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Judge GTD Clerk UAm

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

TRAVIS COUNTY, TEXAS

126<sup>th</sup> JUDICIAL DISTRICT

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

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

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

Filed in The District Court  
of Travis County, Texas

DEC 10 2010

At  
Amalia Rodriguez-Mendoza, Clerk



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

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

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

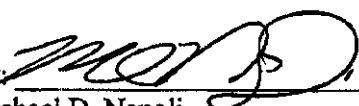
IT IS FURTHER ORDERED that the Receiver and his counsel shall record future time entries of attorneys or legal assistants by describing each task performed and recording time in tenths of an hour for each task performed attributable to each task.

SIGNED this 10<sup>th</sup> day of December 2010.

  
JUDGE PRESIDING

AGREED:

<p>By: <i>Jack Hohengarten</i> <i>by Mary Dietz permission</i>          Jack Hohengarten, Deputy Division Chief          State Bar No. 09812200          Charles B. McDonald          State Bar No. 00786834          Financial Litigation Division          P.O. Box 12548          Austin, Texas 78711          300 W. 15<sup>th</sup> Street, Sixth Floor          Austin, Texas 78711-2548          512.475.3503          512.477.2348 (telecopy)          Jack.Hohengarten@oag.state.tx.us    <i>Attorneys for Plaintiff</i></p>	<p>By: _____          Christopher Bradford          State Bar No. 00783700          Clark, Thomas &amp; Winters, P.C.          300 West 6th Street, Suite 1300          Austin, Texas 78767-1148          512.472.8800          512.474.1129 (telecopy)          cbb@ctw.com    <i>Attorneys for Defendant, Richard H. "Dick" Gray, Hill Country Funding, LLC, a Texas LLC, and Hill Country Funding, a Nevada LLC and Wendy Rogers</i></p>
<p>By: <i>Matthew Barasch</i>          Spencer C. Barasch <i>by Mary Dietz permission</i>          State Bar No. 00789075          Matthew G. Nielsen          State Bar No. 24032792          Andrews Kurth, LLP          1717 Main Street, Suite 3700          Dallas, Texas 75201          214.659.4685          214.659.4852 (telecopy)          spencerbarasch@andrewskurth.com          matthewnielsen@andrewskurth.com    <i>Attorneys for Re'ie Defendant Kiesling Porter</i></p>	<p>By: <i>Geoffrey Weisbart</i> <i>by Mary Dietz with permission</i>          Terry Scarborough          State Bar No. 1771600          Geoffrey D. Weisbart          State Bar No. 21102645          Hance Scarborough, LLP          111 Congress Avenue, Suite 500          Austin, Texas 78701          512.479.8888          512.482.6891 (telecopy)          tscarborough@hslawmail.com          gweisbart@hslawmail.com    <i>Attorneys for Intervenor</i></p>

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