

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

STATE OF TEXAS

Plaintiff,

v.

RETIREMENT VALUE, LLC,  
RICHARD H. "DICK" GRAY, HILL  
COUNTRY FUNDING, LLC, HILL  
COUNTRY FUNDING, and  
WENDY ROGERS,

Defendants,

and

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

Relief Defendant.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126<sup>TH</sup> JUDICIAL DISTRICT

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**INTERVENORS' OBJECTIONS TO THIRD AND FOURTH APPLICATIONS FOR  
FEES BY THE RECEIVER AND RECEIVER'S COUNSEL**

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TO THE HONORABLE JUDGE PRESIDING:

Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, LLC ("Intervenors") file their Objections to Third and Fourth Applications for Fees by the Receiver and Receiver's Counsel, respectfully showing the Court the following:

I.

The intervenors are actual investors of RV, whose interests and invested funds are directly affected by this Receivership and by the Receiver's Application for Fees. The Intervenors respectfully file this objection, understanding that many dedicated professionals appear to be working with Receiver as counsel. Left unchecked and without Court guidance

however, the Intervenor reasonably fear that the attorneys' fees will affect the amount of ultimate return the Intervenor and other investors will receive.

## II.

The Intervenor raised several objections to both the Receiver's First and Second Applications For Attorneys' Fees. Intervenor continue to assert that the Receiver's counsel's bills need to be reduced, since a majority of the document retrieval, analysis and production has been completed. Intervenor are concerned that RV cannot continue to withstand this level of billing without significantly impacting the Intervenor's investment. As with the prior billings, Intervenor note that in the Third Application, there are at least 12 lawyers, paralegals and other legal professionals billing time on the RV file. As for the Fourth Application, there are at least 8 lawyers or other legal professionals billing time on the RV file which may result in potentially unclear organization, oversight and planning to achieve an efficient outcome. Further, there are 3 lawyers, other than Receiver's lead counsel, billing at a rate in excess of Michael Napoli's \$452.50 per hour rate. Without proper oversight and delineation of tasks to achieve efficiencies, the Receiver stands at risk for a long term drain on what amounts to investors' funds.

As RV is not generating any new business, the fees and expenses charged by Receiver and Receiver's counsel is seriously depleting the funds available to maintain the RV portfolio.

The generality of the time entries make it difficult to understand the full scope of that timekeeper's work and whether work is duplicative or reasonably necessary for the Receiver to fulfill his obligations. In addition to the problems with the generality of the time entries, Intervenor also note that each task undertaken by the respective timekeepers is in a block time format for each daily entry. Although this problem should be rectified in future billings by court order, the current billing makes it impossible to ascertain the amount of time actually expended

on each task. However, consistent with the Court's prior Order, Intervenor's have highlighted their specific objections (while preserving their general objections stated herein) on the Receiver and Receiver's counsel's billings, attached hereto as Exhibit A.

Intervenor's also request the Court to instruct the Receiver and his counsel to more closely focus their efforts with fewer periphery professionals on key issues. This Receivership must find a way to more efficiently proceed and to do it with less experienced professionals billing at a much lower rate. This Receivership cannot withstand 4 lawyers billing at a rate in excess of \$400.00 per hour.

WHEREFORE, Intervenor's pray their Objections be heard and sustained, and that the Court enter appropriate orders.

Respectfully submitted,

**KANCE SCARBOROUGH, LLP**  
111 Congress Avenue, Suite 500  
Austin, Texas 78701  
(512) 479-8888  
(512) 482-6891 (fax)

By: \_\_\_\_\_  
Geoffrey D. Weisbart  
State Bar No. 21102645  
Terry Scarborough  
State Bar No. 17716000

**ATTORNEYS FOR INTERVENORS**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document has been forwarded to all counsel of record herein by:

- ☐ U.S. Mail, First Class or
- ☐ Certified Mail (return receipt requested)
- ☐ Facsimile
- ☐ Federal Express Delivery
- ☐ Hand Delivery
- ☒ Electronic Service

on this the 17<sup>th</sup> day of December, 2010, to wit:

Jack Hohengarten  
Charles B. McDonald  
Texas Attorney General  
Financial Litigation Division  
300 W. 15<sup>th</sup> Street, Sixth Floor  
Austin, Texas 78711-2548  
(512) 475-3503  
(512) 477-2348 fax  
[Jack.Hohengarten@oag.state.tx.us](mailto:Jack.Hohengarten@oag.state.tx.us)

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1717 Main Street, Suite 2800  
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(214) 939-5849 fax  
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Geoffrey D. Weisbart

Exhibit A  
Invoice 2289642

Unofficial copy Travis Co. District Clerk Velda L. Price

**K&L | GATES**

K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Tax ID No. 25 0921018

T 214.939.5500

www.klgates.com

**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

November 11, 2010  
Invoice: 2289642  
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 10/31/2010. Detailed information regarding these fees and expenses is attached.

