone inquiries from investors and their agents; finalize letter to investors and prepare for mailing; organize and supervise mass mailing to investors
8/3/10	Cunningham, E.	0.70	171.05	Strategize regarding unemployment contribution rate letter from New Jersey; draft e-mail to Eddy Espinosa regarding the same; review unemployment documents regarding Wendy Rogers; telephone conferences with the Texas Workforce Commission regarding unemployment for Wendy Rogers; draft e-mails to Michael Napoli regarding Wendy Rogers' unemployment application.
8/3/10	Dotson, J. R.	0.30	92.31	Left follow-up message for IRS agent regarding Wendy Rogers' production of documents to IRS; receive and consideration of voice message from IRS regarding same; dictate transmittal letter to IRS Agent enclosing documents Wendy Rogers' designated as to be produced
8/3/10	Espinosa, E. S.	4.30	1,376.00	Correspond with G. Quinones regarding website development; Consult with A. Merrick, A. Arnold and J. Swanson regarding change of ownership, change of beneficiaries and contact administration; Consult with E. Cunningham regarding NY unemployment rates; Consult with M. Napoli, K. Kennedy and J. Jackson regarding Rogers assets; Correspond with E. Koch @ Am. Gen'l Life; review letter to investors, Telephone conference with P. Bowes regarding final account balance.
8/3/10	Napoli, M. D.	5.80	2,624.50	Review W Rogers real property records; review and analyze budget; teleconferences and e-mail correspondence with K Kennedy regarding Rogers budget and Rule 11; legal research regarding claims against licensees; review licensee agreements for potential claims; teleconference with G. Weisbart; correspondence with A King of BBNA regarding account searches; continue review Gray financials; prepare correspondence to investors; confer with E Espinosa regarding Rogers and BBVA issues; prepare response to Rogers budget request
8/4/10	Brown, A. G.	5.00	905.00	Conduct and respond to telephone inquiries from investors and their agents; update website with Receiver's Report and web cast information; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft e-mail responses to investor requests for

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/4/10	Cunningham, E.	0.80	195.48	information Review EEOC charge filed by Tracy Moss; draft e-mails to Michael Napoli and Eddy Espinosa regarding the same; strategize with Michael Napoli regarding response to EEOC charge and issues regarding Wendy Rogers' unemployment benefits.
8/4/10	Dotson, J. R.	2.90	892.33	Receipt and consideration of Retirement Value mail at its offices and P.O. Box; minor upkeep of Retirement Value offices; updating policy premium status chart; e-mail to E Espinosa regarding same and Retirement Value mail
8/4/10	Espinosa, E. S.	6.80	2,176.00	RV Receiver ship presentation and preparation; consult with A. Merrick regarding new LE's; correspond with J. Lee at L&L regarding same; consult with A. Brown regarding staffing needs; meet with G. Quinones regarding revised website, review template and modify content; consult with M. Napoli regarding C. Bebel; review T. Moss' EEOC filings; consult with A. Brown regarding S. Wilhelm and review investment history; review August projections with A. Merrick; review Wells Fargo fund transfer protocols; review modification to the Rogers Agreed Order regarding legal fees
8/4/10	Napoli, M. D.	7.20	3,258.00	Confer with E Espinosa regarding life expectancies for portfolio; e-mail correspondence with B Bishop regarding substitution of counsel; teleconference with J. Gillum regarding W Rogers budget, confidentiality and retainer; revise proposed order regarding attorney's fees; revise outline for [REDACTED] interview; correspondence with J Dotson regarding interview; review EEOC charge by Tracy Moss; review determination letter from TWC regarding W Rogers; confer with E Cunningham regarding Rogers unemployment and defense/next steps on Moss charge; e-mail correspondence with G Weisbart regarding initial report; analysis of offer by C Bebel to resolve fees claim; confer with E Espinosa regarding Bebel claim; e-mail correspondence with K Kennedy regarding Bebel claim; confer with E Espinosa regarding Moss claim; prepare e-mail correspondence to J Gillum and K Kennedy; research and preparation of claims against licensees
8/5/10	Brown, A. G.	4.70	850.70	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/5/10	Cunningham, E.	0.50	122.18	Telephone conference with the Texas Workforce Commission regarding child care and unemployment benefits issue; draft e-mail to Michael Napoli summarizing the same; telephone call to the EEOC regarding Tracy Moss's EEOC charge.
8/5/10	Dotson, J. R.	0.20	No Charge	E-mails to/from M Napoli regarding scheduling interview with [REDACTED]
8/5/10	Espinosa, E. S.	8.20	2,624.00	Telephone conference with G. Quinones to review revised website; Chase check review; correspond and consult with G. Quinones and R. Meglisorio regarding website upgrade; coordinate wire to ASG; consult with A. Merrick regarding COO/COB forms; consult with M. Napoli regarding W. Rogers legal fees/claim with TWC, and the Hess report; review correspondence from K Kennedy regarding Bebel's fees; correspond with E. Rose regarding form "uploads"; review file of and correspond with [REDACTED] (investor); review HCF correspondence; update E. Perez's information; correspond with P. Dennis regarding fund transfer; email policy notices to A. Merrick; telephone conference with D. Barent at IRS regarding EIN confirmation; file Form 56 with IRS; mail W-9 to OM Financial; correspond with J. Lee at Lewis & Ellis; correspond with A. Garcia regarding his client's file; correspond with C. Bobick; consult with A. Merrick regarding LE certificate to ISC contract
8/5/10	Napoli, M. D.	8.30	3,755.75	Teleconference with K Kennedy regarding Rogers budget and fee issues; confer with E Espinosa regarding same; confer with J Ramon regarding Moss EEOC charge; prepare letter to EEOC; confer with E Cunningham regarding Moss EEOC charge; review and restructure search of data; confer with E Espinosa regarding manual review; review correspondence from Gray and Bettersworth to investors; consider need for additional LEC; research regarding LEC providers; teleconference with K Kennedy regarding C Bebel; e-mail correspondence with G Weisbart regarding questions on report; e-mail correspondence to C Bebel regarding Moss claim and HCF; research and preparation of claims against licensees
8/6/10	Brown, A. G.	4.20	760.20	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/6/10	Cunningham, E.	0.70	171.05	Telephone call to EEOC investigator; draft e-mail to Michael Napoli regarding Tracy Moss charge and EEOC investigator; confer with Michael Napoli regarding mediation and response to EEOC.
8/6/10	Espinosa, E. S.	4.70	1,504.00	Correspond with FCB regarding HCF's wire to SunLife; telephone conference with K. Kennedy and M. Napoli in preparation for KPK&F; consult with M. Napoli and A. Brown regarding [REDACTED]; review account invoice and circulate for approval; telephone conference with B. Davis (Am. General); correspond with A. Merrick regarding same; draft letter to J. Byers at AXA regarding Dankworth & Campbell policies; telephone conference with [REDACTED] - investor debriefing in Spanish
8/6/10	Frazier, K.	0.20	No Charge	Correspondence with M. Goodfried regarding document review.
8/6/10	Meisel, S.	0.20	No Charge	Email to Michael Napoli regarding EEOC claim issues; place call to James Betterworth regarding same.
8/6/10	Napoli, M. D.	7.50	3,393.75	Prepare correspondence to EEOC regarding Moss; confer with E Cunningham regarding Moss EEOC charge; teleconference with K Kennedy and B Bishop regarding HCF, settlement of Gray claims and Moss; review Moss employment records; e-mail correspondence with A Merrick and E Espinosa regarding same; teleconference with K Kennedy regarding Rogers fees; review proposed unopposed motion and order regarding Rogers retainer; consider and confer with E Espinosa regarding Gray budget and Rogers budget; correspondence with R. Gray and B Bishop regarding HCF premium payments; review report regarding [REDACTED] claim; confer with E Espinosa regarding Kiesling call; teleconference with K Kennedy regarding Kiesling call
8/9/10	Brown, A. G.	3.10	561.10	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/9/10	Cunningham, E.	0.90	219.92	Revise letter to EEOC investigator; draft e-mail to Michael Napoli regarding initial demand and negotiations for Tracy Moss charge; complete mediation agreement and send to the EEOC.
8/9/10	Espinosa, E. S.	6.50	2,080.00	Telephone conference with S. Barasch, M. Nielsen, K. Kennedy and M. Napoli regarding KPK&F's exposure; telephone conference with [REDACTED] regarding potential claims [REDACTED] review revised

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				website; telephone conference with G. Quinones regarding same; correspond with C. Tovar at FCB and B. Bishop regarding HCF's wires; review to update Power Point presentation; review e-data proposal search terms and Issue List; review email from W. Rogers; correspond with L. Merrick regarding policy administration; consult with M. Napoli regarding R. Ward's correspondence
8/9/10	Frazier, K.	2.70	794.15	Conference with M. Napoli regarding issues list/document review; telephone conference with M. Goodfried regarding same; amend issues list.
8/9/10	Napoli, M. D.	7.50	3,393.75	Prepare for and attend teleconference with S Barasch, M Nielsen, K Kennedy and E Espinosa; confer with E Cunningham regarding T Moss and response to EEOC; research regarding debt as securities; confer with E Espinosa regarding same; revise issue "buckets" for BSI search; confer with K Frazier regarding same;
8/9/10	Wilkerson, P.	1.10	204.08	Review Receiver's report and communications to investors on the website to prepare for assisting with answering telephone calls from investors in the Receivership office
8/10/10	Brown, A. G.	4.00	724.00	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; draft e-mail reminder regarding web cast; review and revise e-mail distribution list
8/10/10	Espinosa, E. S.	7.90	2,528.00	Telephone conference with J. Rotunda, P. Goldate, K. Kennedy and M. Napoli regarding [REDACTED]; correspond with ASG regarding JSS policies, PNW remittance; Monitor MOSS/EEOC correspondence; consult with M. Napoli regarding [REDACTED]; review Attachment A to Qualified and Unqualified Agreements; adjust presentation to address costs on hand versus premium projections; address Gray's proposed "budget," consult with ASG regarding AVIVA policy; correspond with B. Rose regarding updated documents
8/10/10	Frazier, K.	2.90	852.98	Amend issues list and create boolean search terms for each issue for the eDAT group; correspondence with M. Napoli and M. Goodfried regarding same; redact Exhibit As to qualified and unqualified investor paperwork; correspondence with E. Espinosa regarding same