**Current Charges:**  
Fees

919.49

**Total Current Charges**

**\$919.49**

**UNPAID INVOICES AS OF 11/11/2010**

Invoice Date	Invoice Number	Unpaid Amount
10/14/10	2273827	1,111.36
10/14/10	2274674	299.70

**TOTAL UNPAID INVOICE(S):**

**1,411.06**

**TOTAL DUE**

**\$2,330.55**

**PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE DECEMBER 11, 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: 2289642*

*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 2289642*

K&L|GATES

K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Tax ID No. 25 0921018

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

November 11, 2010  
Invoice: 2289642

FOR PROFESSIONAL SERVICES RECORDED AS OF 10/31/10:

Matter: 1203981.00003

Matter Description: David & Elizabeth Gray

Date	Attorney	Hours	Amount	Description
10/11/10	Napoli, M. D.	0.30	135.75	Review return of process by Secretary of State; attention to filing returns; confer with K. Dietel re answer date
10/18/10	Napoli, M. D.	0.30	90.50	Review answer by Defendants
10/22/10	Dietel, K.	0.20	69.69	Review Defendants' discovery requests to Plaintiff; calendar response deadline regarding same
10/22/10	Napoli, M. D.	0.30	135.75	Review discovery from Defendants
10/27/10	Dietel, K.	0.40	139.37	Confer with M. Napoli regarding discovery requests to Defendants; review petition and prepare to draft discovery requests
10/29/10	Dietel, K.	1.00	348.43	Prepare discovery requests to Defendants
TOTAL HOURS			2.40	
TOTAL FOR SERVICES			\$919.49	

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.80	452.50	362.00
Dietel, K.	1.60	348.43	557.49
Total for All Timekeepers	2.40	\$383.12	\$919.49

# K&L|GATES

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

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November 11, 2010  
Invoice: 2289642

## INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Prior Outstanding Balance Due	1,111.36	299.70	1,411.06
Current Charges	919.49	0.00	919.49
Net Balance	2,030.85	299.70	2,330.55

**TOTAL BALANCE DUE THIS MATTER** **\$2,330.55**

PAYMENT DUE IN FULL ON OR BEFORE DECEMBER 11, 2010



K&L|GATES

K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Tax ID No. 25 0921018

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DO NOT DISCLOSE**

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

November 17, 2010  
Invoice: 2290113  
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 10/31/2010. Detailed information regarding these fees and expenses is attached.

**Current Charges:**  
Fees

112,452.50

**Total Current Charges**

**\$112,452.50**

**UNPAID INVOICES AS OF 11/17/2010**

Invoice Date	Invoice Number	Unpaid Amount
09/16/10	2255980	160,491.94
10/14/10	2273826	135,282.95
11/12/10	2290112	3,699.24

**TOTAL UNPAID INVOICE(S):**

**299,474.13**

**TOTAL DUE**

**\$411,926.63**

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE DECEMBER 17, 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: 2290113*

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Account # 127-2657, K&L Gates, AIS Account, Reference Invoice 2290113*

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Tax ID No. 25 0921018

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1717 Main Street  
Suite 2800  
Dallas, TX 75201

T 214.939.5500

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

November 17, 2010  
Invoice: 2290113

FOR PROFESSIONAL SERVICES RECORDED AS OF 10/31/10:  
Matter: 1203981.00001  
Matter Description: State of Texas vs Retirement Value, LLC, et. al.