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/10/10	Jo, S. S.	0.80	177.38	Conference with Mr. Napoli and Mr. Espinosa, both of the Firm, regarding statutory interpretation of the definition of a security under Texas Blue Sky Laws; conduct legal research into the same
8/10/10	Napoli, M. D.	10.00	4,525.00	Teleconference with K Kennedy, J Rotunda, A Goldate and E Espinosa regarding status and claims against licensees; confer with S Jo regarding legal research regarding claims against licensees; legal research regarding claims against licensees; e-mail correspondence with J Gillum regarding Locke Lord retainer; e-mail correspondence with B Bishop and K Kennedy regarding Gray budget; review order modifying TRO; confer with E Espinosa regarding Gray budget; revise issue list and search terms for ESI; prepare presentation for investor webcast
8/10/10	Wilkerson, P.	1.00	185.53	Field investor telephone calls to the receivership office as required.
8/11/10	Brown, A. G.	3.50	633.50	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/11/10	Cunningham, E.	0.20	No Charge	Telephone call to Ari Karpf (Tracy Moss' attorney); telephone conference with EEOC mediator.
8/11/10	Dietel, K.	0.50	174.22	Confer with M. Napoli regarding potential causes of action against licensees for recoupment of commissions
8/11/10	Dotson, J. R.	1.10	338.47	Receipt and consideration of Retirement Value mail at its offices and P.O. Box; minor maintenance at Retirement Value offices; updating policy premium status chart; e-mail to E Espinosa regarding all of the above
8/11/10	Espinosa, E. F.	8.30	2,656.00	Correspond with Chase Bank regarding release of \$100,000 to Roger's counsel; Consult with G. Quinones regarding website updates; Correspond with ASG regarding investor inquiry; Correspond with M. Aizen regarding webinar; Coordinate Gray's "budget" draw with B. Bishop and M. Napoli; Telephone conference with R. Tafoya regarding ISC and LEs; telephone conference with B. Davis regarding AGL130; Correspond with ASG regarding projections; and prepare for and deliver the investor presentation.
8/11/10	Frazier, K.	0.50	147.07	Telephone conference with S. Jo regarding securities law research and underlying facts of the RV investments

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/11/10	Jo, S. S.	3.30	731.71	Conduct legal research into statutory interpretation of the definition of a security under Texas Blue Sky laws; telephone conference with Ms. Frazier, of the Firm, regarding the structure of the interest in life insurance policies
8/11/10	Napoli, M. D.	10.30	4,660.75	Teleconference with R Tofeva of ISC; prepare investor presentation; research claims against licensees; confer with K Dietel regarding demand letter for [REDACTED] e-mail correspondence with B Bishop regarding Gray budget; attend investor presentation
8/12/10	Brown, A. G.	2.20	398.20	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor request for information
8/12/10	Dotson, J. R.	0.20	No Charge	E-mails to/from M Napoli regarding efforts to interview [REDACTED]; left message for Mr. [REDACTED] at number we have
8/12/10	Espinosa, E. S.	3.40	1,088.00	Review Webinar presentation, revise and post to the website; Consult with A. Merrick regarding COO/COB forms and "Projections 2" spreadsheet; Review and respond to correspondence from multiple investors; Review webcast participant data; Correspondence with G. Quinones regarding updates to website; consult with M. Napoli and J. Fine regarding Hill Country Funding.
8/12/10	Fine, J.	1.00	475.13	Extended work session with M Napoli and EE regarding bankruptcy issues concerning liquidation of illiquid policies;
8/12/10	Frazier, K.	0.10	No Charge	Correspondence with M. Napoli and M. Goodfried regarding results of eDAT searches.
8/12/10	Jo, S. S.	3.20	709.54	Conduct legal research under Florida, North Dakota, Ohio and Texas law regarding statutory interpretation of the definition of a security
8/12/10	Napoli, M. D.	6.80	3,077.00	Review questions from attendees; research issues raised by investors; prepare new FAQ's in response; confer with E Espinosa regarding [REDACTED]; review hits based on revised issue searches; revise issue searches; e-mail correspondence with M Goodfried regarding same; confer with E Espinosa regarding response to [REDACTED] questions; Confer with J. Fine and E. Espinosa regarding Hill Country Funding
8/12/10	Stephens, B.L.	0.30	No Charge	Organize ESI in preparation for loading into Ringtail per request of M Goodfried.
8/13/10	Brown, A. G.	1.90	343.90	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/13/10	Dietel, K.	0.30	No Charge	individual accounts; draft responses to investor requests for information
8/13/10	Espinosa, E. S.	6.30	2,016.00	Review e-mail correspondence from S. Jo regarding definition of security and case authority regarding same
8/13/10	Jo, S. S.	2.60	576.50	Correspond with M. Napoli regarding Carbonite; consult with G. Quinones regarding updates to website; review A/P from BKD; transfer funds to operating account; correspond with TSSB regarding [REDACTED] review Jo's research regarding [REDACTED] correspond with C. Bobick at JSI; telephone conference with P. Dennis at BKD regarding A/P; restated financial statements; deposit escrow refund at Wells Fargo; telephone conference with S. Adams and M. Mullins at Wells Fargo; transfer premium amounts from subaccounts to main account; telephone conference with W. Dickens
8/13/10	Napoli, M. D.	7.50	3,393.75	Conduct legal research regarding the definition of a security under Florida, Ohio, North Dakota and Texas law; draft email summary of research results
8/13/10	Sanchez, J. R.	1.30	176.48	Correspondence with J Hatchett regarding Carbonite subscription; confer with R Sanchez regarding Ringtail and issues list for review of electronic documents; prepare additional FAQ's for investors based on webcast questions; prepare additional materials for investors; revise proposed order regarding Gray living expenses; correspondence with K Kennedy regarding Rogers; review analysis [REDACTED]; confer with K Dietel regarding additional research; review and analysis of documents [REDACTED]; confer with K Dietel and E Espinosa regarding claims against [REDACTED]
8/15/10	Napoli, M. D.	3.50	1,583.75	Prepare and load ESI documents to Ringtail.
8/16/10	Dietel, K.	2.80	975.60	Analysis of communications between RV and [REDACTED] begin memo for TSSB regarding same
8/16/10	Espinosa, E. S.	5.20	1,664.00	Review and analyze case authority [REDACTED] Telephone conference with P. Barcham regarding request for hard-copy report and exhibits; telephone conference with D. Lieber of the Ft. Worth Star Telegram; review files regarding Mielke and Ackels; consult with A. Brown regarding J. Roger (HCF); IRA accounts; consult with A. Merrick regarding COO and COB forms and MET 650; consult with M. Napoli and K. Kennedy regarding Roger's budget; arrange wire to ASG; correspond with G. Quinones regarding update to website; correspond with J. Gill regarding R.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/16/10	Napoli, M. D.	8.20	3,710.50	Redenbaugh's inquiry Teleconference with K Kennedy, E Espinosa regarding Rogers budget; review Rogers budget information; e-mail correspondence with J Giffun regarding budget and retainer; prepare memo for A Goldate regarding [REDACTED] correspondence with A Brown regarding IRA accounts; review application for fees by Bishop; research regarding licensees; prepare FAQs for investors; teleconference with K Kennedy regarding webcast; Rogers budget, [REDACTED] review RV documents regarding Midwest and due diligence review; research regarding [REDACTED]
8/16/10	Sanchez, J. R.	1.80	244.35	Load "Investor name" coding to Ringtail case; Load additional BAI documents to Ringtail
8/17/10	Brown, A. G.	1.90	343.90	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/17/10	Dietel, K.	5.50	1,916.37	Review and analyze case authority [REDACTED]
8/17/10	Espinosa, E. S.	6.20	1,984.00	Telephone conference with K. Kennedy and A. Goldwater regarding Roger's Budget; telephone conference with [REDACTED] (investor) regarding distribution; telephone conference with Chase Court Levy Department regarding transfer to Rogers of \$100k; review Roger's budget on a line item basis and consult with M. Napoli regarding reasonable amount; correspondence with [REDACTED] regarding IRA distributions; correspond with ASG regarding AXA policies xxx4091 and xxx9335/ correspond with J. Hatchet regarding Carbonite subscription; correspond with L. Tauchert regarding Investor Questionnaire; review FINRA Notice to Members; telephone conference with C. Valdez at Wells Fargo regarding establishing CEO access; review FINRA licensure of licensees
8/17/10	Frazier, K.	0.50	147.07	Correspondence with M. Napoli regarding document review, correspondence with B.A. Maxwell and S. Jo regarding same
8/17/10	Napoli, M. D.	8.80	3,982.00	Teleconferences with E Espinosa, K Kennedy and A Goldate regarding Rogers budget; e-mail correspondence with A Goldate regarding [REDACTED]; analyze Rogers budget and backup information; confer with E Espinosa regarding Rogers budget; prepare e-mail to K Kennedy and A Goldate regarding

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/17/10	Stephens, B.L.	1.00	171.95	Receiver's position on Rogers budget; research and review evidence of scienter by Rogers and Gray; analysis of data regarding Series 7 licensees; develop recovery strategy for FINRA registered licensees
8/18/10	Dietel, K.	4.30	No Charge	Perform strategic database queries in Ringtail and compile and allocate results for review by attorney review team per request of M. Goodfried.
8/18/10	Dotson, J. R.	1.20	369.24	Review and analyze case authority regarding investment contracts as a security and application to life settlement contracts
8/18/10	Espinosa, E. S.	5.20	1,664.00	E-mails to/from M. Napoli regarding potential interview of [REDACTED]; lengthy conference calls with [REDACTED] regarding potential interview; e-mails to/from M. Napoli regarding same; e-mail to Mr. [REDACTED] regarding same
8/18/10	Frazier, K.	0.70	205.89	Review Chase Financial alerts for A/P; review, execute and transmit Wells Fargo CEO agreement; correspond with ASG regarding COO/COB forms; correspond with R. James; consult with A. Brown regarding invoices from New Perspectives; consult with M. Napoli regarding Jack Leslie; review ASB table of ownership to beneficiary status; review BKD WIP detail; correspond with M. Lawrence regarding Thompson's investment; Coordinate consolidation of licensee payment information; consult with P. Dennis; transmit P/R data for filing of quarterly reports; review and execute authorization form COO/COB forms for Pacific Life; consult with M. Napoli regarding Hill Country Funding - Wells Fargo Lease; correspond with R. Petry at Frost regarding documents request
8/18/10	Jo, S. S.	3.10	687.36	Conference with B.A. Maxwell and S. Jo regarding document review, correspondence with M. Napoli regarding same
8/18/10	Napoli, M. D.	6.00	2,715.00	Conference with Ms. Frazier, of the Firm, regarding document review; review receiver report; conduct document review
8/19/10	Brown, A. G.	1.30	235.30	Analysis of claims against [REDACTED]; preparation for interview of [REDACTED]; correspondence with J. Dotson regarding [REDACTED] and [REDACTED] interviews; research counsel for RV; confer with K. Frazier regarding ESI review; e-mail correspondence regarding Gray monthly stipend; e-mail correspondence with A. Goldate regarding [REDACTED]
				Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/19/10	Dietel, K.	1.60	557.49	individual accounts; draft responses to investor requests for information
8/19/10	Dotson, J. R.	0.20	No Charge	Review and analyze case authority regarding investment contract as a security and application to life settlement contracts
8/19/10	Espinosa, E. S.	5.40	1,728.00	E-mails from M Napoli regarding scheduled interview of [REDACTED]; e-mails from Seth Meisel and M Napoli regarding retirement value mail
8/19/10	Frazier, K.	2.10	617.67	Telephone conference with Chase regarding \$100,000 transfer to Rogers and unfulfilled document requests; review [REDACTED]; consult with P. Dennis regarding status of Quarterly Reports; review Salesforce Metrics report; consult with K. Frazier regarding document review; review correspondence from S. Meisel regarding RV mail; review S. Baker's Texas Bar profile; telephone conference with Carbonite and R. Harloff regarding terminating back-up subscription auto-renewal
8/19/10	Meisel, S.	2.80	861.56	Conference call with J. A. Halter, M. Napoli and S. Jo; follow up conference with S. Jo.
8/19/10	Napoli, M. D.	6.80	3,077.00	Confirm integrity of facility and retrieve correspondence; deliver files to Wendy Rogers' office; analyze correspondence received by RV and update spreadsheets regarding premium payment deadlines and related accounts receivable obligations; draft email to Eduardo Espinosa regarding same.
8/20/10	Brown, A. G.	3.10	561.10	Research regarding [REDACTED]; correspondence with K. Kennedy regarding [REDACTED] interview; research regarding Scott Baker, Roy Mouer and other counsel; confer with S Jo and K Frazier regarding ESI search; correspondence with J Halter regarding ESI; work on fee application; confer with E Espinosa regarding Baker, Mouer and Leslie; analysis of scienter issues regarding Rogers and Gray; consider joinder of [REDACTED] as defendant
8/20/10	Dietel, K.	2.80	975.60	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/20/10	Espinosa, E. S.	9.10	2,912.00	Review and analyze e-mail correspondence and other documents regarding Retirement Value
8/20/10				Consult with M. Napoli regarding legal files from R. Mouer and S. Baker; telephone conference with [REDACTED] (investor); draft initial application for payment of administrative expenses; consult with A. Brown and M. Napoli regarding investor request for

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/20/10	Napoli, M. D.	5.80	2,624.50	commissionaires; research payments to R. Mouer; research payment to S. Baker and T. Luestra Management; consult with A. Brown; review and redact invoices Teleconference with R. Mouer; teleconference with J. Halter and S. Jo regarding ESI; prepare e-mail to R. Mouer; teleconference with State Bar regarding S. Baker; prepare correspondence to S. Baker regarding records; confer with E. Espinosa regarding fee application; e-mail correspondence with J. Halter regarding logistics of review; research regarding J. Leslie; review notes of [REDACTED] comments at monthly licensee meetings; analysis of claims against S. Baker; consider steps to obtain documents from Baker; confer with E. Espinosa regarding [REDACTED] strategy; analysis of claims against broker/dealer licensees
8/21/10	Napoli, M. D.	6.00	2,715.00	Revise background memo for document review; prepare fee application; review and revise application for non-KLG professionals
8/22/10	Napoli, M. D.	3.50	1,583.75	Prepare fee application; legal research regarding same; prepare memo to E. Espinosa regarding same
8/23/10	Brown, A. G.	1.60	89.50	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/23/10	Cunningham, E.	0.10	No Charge	Telephone call to Tracy Moss' counsel regarding EEOC charge; review of wage verifications.
8/23/10	Dietel, K.	2.50	No Charge	Review and analyze case authority regarding treatment of life settlement investment as security; confer with M. Napoli and E. Espinosa regarding document review
8/23/10	Espinosa, E.	6.80	2,176.00	Telephone conference with D. McCully and T. Lovelace at BKD regarding calculating 2009 tax filings; draft insert for Application addressing obstacles faced by the Receivership; correspond with P. Dennis regarding Quarterly P/R taxes; tabulate K&L invoices, discounts and write offs for Fee Application; consult with A. Brown regarding Investor Relation Status; correspond with D. Lieber at FW Star Telegram; review Gray's 8/20 HCF missive
8/23/10	Frazier, K.	0.30	No Charge	Correspondence with M. Napoli, S. Jo and J.A. Halter regarding document review.
8/23/10	Napoli, M. D.	10.00	4,525.00	Prepare fee application; teleconference with K. Kennedy regarding [REDACTED] and Rogers budget; e-mail correspondence with J. Gillum regarding Rogers budget; review revisions to proposed order; confer

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/23/10	Sanchez, J. R.	2.40	325.80	with K Dietel regarding document review Load ESI in Ringtail in preparation for attorney review; setup ISSUE tags in Ringtail.
8/23/10	Stephens, B.L.	0.30	No Charge	Conduct analysis and collaboration with team to organize, stage and load ESI in Ringtail in preparation for attorney review.
8/24/10	Brown, A. G.	3.40	615.40	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/24/10	Cunningham, E.	0.30	73.31	Review employee handbook regarding vacation pay issue; confer with Michael Napoli regarding vacation pay issue and Tracy Moss.
8/24/10	Espinosa, E. S.	7.60	2,432.00	Review and revise Fee Application; draft Receiver's declaration; update Motion to Approve Professional's fees; [REDACTED]; review A/P; correspond with R. Petry at Frost regarding disbursement to R. Gray; consult with M. Napoli regarding R. Mower's files; executed Order regarding Gray/Roger living expenses; redact K&L bills for fee Application; review draft letter to S. Baker; provide K. Kennedy with draft Application
8/24/10	Frazier, K.	1.80	529.43	Telephone conference with M. Napoli, S. Jo, M. Goodfried, J.A. Halter and EDAT attorneys in Seattle regarding document review; follow up correspondence with M. Goodfried and M. Napoli regarding same; conference with R. Sanchez regarding inclusion of additional documents in Ringtail.
8/24/10	Napoli, M. D.	2.80	4,434.50	Prepare fee application and related documents; training session for reviewers for ESI; review order regarding Rogers budget; e-mail correspondence with J Gillum regarding same; prepare letter to S Baker; [REDACTED]; prepare for [REDACTED] interview
8/25/10	Brown, A. G.	0.80	144.80	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/25/10	Cunningham, E.	0.30	73.31	Return telephone call to EEOC mediator; telephone conference with Tracy Moss' counsel regarding EEOC charge.
8/25/10	Dietel, K.	2.00	No Charge	Review and analyze case authority regarding investment contract as a security
8/25/10	Dotson, J. R.	0.90	276.93	Conference with E Espinosa and M Napoli regarding interview of [REDACTED]; meeting with [REDACTED]

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
8/25/10	Espinosa, E. S.	8.00	2,560.00	prior to interview Consult with M. Napoli and J. Dotsy regarding meeting with [REDACTED]; Consult with K. Kennedy, A. Goldate and M. Napoli regarding status of the case; Meet with [REDACTED], K. Kennedy, A. Goldate and M. Napoli; post-meeting de-briefing with K. Kennedy, A. Goldate and M. Napoli.
8/25/10	Napoli, M. D.	8.00	3,620.00	Interview [REDACTED]; Meet with A Goldate and K Kennedy
8/26/10	Brown, A. G.	2.00	362.00	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/26/10	Dietel, K.	3.00	1,045.29	Review SEC staff report regarding Life Settlements; begin draft of demand letter regarding return of licensee commissions
8/26/10	Espinosa, E. S.	5.70	1,824.00	Summarizing RV burn-rate January 2010 - April 2010; correspond with A. Merrick regarding premium optimization; review [REDACTED] correspondence and due diligence checklist; correspond with R. Tafoya at ISC; consult with P. Dennis regarding New Braunfels Utilities; solicit reconnaissance on S. Baker; consult with M. Napoli regarding "Casewatch" article on G. Kindness and R. Gray's knowledge of the scope of his felony conviction; correspond with A. Merrick at ASG regarding COO/COB status; premium optimization, scrub report, update health data
8/26/10	Napoli, M. D.	8.00	3,620.00	Teleconference with R Janvey regarding [REDACTED]; prepare memo regarding same; review order regarding Rogers budget; teleconference with K Kennedy regarding Bishop fees and [REDACTED]; e-mail correspondence with J Gillum regarding Rogers budget; e-mail correspondence with J Gillum and B Bishop regarding wiring instructions; negotiate with R Tafoya of ISC regarding cost LE projections; e-mail correspondence to K Kennedy regarding fee application; prepare correspondence to A Goldate and K Kennedy regarding [REDACTED] documents; confer with E Espinosa regarding motion to consolidate and sale of building; e-mail correspondence with B Bishop regarding ATT bills; e-mail correspondence with A Merrick regarding status of health updates and premium optimization; begin research on motion to consolidate
8/27/10	Brown, A. G.	1.60	289.60	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/27/10	Dotson, J. R.	1.90	584.63	Receipt and consideration of Retirement Value mail at its offices and P.O. box; updating policy premium status chart; e-mail to E Espinosa regarding all of the above
8/27/10	Espinosa, E. S.	6.80	2,176.00	Telephone conference with [REDACTED]; establish CEO account at Wells Fargo online; coordinate fund transfer with Frost Generation CU and Chase regarding Gray/Kennedy budget; consult with P. Dennis and J. Wetz regarding NBU bills; consult with M. Napoli and J. Halter regarding records archival services; correspond with Frost regarding closing account no. xx9887; review RV mail and update A. Merrick; review premium budget/balance due and September projections; telephone conference with J. Rooney and B. Murphy at Fox Financial; review FINRA Notice to members 06-38, 9-42, 10-22; update P. Dennis regarding transfer amounts.
8/27/10	Frazier, K.	0.20	No Charge	Correspondence with M. Napoli, M. Goodfried and J.A. Halter regarding W. Rodgers documents.
8/27/10	Napoli, M. D.	6.50	2,041.25	Review/revise ISC contract; confer with E Espinosa regarding building; research regarding motion to consolidate; e-mail correspondence with R Tafoya of ISC; correspondence with counsel regarding wiring instructions and certifications for September stipend; teleconference with J Rooney of Fox Financial; research Fox Financial;
8/30/10	Brown, A. G.	1.70	307.70	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
8/30/10	Espinosa, E. S.	4.80	1,536.00	Draft insert to Application and affidavit regarding RV's burn rate; telephone conference with A. Merrick regarding investor calls; correspond with R. Quadros; Correspond with B. Rose regarding Change of ownership/beneficiary status; Consult with A. Goldate regarding Fox financial interest's in RV's portfolio; correspond with R. James regarding the Pethes policy; Review the ISC Agreement.
8/30/10	Frazier, K.	0.40	117.65	Telephone conference with M. Napoli, M. Goodfried and J.A. Halter regarding W. Rogers data; correspondence regarding same.
8/30/10	Napoli, M. D.	9.00	4,072.50	Research regarding motion to consolidate; e-mail correspondence and teleconference with K Kennedy