Date	Attorney	Hours	Amount	Description
10/1/10	Brown, A. G.	3.20	572.20	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
10/1/10	Espinosa, E. S.	5.70	1,824.00	Correspond with A. Brown regarding HCF premium payments; consult with P. Dennis regarding account data; consult with C. Budner regarding scope of authorization to negotiate fees; consult with B. Powell and M. Dietz on expert testimony; review COOK DB update from ASG; provide M. Dietz with background information on Fee App; submit Defendant Gray's draw to GCU; telephone conference with [REDACTED] regarding (1) conversions and ROTH IRA's (ii) IRA Southwest client and accounts
10/1/10	Napoli, M. D.	1.50	678.75	Teleconference with A Goldate re [REDACTED] research re [REDACTED] knowledge of TDI proceeding; research re [REDACTED]
10/4/10	Brown, A. G.	1.80	325.80	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; revise spreadsheet regarding licensee commissions and sales
10/4/10	Dietz, M.S.	3.50	1,773.80	Telephone conference with M. Napoli and E.

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Date	Attorney	Hours	Amount	Description
10/4/10	Espinosa, E. S.	6.00	1,920.00	Espinosa; review application; research other firm's attorney fees; review documents (TI Order-Application). Consult with B. Rose regarding 10/1/10 wire; speak with Wells Fargo CEO support regarding wire delay; call S. Adams and W. Giles regarding wire resolutions; transfer fund between WF accounts - premium transfers; correspond with J. Dennis @ BKD regarding accounting entries and unrecorded wires; deposit B. Collins' check at Chase; consult with M. Dietz regarding Fee App., Initial Report, TRO, TI; review ISC billing; working session with M. Napoli regarding Licensees, Fee App. hearing, etc.
10/4/10	Halter, J.A.	1.90	885.55	Analyze and draft summary regarding e-DAT project review and efficiency analysis in preparation for court hearing on reasonableness of fee affidavit; conference with E. Espinosa regarding same
10/4/10	Napoli, M. D.	7.50	3,937.50	Prepare for hearing on fee application; confer with E. Espinosa and M. Dietz re hearing and Dietz testimony; revise [REDACTED] complaint and correspondence to H. Ackels; teleconference with H. Ackels; teleconferences with G. Weisbart; teleconference with K. Kennedy
10/4/10	Sanchez, J. R.	2.50	339.38	Prepare documents for production.
10/5/10	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; revise spreadsheet regarding licensee commissions and sales
10/5/10	Dietz, M.S.	6.50	3,294.20	Prepare for hearing; attend hearing; conference with Ed Espinosa and Mike Napoli regarding hearing preparation; set hearing.
10/5/10	Espinosa, E. S.	8.00	2,560.00	Round trip to Austin (N/C 5.5 hrs); consult with M. Dietz and M. Napoli; meet with G. Weisbart, M. Napoli and M. Dietz regarding proposed agreement Hearing on receivers' fee application; meeting W. G. Weisbart post-hearing; meet with K. Kennedy, C. McDonald and A. Goldate post-hearing; consult with M. Napoli and M. Dietz regarding hearing
10/5/10	Napoli, M. D.	8.00	3,620.00	Travel to Austin (N/C 2.0); prepare for hearing on fee application; witness preparation with M

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Date	Attorney	Hours	Amount	Description
				Dietz; meet with G Weisbart; prepare draft of agreed order; attend hearing on fee application and status conference; confer with M Dietz; E Espinosa, G Weisbart and K Kennedy; confer with K Kennedy; e-mail correspondence re SIS receiver; travel to Dallas (N/C 3.5)
10/5/10	Sanchez, J. R.	1.50	225.00	Continue preparing documents for production.
10/6/10	Brown, A. G.	3.20	579.20	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; revise spreadsheet regarding licensee commissions and sales
10/6/10	Cunningham, E.	0.00	No Charge	Brief review of [REDACTED] wage claim.
10/6/10	Dietel, K.	2.50	871.08	Review and analyze state securities laws regarding definition of security; update spreadsheet of active licensees regarding same
10/6/10	Dietz, M.S.	1.00	500.00	Telephone conference with Barry Bishop; revise orders; telephone conference with Mike Napoli and Ed Espinosa; telephone message to Geoff Weisbart.
10/6/10	Espinosa, E. S.	4.10	1,312.00	Correspond with K. Kennedy regarding FINRA & NTM 09-42; review BKD Tax engagement and correspond with T. Lovelace regarding same; consult with M. Dietz and M. Napoli regarding B. Bishop; consult with [REDACTED] regarding R. H. Gray, [REDACTED] review draft orders; consult with E. Cunningham regarding [REDACTED] Wage Claim
10/6/10	Napoli, M. D.	5.50	2,488.75	Prepare order on fee application; teleconference with E Espinosa and M Dietz; e-mail correspondence with P Fitzgerald re Harrison litigation; e-mail correspondence with A Garcia re Harrison litigation; teleconference with P Fitzgerald re Harrison litigation; analysis of claims against [REDACTED]
10/6/10	Quinn, M. J.	1.50	780.57	Review and analyze receiver's initial report in preparation for potential actions in [REDACTED] to recover funds from licensees; related correspondence with M. Napoli
10/7/10	Brown, A. G.	3.20	579.20	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; revise spreadsheet regarding