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				regarding [REDACTED] [REDACTED] teleconference with J. Hoffer and M. Goodfried regarding production of documents and review of Rogers data; e-mail correspondence with R. Tafoya of ISC regarding pricing; review Fox Financial consent order; teleconference with J. Gillum regarding Rogers budget and stipulation; confer with E. Espinosa regarding claims against licensees and ISC contract; review correspondence from investors
8/31/10	Brown, A. G.	2.10	380.10	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; review and revise documents in preparation for filing with court
8/31/10	Dietel, K.	5.50	1,916.37	Confer with M. Napoli regarding state securities laws research project; conduct research and analyze state securities laws where active licensees were located
8/31/10	Espinosa, E. S.	7.20	2,304.00	Telephone conference with J. Rotunda, K. Kennedy, A. Goldate and M. Napoli [REDACTED] [REDACTED]; Consult with Wells Fargo regarding CEO banking; Consult with J. Winebrenner @ Chase regarding Roger's draw; Coordinate document execution with B. Rose at ASG; Finalize ISC engagement; Review Active licensees, state of residence and disbursement amount -- reconcile same with QB.
8/31/10	Frazier, K.	0.10	No Charge	Correspondence with M. Napoli regarding document review.
8/31/10	Napoli, M. D.	2.50	4,298.75	Teleconference with J. Rotunda, A. Goldate, E. Espinosa and K. Kennedy; confer with E. Espinosa regarding [REDACTED] settlement strategy, [REDACTED] [REDACTED]; confer with K. Dietel regarding research [REDACTED] [REDACTED] prepare fee applications; prepare motion to consolidate; prepare correspondence to counsel regarding discovery; teleconference with K. Kennedy; confer with E. Espinosa regarding payments to licensees

TOTAL HOURS 467.80

TOTAL FOR SERVICES \$160,491.94

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TIMEKEEPER SUMMARY

<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Fine, J.	(Discounted 9.5%)	1.00	475.13	475.13
Napoli, M. D.	(Discounted 9.5%)	188.60	452.50	85,341.50
Dietel, K.	(Discounted 9.5%)	21.70	348.43	7,560.94
Espinosa, E. S.	(Discounted Flat-Rate)	140.30	320.00	44,896.00
Dotson, J. R.	(Discounted 9.5%)	8.60	307.70	2,646.22
Meisel, S.	(Discounted 9.5%)	2.80	307.70	861.56
Frazier, K.	(Discounted 9.5%)	11.60	294.13	3,411.91
Cunningham, E.	(Discounted 9.5%)	4.20	244.35	1,026.30
Jo, S. S.	(Discounted 9.5%)	13.00	221.73	2,882.49
Wilkerson, P.	(Discounted 9.5%)	2.10	185.53	389.61
Brown, A. G.	(Discounted 9.5%)	55.70	181.00	10,081.70
Stephens, B.L.	(Discounted 9.5%)	1.00	171.95	171.95
Sanchez, J. R.	(Discounted 9.5%)	5.50	135.75	746.63
Total for All Timekeepers		67.80	\$343.08	\$160,491.94

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Prior Outstanding Balance Due	641,304.00	0.00	641,304.00
Current Charges	160,491.94	0.00	160,491.94
Net Balance	801,795.94	0.00	801,795.94
TOTAL BALANCE DUE THIS MATTER			\$801,795.94

PAYMENT DUE IN FULL ON OR BEFORE OCTOBER 16, 2010

Exhibit B
Invoice 2273826

Unofficial copy Travis Co. District Clerk Velva L. Price

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

October 14, 2010
Invoice: 2273826
Matter Desc.: State of Texas vs.
Retirement Value LLC, et. al.
Client/Matter #: 1203981.00001

This statement covers fees for legal services rendered for your account during the period ending 09/30/2010. Detailed information regarding these fees is attached.

Current Charges:

Fees

135,282.95

Total Current Charges**\$135,282.95****UNPAID INVOICES AS OF 10/14/2010**

Invoice Date	Invoice Number	Unpaid Amount
06/17/10	2206649	305,328.50
07/19/10	2224392	184,646.50
08/16/10	2240115	151,329.00
09/16/10	2255980	160,491.94

TOTAL UNPAID INVOICE(S):**801,795.94****TOTAL DUE****\$937,078.89**

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE NOVEMBER 13, 2010

Please Return a Copy of This Page With Your Payment to the Pittsburgh Office at 210 Sixth Avenue, Pittsburgh, PA 15222-2613 Attn: Accounts Receivable Department or Reference Invoice: 2273826

Payment Can Also be Made by wire to: The Bank of New York Mellon, ABA Routing Number: 043000261, Account # 127-2657, K&L Gates, AIS Account, Reference Invoice 2273826

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

October 14, 2010
Invoice: 2273826

FOR PROFESSIONAL SERVICES RECORDED AS OF 09/30/10:

Matter: 1203981.00001

Matter Description: State of Texas vs. Retirement Value LLC, et. al.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
9/1/10	Brown, A. G.	2.40	434.40	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; review and revise documents in preparation for filing with court; office conference with P. Wilkerson regarding case status and follow-up needed
9/1/10	Dietel, K.	6.30	2,195.11	Conduct research and analyze state securities laws where active licensees located; prepare spreadsheet summarizing same
9/1/10	Dotson, J. R.	1.60	492.32	Receipt and consideration of Retirement Value mail at RV's office and P.O. Box; updating policy premium status chart; e-mail to E Espinosa regarding same
9/1/10	Espinosa, E. S.	6.80	2,176.00	Review correspondence with S. Racor, R. Quadar; review A/P; review premium disbursement and transfer funds accordingly; telephone conference with J. Winebrenner at Chase regarding Roger's draft; correspondence with R. Tafoya at ISC; correspond with C. Valdez at Wells Fargo regarding CEO; review correspondence regarding policies and transmit to ASG; review R. Thornburg's postcard; review certificates for September draw; correspond with R. Petry at Frost regarding D. Gray production
9/1/10	Napoli, M. D.	6.50	2,941.25	Prepare motion to consolidate; review certifications for W Rogers and R Gray; review motion to withdraw by Locke Lord; prepare response to demand letter by S Rosen.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
9/1/10	Sanchez, J. R.	0.60	81.45	Load documents (hard copies collected from RV) to Ringtail.
9/1/10	Wilkerson, P.	1.20	222.64	Conference and email with Abigail Brown regarding recent status of the receivership; review website and other information for purposes of telephone calls from investors.
9/2/10	Dietel, K.	2.80	975.60	Conduct research and analyze state securities laws where active licensee is located; provide status update to M. Napoli regarding research
9/2/10	Espinosa, E. S.	5.10	1,632.00	Telephone conference with [REDACTED] to schedule a conference; review policy correspondence and forward to ASG; telephone conference with S. Barasch regarding policies and scheduling; review Mouer documents; consult with P. Wilkerson regarding webmail; review [REDACTED] letter; review consolidated financials from BKD; telephone conference with [REDACTED]
9/2/10	Frazier, K.	0.20	No Charge	Correspondence with M. Napoli and S. Jo regarding additional licensee training to be reviewed.
9/2/10	Napoli, M. D.	8.50	3,846.25	Prepare motion to consolidate; prepare response to 2d letter from Rosen; confer with E Espinosa regarding settlement strategy/conferences with [REDACTED] and [REDACTED]; confer with K Dietel regarding Blue Sky research; analysis of Mouer documents
9/2/10	Sanchez, J. R.	1.50	176.48	Prepare Roy Mouer production documents for loading into Ringtail.
9/2/10	Wilkerson, P.	1.50	278.30	Respond to telephone calls from investors; read emails received from investors and respond as required; review online documentation for receivership
9/3/10	Espinosa, E. S.	6.20	1,984.00	Review COO/COD update; correspond with B. Rose regarding same; coordinate release of Approved living Expense for Gray and Rogers from GCU and Chase, respectively; correspond with P. Dennis at BKP regarding fund transfer; remit PacLife expenses
9/3/10	Frazier, K.	0.10	No Charge	Correspondence with M. Goodfried regarding document review.
9/3/10	Napoli, M. D.	7.50	3,393.75	Legal research regarding sale of property by receiver; prepare motion to consolidate; prepare negotiation points for [REDACTED] and [REDACTED]; confer with E Espinosa regarding status of negotiations
9/3/10	Sanchez, J. R.	1.20	162.90	Prepare and load Roy Mouer production documents into Ringtail.
9/5/10	Espinosa, E. S.	1.00	320.00	Review and revise Motion to Consolidate

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
9/5/10	Jo, S. S.	0.40	88.69	Review contents of compact disc taken from hard drive image of Wendy Rogers computer
9/7/10	Espinosa, E. S.	7.20	2,304.00	Telephone conference with [REDACTED] (investor); consult with A. Merrick regarding COO/COBs; premium forecasts, death tracking, etc.; correspond with S. Adams and W. Giles at Wells Fargo regarding direct pay; correspond with B. Rose regarding open COO/COB items and LBL; review [REDACTED] policy; review ASG July invoice; consult M. Napoli regarding conversation with [REDACTED]; review Broker-Dealer resources; review [REDACTED] correspondence; analyze Capital raised in abandoned/rescinded policies; analyze premium reserve significant shortfalls
9/7/10	Frazier, K.	0.40	117.65	Correspondence with M. Napoli and S. Jo regarding Wendy Rogers licensee teleconference.
9/7/10	Jo, S. S.	6.80	1,507.76	Conduct due diligence on copy of files from Wendy Rogers' computer; conduct due diligence on Retirement Value conference call dated August 26, 2009
9/7/10	Napoli, M. D.	7.50	3,393.75	Revise motion to consolidate; review [REDACTED]; teleconference with [REDACTED] regarding [REDACTED] settlement; confer with E Espinosa regarding same; work on settlement presentation for [REDACTED]
9/7/10	Sanchez, J. R.	1.80	244.35	Prepare and load ESI documents to Ringtail
9/7/10	Wilkerson, P.	0.50	No Charge	File management regarding investor questions; review telephone messages from investors
9/8/10	Dietel, K.	1.00	348.43	Draft analysis of case authority [REDACTED]
9/8/10	Dotson, J. R.	1.60	492.32	Receipt and consideration of mail at Retirement Value offices and P.O. Box.
9/8/10	Espinosa, E. S.	7.10	2,272.00	Consult with P. Dennis regarding (1) recordation of policies as RV assets (cost and premiums); (2) Capital raised as an RV liability; maintaining Licensee payments segregated; consult with M. Napoli regarding capitalization of abandoned/rescinded policies; quarterly P/R taxes; review Harrison petition; correspond with A. Merrick and K. Henderson regarding ISC LEs; review memo regarding [REDACTED] policy; consult with A. Merrick regarding Burn Rate; research Wells Fargo balances with Premium disbursement; analyze funds on deposit in connection with burn rate to estimate each policy's expiration; research [REDACTED]