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Date	Attorney	Hours	Amount	Description
10/7/10	Dietz, M.S.	0.30	152.04	licensee commissions and sales Telephone conference with George Weisbart regarding entry of order; email to E. Espinosa.
10/7/10	Espinosa, E. S.	5.70	1,824.00	Correspond with Chase Bank and B. Bishop regarding Roger's October expense; review October Life Settlement Report; correspond with ASG regarding [REDACTED]'s HIPAA; review correspondence from S. Nassen at Coit; correspond with M. Dietz regarding B. Bishop, D. Gray and the App Hearing; review August time entries; consult with J. Dotson regarding expenses; consult with M. Napoli regarding D. Gre [REDACTED] and Licensees
10/7/10	Napoli, M. D.	6.50	2,941.25	Human correspondence with A Garcia; analysis of claims against [REDACTED] e-mail correspondence with B Bishop, A Garcia and P Fitzgerald re Harrison suit; confer with E Espinosa re claims against out of state licensees; research claims against [REDACTED]; teleconference with M Dietz; review e-mail re G Weisbart;
10/8/10	Brown, A. G.	3.00	543.00	Conduct and respond to telephone inquiry from [REDACTED]; conduct and respond to e-mail inquiries from [REDACTED] and [REDACTED]; conduct research regarding beneficiary of [REDACTED] investment; telephone conference with E. Espinosa regarding response to investor [REDACTED] email; revise spreadsheet regarding licensee commissions and sales [REDACTED] update investors files with incoming documentation
10/8/10	Espinosa, E. S.	5.10	1,632.00	Review additional August entries; correspond with [REDACTED]; review A. Brown's correspondence regarding [REDACTED] demand letter, reconcile discrepancies regarding [REDACTED]; consult with G. Quinones re website expertise; call [REDACTED] (investor); correspond with C. Budner and M. Hadaway regarding billing discount (n/c 0.3); telephone conference with L. Edwards regarding 707 Walnut; review L. Edwards' bio, PMP Website
10/8/10	Napoli, M. D.	5.70	2,579.25	Research re [REDACTED]; consideration of claims against [REDACTED]; analysis of latest LE reports from ISC; prepare fee app for non-KLG professionals; prepare fee app for KLG

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

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Date	Attorney	Hours	Amount	Description
10/11/10	Brown, A. G.	1.90	343.90	Conduct and respond to e-mail inquiries from [REDACTED]; revise spreadsheet regarding licensee commissions and sales in [REDACTED]; conduct research regarding [REDACTED] licensee sales
10/11/10	Cunningham, E.	0.60	146.61	Draft response to [REDACTED] wage claim; review file for personnel information.
10/11/10	Espinosa, E. S.	3.00	960.00	Correspond with B. Rose regarding COO/COB; review [REDACTED] holdings; correspond with G. Quinnes regarding Website; review October e-Dat billing; review ASG fraud services; review BKD Engagement (TAX); telephone conference with Pam at ASG regarding Prudential IRA; consult with M. Napoli regarding ASG services and TX OAG inquiry regarding [REDACTED] (n/c 0.3)
10/11/10	Napoli, M. D.	7.00	3,167.50	Research re [REDACTED] and [REDACTED] prepare [REDACTED] demand letter; teleconference with [REDACTED] of SECO Investigations; prepare memo for Vuchsas re [REDACTED]; teleconference with K Kennedy & C McDonald; prepare email re ASG; prepare memo re [REDACTED]
10/12/10	Brown, A. G.	2.40	434.40	Conduct and respond to telephone inquiries from [REDACTED], [REDACTED] and [REDACTED]; telephone conference with M. Napoli and E. Espinosa regarding spreadsheet of licensee commissions and sales in [REDACTED]; conduct research regarding [REDACTED] sales; review and revise spreadsheets for [REDACTED] sales in preparation for processing demand letters
10/12/10	Cunningham, E.	0.20	48.87	Finalize letter to TWC in response to [REDACTED] wage claim.
10/12/10	Espinosa, E. S.	6.10	1,952.00	Telephone conference with [REDACTED] (investor) regarding Provident IRA; telephone conference with [REDACTED] at Chase regarding W. Rogers' draw; correspond with J. Donaldson at Gen. Fed. C.U.; consult with M. Quinn regarding [REDACTED] Licensee; telephone conference with [REDACTED] regarding [REDACTED]; consult with E. Cunningham regarding [REDACTED] position; finalize review of BKD Tax engagement and correspondence; review SECO Group engagement; review e-Dat invoice for Sept. entries; consult with M. Napoli and A. Brown regarding reconciliation of Sale

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Date	Attorney	Hours	Amount	Description
				force and Ringtail date for Licensee sales in [REDACTED]; correspond with A. Challen regarding "burn-rate" dates; consult with J. Binlon regarding Records inventory, transport, and storage
10/12/10	Napoli, M. D.	6.50	2,941.25	Revise contract for Seco engagement; prepare [REDACTED] memo; review e-DAT bill; confer with E Espinosa re [REDACTED] and [REDACTED]; e-mail correspondence with A Brown re status of FL and CA lists; teleconference with M Quinn re CA licensees; teleconference with A Brown and E Espinosa re Licensee sales and demand letters; analysis of intervenors holdings for meeting re motion to aggregate;
10/12/10	Quinn, M. J.	1.50	780.57	Review draft demand letter for licensees; conference call with M. Napoli and E. Espinosa; review related materials
10/13/10	Brown, A. G.	1.80	323.40	Conduct and respond to telephone inquiries from Investor [REDACTED] and licensee [REDACTED]; review and revise spreadsheet for [REDACTED] licensee and finalized demand letter and prepare for attorney signature
10/13/10	Dotson, J. R.	0.00	No Charge	E-mails from/to Eddy Espinosa re: coordination of inventorying and transferring Retirement Value records to Dallas office
10/13/10	Espinosa, E. S.	2.30	736.00	Correspond with L. Edwards regarding 707 Walnut; telephone conference with S. Adams at Wells Fargo; consult with M. Napoli regarding [REDACTED]; [REDACTED] ISC's LEs burn-rate summary and materials
10/13/10	Jo, S. J.	4.50	997.79	Review [REDACTED] sales lists for recordation of participant, amount and commissions paid to [REDACTED]
10/13/10	Napoli, M. D.	7.00	3,167.50	Prepare [REDACTED] memo; prepare for investor meeting; research re [REDACTED]; confer with E Espinosa re preparation for [REDACTED] settlement conference; confer with E Espinosa re investor meeting and presentation; assign [REDACTED] project to S Jo; teleconference with K Kennedy; teleconference with J Vaschus; confer with E Espinosa re [REDACTED] and motion to consolidate; prepare for [REDACTED] settlement conference
10/14/10	Boyer, A. L.	0.30	119.46	Review letter; finalize; execute for transmission
10/14/10	Brown, A. G.	1.90	343.90	Conduct and respond to e-mail inquiry from investor [REDACTED]; review and revise spreadsheet for [REDACTED] licensees; conduct