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9/8/10	Frazier, K.	0.10	No Charge	Correspondence with S. Jo regarding review of Wendy Roger's audio conference
9/8/10	Jo, S. S.	5.40	1,197.34	Conduct due diligence on August 26, 2009 Conference Call taken from Wendy Rogers' computer; revise due diligence memorandum to incorporate the same
9/8/10	Napoli, M. D.	9.00	4,072.50	Review and analyze [REDACTED] policy; review correspondence regarding [REDACTED]; review [REDACTED] correspondence regarding [REDACTED] for settlement negotiations; prepare memo regarding malpractice policy; revise motion to consolidate; confer with E Espinosa regarding policies near premium exhaustion; confer with M Nielsen regarding new suit against RV et al; review suit; e-mail correspondence with K Kennedy regarding same; review documents for [REDACTED] settlement meeting
9/8/10	Stephens, B.L.	0.20	No Charge	Provide ESI material in preparation to loading into Ringtail per request of M Goodfried.
9/8/10	Wilkerson, P.	1.50	278.30	Telephone conferences with investors; email with investors; conference with receiver; file management
9/9/10	Dietel, K.	6.00	2,090.58	Draft analysis of case authority regarding treatment of life settlement investment as a security; review and analyze authority regarding same
9/9/10	Dotson, J. R.	0.30	No Charge	Updating policy premium status chart; E-mail to E Espinosa regarding same and Retirement Value mail picked up yesterday
9/9/10	Dotson, J. R.	0.10	No Charge	Team e-mails regarding objection to attorneys' fee application; team e-mail regarding Retirement Value mail issues
9/9/10	Espinosa, F. S.	7.20	2,304.00	Consult with M. Napoli regarding Defendants' objections to Fee application, efficiencies and billing rates; telephone conference with B. Bishop and M. Napoli regarding said objections, potential settlement discussions; telephone conference with K. Kennedy and M. Napoli regarding discussions with B. Bishop and J. Weisbart; telephone conference with J. Weisbart regarding Interveners' objections and [REDACTED]; Draft Response to [REDACTED] inquiry; telephone conference with [REDACTED] regarding RV, Dick Gray, A&O and receiverships generally; Review A&O indictments; [REDACTED]; Correspond with J. Dotson regarding RV's mail; Follow up with Chase Bank

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9/9/10	Meisel, S.	0.30	No Charge	regarding W. Rogers' September living allowance. Analyze docket issues; emails to Michael Napoli regarding same.
9/9/10	Napoli, M. D.	8.50	3,846.25	Revise motion to consolidate; teleconference with K Kennedy; teleconference with B Bishop; teleconference with G Weisbart; teleconference with K Kennedy; e-mail correspondence regarding document production; work on settlement packet for [REDACTED]; review and analyze objections to fee application
9/9/10	Sanchez, J. R.	3.40	461.55	Prepare and load ESI data to Ringtail database; apply issue tags to documents
9/10/10	Dotson, J. R.	0.20	No Charge	Filling out forms for change of address/forwarding of Retirement Value mail (physical address and P.O. box); e-mail to E Espinosa regarding same
9/10/10	Espinosa, E. S.	5.70	1,824.00	Review Intervenor; objections; analyze Roger's Chase accounts and transmit same to K. Kennedy; coordinate change of address from New Braunfels; brief support staff regarding same; review ASG COO/COB update; correspond with B. Rose regarding status of Lincoln Benefit policy and Review of KPKF original documentation; review Motion to Consolidate; review transmittal of same; consult with A. Merrick regarding status updates; respond to [REDACTED] (investor); respond to [REDACTED] (investor); respond to [REDACTED] (investor); telephone conference with [REDACTED] (investor)
9/10/10	Meisel, S.	0.60	184.62	Analyze local rules and confer with James Parsons, staff attorney to Judge Triana-Doyal regarding assignment and hearing issues; conference with Michael Napoli regarding same.
9/10/10	Napoli, M. D.	8.50	3,846.25	Review/analyze intervenors objection to Receiver's fee application; review fee application by Clark Thomas; prepare correspondence to G Weisbart regarding Kiesling; revise motion to consolidate; prepare correspondence to counsel regarding motion to consolidate; research regarding abatement/dismissal of Dallas suit against RV; e-mail correspondence with counsel regarding production of documents; research regarding [REDACTED] claims
9/10/10	Stephens, B.L.	2.80	481.46	Analyze, organize and edit ESI in preparation for loading into Ringtail in preparation of attorney review and production per request of M. Goodfried
9/10/10	Wilkerson, P.	1.20	222.64	Telephone conferences and email with investors and receiver; file management

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9/12/10	Dietel, K.	7.00	2,439.01	Draft analysis of case authority [REDACTED]; review and analyze authority regarding same
9/12/10	Napoli, M. D.	2.30	1,040.75	Research regarding abatement of Dallas suit; prepare [REDACTED] settlement negotiation materials
9/13/10	Brown, A. G.	0.90	162.90	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
9/13/10	Burress, D.	0.30	No Charge	Run 3 Accurint reports from 2 separate requests and forward results to A. Brown.
9/13/10	Dietel, K.	1.20	418.12	Draft analysis of case authority [REDACTED]; research case authority regarding same
9/13/10	Espinosa, E. S.	5.20	1,664.00	Review the Order in [REDACTED]; Correspond with M. Nielsen regarding delivery of original policies; Review [REDACTED] Licensee agreement and position in the RV heirarchy; Follow up with Chase regarding Roger's allowance; Correspond with A. Merrick regarding progress on securing updated medicals; Consult with M. Napoli regarding 11 GB of non-searchable PDFs on Ms. Rogers computer; Respond to inquiries from [REDACTED] (investors); Correspond with J. Lawrence regarding ADP.
9/13/10	Meisel, S.	0.30	92.31	Emails to all counsel regarding scheduling issues and fee application; conference with Jon Dotson regarding related hearing issues.
9/13/10	Napoli, M. D.	5.70	2,579.25	Confer with R Sanchez regarding production of documents; e-mail correspondence with A Goldate regarding [REDACTED]; research regarding [REDACTED]; prepare correspondence to [REDACTED] regarding documents; e-mail correspondence with G Weisbart regarding hearings and [REDACTED]; correspondence with B Bishop regarding hearings; prepare [REDACTED] settlement packet; work on settlement packet for [REDACTED]; confer with E Espinosa regarding settlement meeting with [REDACTED] and settlement strategy for [REDACTED] and [REDACTED]; teleconference with K. Kennedy regarding claims against [REDACTED]
9/13/10	Sanchez, J. R.	1.20	162.90	Meet with M. Napoli regarding document [REDACTED]

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9/13/10	Wilkerson, P.	0.20	No Charge	production; call with J. Blair regarding document production specs; Analyze documents in Ringtail in preparation for document production
9/14/10	Brown, A. G.	1.40	253.40	Telephone conference with Abigail Brown regarding investor inquiries
9/14/10	Dietel, K.	1.00	348.43	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/14/10	Espinosa, E. S.	4.90	1,568.00	Analyze state securities laws where active licensees located
9/15/10	Brown, A. G.	2.90	524.90	Telephone conference with A. Merrick regarding Lincoln Benefit, Old Mutual, etc.; correspond with K. Henderson regarding ISC LE's; correspond with Wells Fargo regarding RV account; telephone conference with P. Fitzgerald and D. Anderson regarding Collins IRA; correspond with [REDACTED] and [REDACTED] (investors) regarding "10-day free look"; consult with M. Napoli regarding various matters
9/15/10	Dietel, K.	0.50	174.22	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/15/10	Dotson, J. R.	0.30	92.31	Research and review state securities laws regarding rescission remedy for sale of unregistered securities
9/15/10	Espinosa, E. S.	4.80	1,536.00	E-mails regarding setting hearing on motion to consolidate portfolio; e-mail to/from E Espinosa regarding Retirement Value mail issues; discuss same with D Warren (paralegal)
				Telephone conference with M. Napoli and [REDACTED]; [REDACTED]
				[REDACTED] Review Burn-Rate model and forward to M. Napoli for further response to B. Bishop's request for "analysis"; telephone conference with J. Lee at Lewis and Ellis regarding commencement of actuarial analysis efforts; Follow up with Chase regarding Rogers' September 2010 approved expenses; Correspond with Wells Fargo regarding Account #XXX8798; Correspond with A. Merrick regarding No Lapse Guarantee on OM Financial policy;

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
9/15/10	Napoli, M. D.	1.00	452.50	Telephone conference with M Nielsen regarding Dallas suit [REDACTED]; e-mail correspondence with B Bishop regarding Chase and motion to consolidate; research [REDACTED]; e-mail to A Goldate regarding brothers
9/15/10	Nelson, J. D.	0.30	No Charge	Conference with J. Dotson regarding travel to New Braunfels.
9/16/10	Brown, A. G.	1.50	271.50	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files; prepare documents for filing with court
9/16/10	Cunningham, E.	0.30	73.31	Complete employer's response to unemployment application.
9/16/10	Dietel, K.	2.50	871.08	Research regarding [REDACTED]; confer with M. Napoli regarding issue concerning venue for lawsuit against Retirement Value
9/16/10	Espinosa, E. S.	6.70	2,144.00	Meet with [REDACTED]; telephone conference with B. Kovick regarding due diligence info RV; consult with M. Napoli regarding hearing requirements; review K. Henderson's 2nd letter to insured; telephone conference with [REDACTED]; correspond with R. Petry at Frost Bank; review initial modifications to Licensee Report; correspond with J. Weinbrenner at Chase regarding Rogers Expenses; review e-data invoice; review [REDACTED]
9/16/10	Napoli, M. D.	3.00	1,357.50	E-mail correspondence with J Parsons regarding settings; confer with E Espinosa regarding [REDACTED] meeting; prepare certificate of no objections regarding professionals; prepare for [REDACTED] meeting; [REDACTED]
9/16/10	Nelson, J. D.	1.80	276.93	Retrieve mail and check RV offices; email with E. Espinosa regarding same; forward mail to E. Espinosa.
9/17/10	Brown, A. G.	1.30	235.30	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/17/10	Dietel, K.	4.70	1,637.62	Research, review and analyze authority regarding venue issue for suit against company in receivership