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

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Date	Attorney	Hours	Amount	Description
10/14/10	Dietz, M.S.	0.50	253.40	research regarding [REDACTED] licensee sales Telephone conference with Cliff Weisbart and Barry Bishop regarding order and hearing.; letter to all regarding hearing.
10/14/10	Dotson, J. R.	0.00	No Charge	E-mails from/to Joe Binion re: coordination of inventorying and transferring Retirement Value records to Dallas office; Teleconference with E Espinosa and Joe Binion re: same
10/14/10	Espinosa, E. S.	2.30	736.00	Consult with J. Dotson and J. Binion, and M. Napoli regarding coordination of document storage, correspond with J. Winebrenner at Chase regarding Roger's insurance expense; review invoices for Sept. entries
10/14/10	Jo, S. S.	2.20	487.81	Review [REDACTED] sales lists for recordation of participant, amount and commissions paid to [REDACTED]
10/14/10	Napoli, M. D.	3.00	1,357.50	Teleconference with E Espinosa and J Binion re building; work on demand letters; e-mail correspondence with Weisbart's office re meeting; redact September invoice (n/c 0.5); prepare for meeting with Intervenor; prepare [REDACTED] memo
10/15/10	Brown, A. G.	1.00	181.00	Review and revise spreadsheet for [REDACTED] licensees; conduct research regarding [REDACTED] licensee sales
10/15/10	Dotson, J. R.	0.00	No Charge	Conference call with Joe Binion re: coordination of trip to Retirement Value offices on Monday and locksmith issues re: moving documents to Dallas office
10/15/10	Espinosa, E. S.	0.70	224.00	Meeting with M.Dietz and M.Napoli re B.Bishop and G.Weisbart
10/15/10	Jo, S. S.	1.20	266.08	Review [REDACTED] sales list for spreadsheet input
10/15/10	Napoli, M. D.	1.00	452.50	Redact October invoice (n/c 0.5); revise premium burn analysis and prepare for Intervenor meeting; teleconference with [REDACTED], E Espinosa
10/16/10	Dietz, M.S.	1.00	506.80	Conference with E. Espinosa and M. Napoli regarding status and strategy; email from and to B. Bishop regarding order/hearing.
10/18/10	Dotson, J. R.	1.70	523.09	Meeting with Joe Binion at Retirement Value offices re: transferring files to Dallas office; providing J Binion office and file tour re: same; picking up some items to immediately send to Dallas via interoffice; travel to/from New Braunfels for same (N/C 1.5); e-mail to E Espinosa re: quick books software; e-mail to



Matter: State of Texas vs Retirement Value LLC, et. al.  
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Date	Attorney	Hours	Amount	Description
10/18/10	Espinosa, E. S.	6.50	2,080.00	Eddy Espinosa re: items initially brought back for immediate transfer to Dallas office; teleconference with Eddy Espinosa re: same; Teleconference with J. Binion re: same Consult with M. Napoli in preparation for meeting; meet with G. Weisbart and his clients regarding Motion to Consolidate and case update; telephone conference with J. Binion and J. Dotson regarding 707 Walnut; review D. Grays' Answers
10/18/10	Napoli, M. D.	6.50	2,941.25	Prepare and attend meeting with investors; confer with E. Espinosa re meeting and consolidation of portfolio; prepare [REDACTED] memo
10/18/10	Quinn, M. J.	1.50	780.57	Review research in support of claims against licensees
10/19/10	Brown, A. G.	1.20	217.20	Conduct and respond to telephone inquiry from investor [REDACTED]; draft letter enclosing documentation to [REDACTED]; conduct research regarding [REDACTED] licensee sales and update spreadsheet regarding same in preparation for issuance of demand letters
10/19/10	Dietz, M.S.	0.00	No Charge	Email to Barry Bishop, et al. - review email; review invoices; conference with Mike Napoli.
10/19/10	Dotson, J. R.	0.00	No Charge	E-mails from/to Joe Binion and Michael Napoli re: status of transfer of Retirement Value documents to Dallas offices
10/19/10	Espinosa, E. S.	4.30	1,376.00	T/C with [REDACTED] (investor) re his conversation with [REDACTED] Review, revise and finalize Sept and October invoice; Teleconference with J.Hohengartner, C.McDonald, K.Kennedy, J.Rotunda, A.Goldate & M.Napoli re counsel's transition and strategic matters; Consult with L.Edwards, J.Binion & J.Dotson re 707 N.Walnut; T/C with L.Sparks & M.Napoli re Hill Country Funding (n/c 0.3).
10/19/10	Napoli, M. D.	4.50	2,036.25	Research re premium shortfall issue; teleconference with M Dietz; redact invoices; prepare memo to B Bishop re invoices; e-mail correspondence with B Bishop re Rogers accounts; teleconference with K Kennedy, J. Hohengarten, C McDonald, J Rotunda and A Goldate; consider [REDACTED] issues re [REDACTED] suit; teleconference with L Sparks; teleconference with J Vuchsas re [REDACTED] investigation; e-mail correspondence re Bebel fee application; analysis of investor ownership percentage; review status report on health update and new

Matter: State of Texas vs Retirement Value LLC, et. al.  
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Date	Attorney	Hours	Amount	Description
10/20/10	Brown, A. G.	1.80	325.80	LEs Conduct and respond to telephone inquiry from investor [REDACTED] and agent [REDACTED]; conduct research regarding [REDACTED] licensee sales; finalize sales data for spreadsheet for [REDACTED] licensees
10/20/10	Cunningham, E.	0.40	97.74	Telephone conference with the Texas Workforce Commission regarding R. Gray's unemployment claim; draft e-mail to E. Espinosa and M. Napoli regarding the same.
10/20/10	Dotson, J. R.	0.00	No Charge	Receipt and consideration of e-mails from Joe Binion re: status of moving documents from RV offices to Dallas office
10/20/10	Espinosa, E. S.	4.50	1,440.00	Consult with M.Napoli re [REDACTED] correspondence re Roger's tax submission; Correspond with ASG re invoicing; Consult w/ E.Cunningham re D.Grany's TWC unemployment claims; Consult w. J.Binion re 707 N. Walnut; Review Roger's Nov expense request and submit same to Chase for processing, correspond with BKD re invoicing;
10/20/10	Napoli, M. D.	5.00	2,262.50	Research and prepare memo re premium shortfall
10/20/10	Quinn, M. J.	1.00	936.68	Review and analyze research to support demand letters to licensees; review and revise draft demand letter
10/21/10	Brown, A. G.	1.00	181.00	Conduct and respond to telephone inquiry from investor [REDACTED]; conduct research for documentation regarding [REDACTED] and update client index
10/21/10	Cunningham, E.	1.00	244.35	Telephone conferences with Texas Workforce Commission regarding R. Gray's unemployment claim; draft e-mails to E. Espinosa and M. Napoli regarding the same.
10/21/10	Dietz, M.S.	1.70	861.56	Telephone conference with Barry Bisop regarding order; conference with Mike Napoli regarding update; update order; circulate order for signature; email from G. Weisbart regarding order and objection timeline; email to and telephone conference with G. Weisbart regarding same.
10/21/10	Espinosa, E. S.	4.20	1,344.00	Consult with B.Collins regarding RV037; telephone conference with J. Swanson, P. Maule, K. Hinkle and M. Napoli regarding policy scrub, expense and relative value; consult with E. Cunningham and M. Napoli regarding unemployment benefits; review Conestoga Form

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Date	Attorney	Hours	Amount	Description
				D; review App for Prof. Fees, ASG & BKD invoices; consult with L. Edwards and J. Binion regarding 707 Walnut.
10/21/10	Halter, J.A.	0.00	No Charge	Review and respond to inquiry from M. Napoli regarding scope of collection and review issues; follow up regarding same
10/21/10	Napoli, M. D.	6.80	3,077.00	Review checklist for policy review; prepare memo re understanding of premium accounts; review Conestoga Form D; prepare e-mail to A Goldate re Conestoga; confer with E Espinosa re Gray unemployment; e-mail correspondence with J. Cunningham re same; confer with E Espinosa re ASG fee app; teleconferences with ASG re fraud/marketability review and status of updated LEs; review latest LE reports; teleconferences with M Dietz re fee app, motion to consolidate and teleconferences with Weisbart and Bishop; teleconference with M Nielsen re Harrison litigation; preparation of letter to Hohengarten re [REDACTED] claims
10/22/10	Espinosa, E. S.	5.60	1,792.00	Review materials re Kurz's pleadings in the A&O matter; Review [REDACTED] sales and commissions per representative; Consult with M.Napoli in preparation for meeting with [REDACTED] and [REDACTED]; Meet with [REDACTED] M.Napoli; Consult with P.Maule re ASG's HIPAA calls to insureds; Export Salesforce Data; Review SECOR report; Review D.Gray's requests for admissions; Consult with M.Napoli re S.Rosen.
10/22/10	Napoli, M. D.	7.50	3,393.75	Prepare for [REDACTED] settlement conference; confer with E Espinosa re same; Attend settlement conference with E Espinosa, [REDACTED] and [REDACTED]; confer with E Espinosa re conference; review report from investigator re [REDACTED]; review e-mail correspondence re orders on fee app; review and analyze correspondence from S. Rosen re [REDACTED]; confer with E Espinosa re response; e-mail correspondence with Rosen's office re documentation and meeting with Rosen;
10/25/10	Boyer, A. L.	0.00	No Charge	Confer with [REDACTED]; report discussion to team
10/25/10	Brown, A. G.	1.20	217.20	Conduct and respond to telephone inquiries from [REDACTED] and [REDACTED]; conduct research for documentation regarding same and update client index; review incoming documentation