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9/17/10	Espinosa, E. S.	5.70	1,824.00	Correspond with J. Winebrenner at Chase regarding Roger's expense; telephone conference with P. Hasler at Wells Fargo regarding depositing of Roger's check; update B. Bishop regarding expense; update M. Napoli regarding conversation with B. Howard; elicit recommendations regarding Real Estate agents; review [REDACTED]; consult with M. Napoli regarding [REDACTED]; reply to [REDACTED] (investor)
9/17/10	Napoli, M. D.	2.60	1,176.50	Confer with E. Espinosa regarding [REDACTED] damage analysis; e-mail correspondence regarding Harrison suit; teleconference with A. Garcia; work on [REDACTED] damage analysis
9/17/10	Sanchez, J. R.	4.00	543.00	Prepare ESI documents for production.
9/17/10	Stephens, B.L.	0.20	No Charge	Identify and provide source material for review per request of M. Goodfried
9/18/10	Espinosa, E. S.	4.80	1,536.00	Correspond with FCB regarding HCF's AXA premium; analyze funds on deposit vis-a-vis Policy Acquisition cost and premium reserves; access Surplus/Deficit per policy and in the aggregate
9/20/10	Brown, A. G.	1.10	109.10	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/20/10	Dietel, K.	2.00	696.86	Research, review and analyze authority regarding venue issue for suit against company in receivership; research regarding [REDACTED]
9/20/10	Espinosa, E. S.	7.20	2,304.00	Revisit deficit analysis; consult with M. Napoli regarding same; telephone conference with M. Napoli; A. Weisbart and T. Scarborough; draft correspondence to AT&T and Alliant Law Group regarding myriad of AT&T accounts; correspond with W. Giles regarding Real Estate Agent; correspond with B. Rose and C. Bobick regarding LBL policy; coordinate closing HCF's Frost Bank account with R. Petry at Frost and C. Tovar at First Commercial; review [REDACTED] research results
9/20/10	Napoli, M. D.	1.80	814.50	Review [REDACTED] damage model; confer with E. Espinosa regarding damage model; teleconference with T. Scarborough, G. Weisbart and E. Espinosa regarding [REDACTED]; review correspondence to ATT; e-mail correspondence with counsel regarding hearing dates

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9/20/10	Sanchez, J. R.	3.00	407.25	Prepare ESI documents for production; Prepare metadata for load files.
9/21/10	Brown, A. G.	1.00	181.00	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/21/10	Cunningham, E.	0.30	73.31	Review claim from Marisa Kane regarding vacation pay; confer with Eddy Espinosa regarding the same.
9/21/10	Dietel, K.	4.50	1,567.94	Research, review and analyze [REDACTED] laws
9/21/10	Espinosa, E. S.	6.90	2,208.00	Review licensee registrations and TSSB analysis; Finalize letters to AT&T & Alliant Law Group; Correspond with A. Merrick regarding AGL73L's CCL coverage and AGL130 updated medicals; Meet with D. McCully and T. Lovelace regarding review of RV's income recognition; telephone conference with P. Dennis regarding accounting for fixed assets, premium payments and bank reconciliation's and access to WF accounts; Correspond with Chase regarding Rogers' October expenses; correspond with IDSTC regarding prior request for service termination; Correspond with [REDACTED] and [REDACTED] (investors); T/C w/ [REDACTED] (investor).
9/21/10	Frazier, K.	0.20	No Charge	Telephone conference with B.A. Maxwell regarding document review; follow up correspondence with B.A. Maxwell regarding same.
9/21/10	Maxwell, P. A.	0.70	155.21	Meeting with M. Napoli regarding privilege review of Retirement Value's hard documents for production
9/21/10	Meisel, J.	0.50	153.85	Multiple emails to and from counsel and Michael Napoli regarding scheduling and settlement issues.
9/21/10	Napoli, M. D.	1.50	678.75	Teleconference with B Bishop; e-mail correspondence regarding hearing dates; teleconference with K Kennedy; teleconference with G Weisbart; review information on registered brokers from TSSB; consider presentation on damages and claims against [REDACTED]; confer with E Espinosa regarding discussions with Weisbart
9/21/10	Sanchez, J. R.	1.70	230.78	Prepare production DVDs; Load ESI documents to Ringtail; Apply ISSUE tags to ESI documents.
9/22/10	Brown, A. G.	0.90	162.90	Conduct and respond to telephone and email inquiries from investors; conduct research

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9/22/10	Cunningham, E.	2.30	562.01	regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files Review Marisa Kane's wage claim; review files in preparation for response to Marisa Kane's wage claim; complete form requesting information in response to Marisa Kane's wage claim; strategize with Eddy Espinosa regarding the same; draft letter to Texas Workforce Commission regarding Marisa Kane's wage claim.
9/22/10	Dietel, K.	0.50	174.22	Research and review [REDACTED]
9/22/10	Espinosa, E. S.	4.60	1,472.00	Telephone conference with A. Merrick regarding AGL73L and medicals for AGL130; Analyze cost of EGL vs COI for AGL73L; telephone conference with G. Oliver (licensee); review BKD invoices and conference with P. Dennis regarding KPK & F annual fees; review report from B. Horwick; consult with E. Cunningham regarding M. Kane's claims; correspond with O. Campbell at AGLA
9/22/10	Maxwell, B. A.	0.30	No Charge	Continue to perform privilege review of Retirement Value documents for production
9/22/10	Meisel, S.	0.30	92.31	Multiple emails to Michael Napoli and Barry Bishop regarding fee application and related hearing issues; draft email to the Court; place call to James Parsons.
9/22/10	Napoli, M. D.	2.50	1,131.25	Correspondence with C Orr; research regarding J Ball; research and memo regarding Fox Financial; teleconference with G Weisbart regarding Kiesling, fee application and motion to consolidate; e-mail correspondence with counsel regarding hearings on fee application and motion to consolidate;
9/23/10	Brown, A. J.	0.70	126.70	Conduct and respond to telephone and email inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; update investor files
9/23/10	Espinosa, E. S.	3.60	1,152.00	Telephone conference with [REDACTED] (investor) regarding his attempts to solicit information directly from insurance carriers and general update, Correspond with TSSB & OAG regarding same; Review Chase checking drafts; telephone conference w. A. Merrick regarding ASG; Correspond with O. Campbell regarding AGLA inquiry; Correspond with B. Bishop regarding

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				Rainmaker invoice for Rogers' IRS production; Review licensee disbursements for the state of California; Review Intervenor's e-mail regarding objection to Receiver's Application for fees; Correspond with C. Budner & M. Napoli regarding same.
9/23/10	Maxwell, B. A.	3.80	842.57	Continue to perform privilege review of Retirement Value documents for production; draft letter Rule 11 agreement regarding confidentiality of produced documents
9/23/10	Meisel, S.	0.30	92.31	Draft email to James Parsons and all counsel regarding hearing issues and prospective motions and hearings.
9/23/10	Napoli, M. D.	0.30	No Charge	Confer with E Espinosa [REDACTED]
9/24/10	Brown, A. G.	1.10	199.10	Conduct and respond to telephone and email inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
9/24/10	Dietel, K.	1.00	348.43	Research regarding [REDACTED]
9/24/10	Espinosa, E. S.	5.80	1,656.00	Review correspondence from AT&T; review response to S. Rogers; telephone conference with P. Dennis regarding reconciling difference between RV self reported payment to PNW and KPK&F's members; review B. Horwick asset investigation correspondence; correspond with [REDACTED] and M. Napoli regarding [REDACTED]; consult with M. Napoli regarding response from S. Schwarz, [REDACTED], Receiver's application, and discrepancy between KPK&F and RV's PNW amounts.
9/24/10	Napoli, M. D.	4.00	1,810.00	Review documents from [REDACTED]; review correspondence from S. Rosen regarding [REDACTED]; prepare response to S. Rosen; prepare claims [REDACTED]; review licensee agreements; teleconference with M. Quinn regarding [REDACTED] claims; confer with E Espinosa regarding strategy for [REDACTED]
9/24/10	Sanchez, J. R.	0.70	95.03	Search Ringtail database for slipsheets (place holders for non-printable files) within the ESI documents.
9/25/10	Espinosa, E. S.	7.80	2,496.00	Download updated QB file of Receiver's books; review form licensee agreement and unapproved

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				state addendum; consult with M. Napoli regarding [REDACTED]; working session regarding licensee data; reconcile KPK&F QE money purchase price with RV's 3/25/10 analysis; Receiver's books; review form of demand letter; consult with M. Napoli regarding MTN to consolidate, and issuer rights of action under '33 and '34 Act
9/25/10	Napoli, M. D.	10.00	4,525.00	Analysis of claims against licensees; research [REDACTED] securities law; prepare demand letter for [REDACTED] licensees; confer with E Espinosa regarding settlement demand [REDACTED]; research [REDACTED]; draft petition against [REDACTED]
9/26/10	Espinosa, E. S.	3.20	1,024.00	Review [REDACTED]
9/26/10	Napoli, M. D.	10.20	4,615.50	Prepare [REDACTED] petition; research regarding [REDACTED] law; prepare [REDACTED] letter; research regarding [REDACTED] law; review [REDACTED] due diligence materials
9/27/10	Boyer, A. L.	0.60	238.92	Confer with M. Napoli about new matter; review materials; confer with associate about additional [REDACTED]; review case law on issues.
9/27/10	Brown, A. G.	1.10	199.10	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information; review Motion to Consolidate Portfolio in preparation for filing and electronically file with court
9/27/10	Brunswick, V. G.	2.90	892.33	Conference with A. Boyer regarding investment at issue [REDACTED]; research case and statutory law regarding the same; conference with K. Dietel regarding the same; update letter regarding the same
9/27/10	Dietel, K.	3.70	1,289.19	Review demand letter [REDACTED]; research [REDACTED] laws regarding [REDACTED]; confer with L. Brunswick regarding [REDACTED]
9/27/10	Espinosa, E. S.	6.10	1,952.00	Follow up with P. Dennis regarding entry adjustment based on Saturday's review of QB file; address payment on AXA 346; telephone conference with L. Johnson at AT&T; consult with M. Napoli regarding meeting with C. Budner; Model Payment Application discussion; meet with [REDACTED]

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				C. Budner and M. Napoli; telephone conference with K. Kennedy regarding status report on multiple issues; consult with M. Napoli regarding [REDACTED] and fee application; telephone conference with R. Kirby and M. Napoli regarding SIPC coverage
9/27/10	Kirby, R.A.	0.30	207.70	Conference call with M. Napoli and E Espinosa regarding scope of SIPC coverage
9/27/10	Maxwell, B. A.	8.00	1,773.84	Continue to perform privilege review of Retirement Value documents for production
9/27/10	Napoli, M. D.	7.00	3,167.50	Telephone conference with A. Boyer regarding claims against [REDACTED]; prepare information regarding [REDACTED]; confer with P. Maxwell regarding production of documents and privilege review; revise motion to consolidate; prepare text for website and communication to investors; telephone conference with K. Kennedy and E. Espinosa; revise petition against [REDACTED]; confer with E. Espinosa regarding [REDACTED] damage claim; e-mail correspondence with M. Nielsen; e-mail correspondence with counsel and court regarding hearing on fee application; review documents regarding claim against [REDACTED]; prepare for hearing on fee app
9/28/10	Boyer, A. L.	0.70	278.74	Further review of materials received from M. Napoli including report; review statute and applicable case law; revise letter; confer with M. Napoli.
9/28/10	Cunningham, E.	0.90	219.92	Review wage claim from Melinda Guerrero; confer with E. Espinosa regarding response; telephone conference with representative from the Texas Workforce Commission regarding claim and the company's address; begin drafting letter in response to wage claim and completing Employer's Response form.
9/28/10	Espinosa, E. S.	3.80	1,216.00	Telephone conference with [REDACTED]; telephone conference with E. Cunningham regarding M. Guerrero, TWC and change of address issues; Review [REDACTED]; Review/revise damage calculations; Correspond with A. Goldate regarding [REDACTED] (investor); telephone conference with A. Merrick and A. Cullen regarding mgmt transition, policy MM1860; updated medicals and ISC LE's; update premium payment tracking spreadsheet and forward to A.

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9/28/10	Maxwell, B. A.	3.60	798.23	Merrick Finish privilege review of Retirement Value LLC documents for production; finish drafting Rule 11 Agreement regarding confidentiality of documents
9/28/10	Meisel, S.	0.20	No Charge	Analyze emails from all counsel and James Parsons regarding hearing availability; revise and serve amended hearing notice.
9/28/10	Napoli, M. D.	4.00	1,810.00	Review and revise Rule 11 agreement regarding confidentiality; correspondence with A Goldate regarding investor request; prepare e-mail communication with G Weisbart regarding fee application; review proposal by Platinum for coding; teleconference and meeting with M Holmes regarding coding project; e-mail correspondence with counsel regarding confidentiality agreement; prepare letter to [REDACTED] regarding [REDACTED]; e-mail correspondence with K Kennedy regarding [REDACTED]; teleconference with G Weisbart regarding fee app and motion to consolidate; research regarding claims against James; e-mail correspondence with G Weisbart regarding motion to consolidate; Teleconference with M Nielsen regarding [REDACTED]
9/28/10	Nelson, J. D.	1.70	261.55	Recover mail and check Retirement Value offices; forward mail to E. Espinosa.
9/29/10	Brown, A. G.	0.20	162.90	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
9/29/10	Cunningham, E.	0.50	122.18	Finalize response to Melinda Guerrero's TWC wage claim; complete wage verification form for Marisa Kane.
9/29/10	Dietz, K.	2.00	696.86	Review and analyze [REDACTED] laws
9/29/10	Espinosa, E. S.	6.10	1,952.00	Review [REDACTED] damage analysis and transmit same to [REDACTED]; review draft of [REDACTED] letter; review B. Collins' "open letter"; consult with A. Merrick and M. Napoli regarding ISC - LE's without medical update; consult with M. Napoli and A. Goldate regarding [REDACTED]; reconcile [REDACTED] production with KPK&F QB records; address M. Guerrero and E. Cunningham; consult with M. Napoli regarding reconciliation of medical records; [REDACTED]; extension to RV's acquisition of policies; consult

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

Page: 1
 October 14, 2010
 Invoice: 2273826

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
9/29/10	Napoli, M. D.	6.50	2,941.25	with A. Merrick regarding ASG invoices; telephone conference with S. Nasser at Coit Capital Analysis of claims against [REDACTED] and [REDACTED]; correspondence with M Nielsen regarding confidentiality; teleconference with A Goldate regarding [REDACTED]; e-mail correspondence with A Goldate regarding [REDACTED] sales; teleconference with A. Merrick and E Espinosa regarding insured with no updated medicals; analysis of claims against [REDACTED]; correspondence with A Goldate and K Kennedy regarding [REDACTED]; review [REDACTED] damage calculation and memo to [REDACTED]; confer with E Espinosa regarding claims against [REDACTED]; review [REDACTED] law
9/29/10	Sanchez, J. R.	0.30	40.73	Prepare documents for document production.
9/30/10	Brown, A. G.	0.80	144.80	Conduct and respond to telephone inquiries from investors; conduct research regarding investments in order to respond to investor questions regarding their individual accounts; draft responses to investor requests for information
9/30/10	Espinosa, E. S.	5.70	1,824.00	Review Draft [REDACTED] pleading, consult with M. Napoli regarding comments to same; consult with A. Merrick regarding ASG invoicing; Review Gray's application for October expenses; consult with M. Napoli and E. Cunningham regarding same; consult with M. Napoli and A. Brown regarding A. Thornton; Reconcile T&C Nichols and S. Pool ledger and address various accounting issues in Quickbooks.
9/30/10	Napoli, M. D.	4.00	1,810.00	Research claims against [REDACTED]; review Gray budget certification; e-mail correspondence with E Cunningham regarding Gray unemployment compensation; prepare analysis of sales by licensees; e-mail to E Espinosa regarding same; confer with E Espinosa regarding [REDACTED] petition; e-mail correspondence with A Goldate regarding [REDACTED]
9/30/10	Sanchez, J. R.	3.60	488.70	Load "selling licensee" and "amount sold" coding to Ringtail database; Conference with M. Napoli regarding document searches and RV production; Prepare documents for production.
		TOTAL HOURS		407.70
		TOTAL FOR SERVICES		\$135,282.95

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 October 14, 2010
 Invoice: 207,826

TIMEKEEPER SUMMARY

<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kirby, R.A.	Discounted 10%	0.30	692.33	207.70
Napoli, M. D.	Discounted 10%	122.10	452.50	55,250.25
Boyer, A. L.	Discounted 10%	1.30	398.20	517.66
Dietel, K.	Discounted 10%	46.70	348.43	16,271.70
Espinosa, E. S.	(Discounted Flat-Rate)	139.20	320.00	44,544.00
Brunswick, L. G.	Discounted 10%	2.90	307.70	892.33
Dotson, J. R.	Discounted 10%	3.50	307.70	1,076.95
Meisel, S.	Discounted 10%	2.00	307.70	615.40
Frazier, K.	Discounted 10%	0.40	294.13	117.65
Cunningham, E.	Discounted 10%	4.30	244.35	1,050.73
Jo, S. S.	Discounted 10%	12.60	221.73	2,793.79
Maxwell, B. A.	Discounted 10%	16.10	221.73	3,569.85
Wilkerson, P.	Discounted 10%	5.40	185.53	1,001.88
Brown, A. G.	Discounted 10%	18.00	181.00	3,258.00
Stephens, B.L.	Discounted 10%	2.80	171.95	481.46
Nelson, J. D.	Discounted 10%	3.50	153.85	538.48
Sanchez, J. R.	Discounted 10%	22.80	135.75	3,095.12
Total for All Timekeepers		407.70	\$331.82	\$135,282.95

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Prior Outstanding Balance Due	801,795.94	0.00	801,795.94
Current Charges	135,282.95	0.00	135,282.95
Net Balance	937,078.89	0.00	937,078.89

TOTAL BALANCE DUE THIS MATTER \$937,078.89

PAYMENT DUE IN FULL ON OR BEFORE NOVEMBER 13, 2010

Exhibit C
Invoice 2273827

Unofficial copy Travis Co. District Clerk Velva L. Price

K&L | GATES

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Tax ID No. 25 0921018

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**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street
Suite 2800
Dallas, TX 75201

October 14, 2010
Invoice: 2273827
Matter Desc.: David & Elizabeth Gray
Client/Matter #: 1203981.00003

This statement covers fees for legal services rendered and expenses incurred for your account during the period ending 09/30/2010. Detailed information regarding these fees and expenses is attached.

Current Charges:

Fees

1,111.36

Total Current Charges

\$1,111.36

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE NOVEMBER 13, 2010

Please Return a Copy of This Page With Your Payment to the Pittsburgh Office at 210 Sixth Avenue, Pittsburgh, PA 15222-2613 Attn: Accounts Receivable Department or Reference Invoice: 2273827

Payment Can Also be Made by wire to: The Bank of New York Mellon, ABA Routing Number: 043000261, Account # 127-2657, K&L Gates, AIS Account, Reference Invoice 2273827

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The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street
Suite 2800
Dallas, TX 75201

October 14, 2010
Invoice: 2273827

FOR PROFESSIONAL SERVICES RECORDED AS OF 07/30/10:

Matter: 1203981.00003

Matter Description: David & Elizabeth Gray

Date	Attorney	Hours	Amount	Description
8/12/10	Dietel, K.	0.80	278.74	Review [REDACTED] claim against Gray defendants
9/13/10	Dietel, K.	1.50	522.65	Confer with M. Napoli regarding service of petition on Defendants; review correspondence to clerk regarding same; draft Amended Original Petition
9/13/10	Napoli, M. D.	0.30	135.75	Review public records report on defendants; review and revise amended petition; consider alternative service of process
9/14/10	Dietel, K.	0.50	174.22	Coordinate filing of Amended Petition and request for reissuance of citations for Defendants for service through Texas Secretary of State

TOTAL HOURS 3.10

TOTAL FOR SERVICES \$1,111.36

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.30	452.50	135.75
Dietel, K.	2.80	348.43	975.61
Total for All Timekeepers	3.10	\$358.50	\$1,111.36

INVOICE TOTAL

K&L|GATES

Matter: David & Elizabeth Gray
Client/Matter #: 1203981.00003

Page: 2
October 14, 2010
Invoice: 2075827

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	1,111.36	0.00	1,111.36
TOTAL BALANCE DUE THIS MATTER			\$1,111.36

PAYMENT DUE IN FULL ON OR BEFORE NOVEMBER 13, 2010

Exhibit D
Invoice 2256585

Unofficial copy Travis Co. District Clerk Velva L. Price

K&L|GATES

Tax ID No. 25 0921018

K&L Gates LLP
925 Fourth Avenue
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Seattle, WA 98104-1158

T 206.623.7580

www.klgates.com

c/o Eduardo S. Espinosa, Receiver
1717 Main Street,
Suite 2800
Dallas, TX 75201

October 19, 2010
Invoice Number 256585

Julie Anne Walter

For Professional Services Rendered Through August 31, 2010:

1203981.70001 State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees

Fee Amount	7,651.50
Less 9.5% Discount to Fees	(726.89)
Net Fees	6,924.61
Disbursement Amount	580.30

Total Amount Due This Month

7,504.91

This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153557906580 US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number 125000105.

c/o Eduardo S. Espinosa, Receiver
1717 Main Street,
Suite 2800
Dallas, TX 75201October 19, 2010
Invoice Number 2256585
Page 2

Julie Ann Halter

1203981 The Estate of Retirement Value, LLC
1203981.70001 State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees

For Professional Services Rendered Through August 31, 2010

Date	Atty	Hours	Amount	Description of Services
08/10/10	JAH	0.30	154.50	Review and respond to email from E. Espinosa regarding Accumyn forensic consulting work; follow up with M. Goodfried regarding commencement of issue analysis project
08/18/10	BAM	0.50	122.50	Conference with Mr. Napoli and Ms. Frazier regarding document review
08/19/10	SSJ	1.40	343.00	Conference with Mr. Napoli and Ms. Frazier regarding document review
08/20/10	JAH	0.60	139.00	Conference with M. Napoli regarding commencement of e-DAT review project; follow up regarding key issue list and privilege issues associated with same
08/20/10	SSJ	3.70	906.50	Conference call with Mr. Napoli and Mr. Halter regarding document review; draft memorandum on background information for document reviewers
08/23/10	JAH	0.40	206.00	Coordinate with R. Sanchez and B. Stephens regarding Issue Analysis codes and accessibility in litigation support database; follow up regarding same
08/24/10	MD	2.00	770.00	Review Memorandum regarding background information for e-DAT document review and prepare for conference call with e-DAT team; conference call with M. Napoli and e-DAT document review team regarding receivership
08/24/10	SSJ	1.50	367.50	Conference call with Mr. Napoli regarding document review issues
08/24/10	YMBG	1.50	465.00	Coordinate and oversee review of documents in

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October 19, 2010
Invoice Number: 2256585
Page 3

Julie Anne Walter

Date	Atty	Hours	Amount	Description of Services
				preparation for production
08/25/10	JAH	0.30	154.50	Oversee and supervise document review and production effort including review of and response to email regarding various reviewer questions
08/26/10	YMBG	2.30	713.00	Coordinate and oversee review of documents for production; address relevancy and privilege issues to M. Napoli
08/27/10	JAH	0.40	206.00	Review and evaluate results of culling effort for W. Rogers' files; review and respond to email regarding same
08/27/10	YMBG	1.50	465.00	Coordinate and oversee review of documents for production; address relevancy issues to M. Napoli
08/30/10	YMBG	3.00	930.00	Coordinate and oversee review of documents for production; address case status and collections issues to M. Napoli; conduct review of JPG and WAV files to determine potential responsiveness
08/30/10	JAH	0.40	206.00	Conference with M. Napoli regarding treatment of W. Rogers hard drive collection files and plan for addressing same
08/31/10	YMBG	4.50	1,333.00	Coordinate and oversee review of documents for production; conduct review of JPG and WAV files for production to determine potential responsiveness

Total Fees: 7,651.50

Total Adjustment: (726.89)

Net Fees: 6,924.61

This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153657906580 US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number 125000105.

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1717 Main Street,
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October 19, 2010
Invoice Number 2256585
Page 4

Julie Anne Walter

Disbursements	Amount
Copying Expense	20.00
ESI Conversion: Convert 10266 pages to TIFF images @ \$0.05/page: \$513.30; OCR 1100 pages @ \$0.02/page: \$22.00	535.30
CD ROM Expenses	25.00
Total Disbursements:	580.30

Current Charges	8,231.80
Less 9.5% Discount to Fee	(726.89)
Total Amount Due This Bill	7,504.91

Total Now Due 7,504.91

This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153557906580 US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number 125000105.

Exhibit E
Invoice 2269807

Unofficial copy Travis Co. District Clerk Velva L. Price

K&L|GATES

Tax ID No. 25 0921018

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1717 Main Street,
Suite 2800
Dallas, TX 75201

October 19, 2010
Invoice Number: 2269807

Julie Anne Walter

For Professional Services Rendered Through September 30, 2010:

1203981.70001 State of Texas vs Retirement Value LLC, et. al. - DAT Fees

Fee Amount	36,527.90
Less 9.5% Discount to Fees	(176.56)
Net Fees	36,351.34
Disbursement Amount	362.51

Total Amount Due This Matter

36,713.85

This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153567908580 US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number 125000106.

c/o Eduardo S. Espinosa, Receiver
1717 Main Street,
Suite 2800
Dallas, TX 75201October 19, 2010
Invoice Number 2269807
Page 2

Julie Ann Halter

1203981 The Estate of Retirement Value, LLC
1203981.70001 State of Texas vs Retirement Value LLC, et. al. - C-DAT Fees

For Professional Services Rendered Through September 30, 2010

Date	Atty	Hours	Amount	Description of Services
09/01/10	JAH	0.40	206.00	Oversee and supervise review and production effort including review of and response to email regarding various issues
09/01/10	YMBG	1.50	465.00	Coordinate and oversee review of documents for production including review of and response to review team member questions
09/03/10	YMBG	1.00	310.00	Coordinate and oversee review of documents for production including review of and response to review team member questions
09/03/10	JAH	0.30	154.50	Oversee and supervise document review and production effort including review of and response to email regarding various issues
09/07/10	YMBG	1.50	465.00	Coordinate and oversee review of documents for production; address case status to J. Halter
09/08/10	YMBG	0.50	155.00	Coordinate and oversee review and processing of documents for production
09/13/10	JAH	0.20	103.00	Email communication with M. Napoli regarding review status and questions associated with next steps for W. Rogers hard drive material
09/30/10	ESI Legal Review	N/A	34,669.40	Initial review @ rate of \$22.50/MB; 1,540.86 MB reviewed; Total Charges \$34,669.40

Total Fees: 36,527.90

Total Adjustment (176.56)

Net Fees 36,351.34

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October 19, 2010
Invoice Number 2269807
Page 3

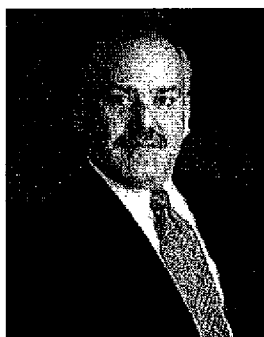
Julie Ann Hunter

Disbursements	Amount
ESI Conversion: OCR 1646 pages @ \$0.02/page (\$32.92): \$32.92	32.92
ESI Conversion: Load 0.599248047 GB for review (\$550/GB (\$329.59): \$329.59	329.59
Total Disbursements:	362.51
Current Charges	36,890.41
Less 9.5% Discount to Fee	(176.56)
Total Amount Due This Bill	36,713.85
Total Now Due	36,713.85

This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153557906580 US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number 125000106.

Exhibit F
Biographies

Unofficial copy Travis Co. District Clerk Velva L. Price



Eduardo S. Espinosa

DALLAS OFFICE

214.939.4906 TEL

212.939.4949 FAX

eddy.espinosa@klgates.com

AREAS OF PRACTICE

Mr. Espinosa's practice includes corporate, domestic and international business transactions, mergers & acquisitions, securities and securities enforcement. His practice includes the formation and governance of corporations, partnerships, joint ventures, and limited liability companies; mergers and acquisitions; and the financing of business entities, including private and public offering of securities, project financing, loan transactions, and letters of credit. Mr. Espinosa has advised public companies on their public reporting requirements and has represented various market participants before the U.S. Securities & Exchange Commission in enforcement proceedings. In addition to his domestic practice, Mr. Espinosa has advised foreign and domestic entities on international commercial transactions and foreign investments, including U.S.-Mexico cross-border real estate transactions.

PROFESSIONAL BACKGROUND

Mr. Espinosa advises clients with the benefit of his experience in the government, public and private sectors. Mr. Espinosa began his legal career as an Enforcement Attorney with the Securities and Exchange Commission, where he investigated and prosecuted violations of the federal securities laws. In private practice, Mr. Espinosa has represented clients in a multitude of commercial transactions ranging from the enterprise-wide to the operational levels. In addition, he has served as General Counsel to a multi-million dollar distribution company and Senior Transactional Counsel to a multi-national telecommunications company. Mr. Espinosa complements his legal credentials with a Masters of Business Administration and significant accounting experience. He is also fluent in Spanish.

PROFESSIONAL/CIVIC ACTIVITIES

- Louisiana State Bar
- State Bar of Texas

COURT ADMISSIONS

- Supreme Court of Louisiana
- Supreme Court of Texas
- United States Court for the Northern District of Texas

BAR MEMBERSHIPS

Louisiana
Texas

EDUCATION

J.D., Tulane University School of Law, 1995
M.B.A.; Tulane University, 1995
B.B.A., University of Texas, 1987



Michael D. Napoli

DALLAS OFFICE

214.939.4927 TEL

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michael.napoli@klgates.com

AREAS OF PRACTICE

Mr. Napoli practices commercial and securities litigation. The matters on which Mr. Napoli has recently worked include defense of securities litigation regarding convertible securities on behalf of an investor in small public companies; defense of a director of a public company accused of a breach of fiduciary duty; defense of a brokerage firm in cases involving a Ponzi scheme; prosecution of litigation on behalf of an automotive finance company against the servicer of its loan portfolio; prosecution of patent infringement and antitrust litigation on behalf of vending machine company; and defense of litigation claiming infringement of patents relating to oil field tools.

COURT ADMISSIONS

- U.S. Court of Federal Claims
- U.S. Court of Appeals for the Fifth Circuit
- U.S. District Court, Southern, Northern and Eastern Districts of Texas
- Supreme Court of Texas

BAR MEMBERSHIP

Texas

EDUCATION

J.D., University of Texas, 1991 (with High Honors; Member, *Texas Law Review*; Member, *Order of the Coif*; Member, Chancellors (Grand Chancellor, 1990-1991))

B.A., Baylor University, 1988 (with Honors; *Phi Beta Kappa*)