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Date	Attorney	Hours	Amount	Description
10/25/10	Cunningham, E.	0.20	48.87	and update files Telephone conference with Texas Workforce Commission regarding reversionship.
10/25/10	Espinosa, E. S.	3.40	1,088.00	Review draft correspondence with A.Goldate; Review correspondence w/ S.Rosen. Review correspondence from A.Boyer re [REDACTED]; Review Lewise & Quinn invoice and correspond with J.Lee re same; Consult with M.Napoli re burn-rate calculations;
10/25/10	Napoli, M. D.	8.00	3,620.00	Finalize application for professionals; prepare memo to A.Goldate re [REDACTED] e-mail correspondence with S.Rosen; consider issues raised by Rosen; confer with E.Espinosa re [REDACTED] intervention; review petition in intervention; e-mail correspondence re petition in intervention; e-mail correspondence with G.Weisbart re burn rate analysis; prepare correspondence to A.Goldate and J.Hohengarten re [REDACTED] e-mail correspondence with M.Quinn re [REDACTED] demand letters; analysis of burn rate information from ASG
10/25/10	Quinn, M. J.	0.80	416.30	Revise licensee demand letter; email correspondence with M. Napoli
10/26/10	Boyer, A. L.	0.20	119.46	Review email communication about related transactions and impact on claim; report to team; discuss response to contacts
10/26/10	Brown, A. G.	1.50	271.50	Review and revise spreadsheet in preparation for sending out [REDACTED] Demand letters; draft email regarding process for sending out the letters from the [REDACTED] office; conduct research for documentation regarding [REDACTED] investment and update client index; review incoming documentation and update files
10/26/10	Cunningham, E.	0.00	No Charge	Review [REDACTED] demand letter.
10/26/10	Dietz, M.S.	1.70	861.56	Court appearance regarding entry of agreed order; circulate same; telephone conference with Ed Espinosa and Mike Napoli regarding Barry Bishop request.
10/26/10	Espinosa, E. S.	3.70	1,184.00	Review [REDACTED] and [REDACTED] licensee records re commissions arising out of sale of interests exclusively to affiliates/family members; Consult with M.Dietz and M.Napoli re B.Bishop's request for a "budget." Correspond with J.Lee (L&E); correspond with A.Cullen (ASG) re RV037; Review [REDACTED] demand, correspond with L.Edwards re 707 N. Walnut; transfer funds among Chase accounts.

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Date	Attorney	Hours	Amount	Description
10/26/10	Napoli, M. D.	6.50	2,941.25	E-mail correspondence with B Bishop re Harrison litigation; e-mail correspondence with counsel re confidentiality agreement; prepare Rule 11 agreement; teleconference with D Roosen re [REDACTED] review and analyze settlement demand from [REDACTED] analysis of responses to [REDACTED] demand letters; confer with E Espinosa re same; e-mail correspondence with A Boyer re responses to [REDACTED] demand letters; confer with M Dietz re requests by Bishop; prepare letter to J Hohengarten and A Goldate re [REDACTED]
10/27/10	Boyer, A. L.	0.20	79.64	Review response from [REDACTED]; confer with team on response; outline letter to [REDACTED] about fact that [REDACTED] is not in bankruptcy
10/27/10	Brown, A. G.	1.50	271.50	Conduct and respond to telephone inquiries from [REDACTED] and [REDACTED]; conduct research for documentation regarding same; update client index; review incoming documentation and update files
10/27/10	Cunningham, E.	2.50	510.88	Confer with M. Napoli regarding response to [REDACTED] initial demand; review transcript attached to [REDACTED] initial demand; begin drafting response to [REDACTED] initial demand.
10/27/10	Espinosa, E. S.	7.70	2,464.00	Consult with P.Dennis re Wells Fargo statements, October & November premium transfer spreadsheets; Transfer November premiums to Main Account and ASG, respectively; Update spreadsheets accordingly; address online access issues; Provide BKD expense details; T/C with J.Hohengarten & M.Napoli re deposition scheduling and appointment as HCF's receivers; Review Roger's Motion to Release funds; Reconcile disbursements to Rogers; Review [REDACTED] response to demand letter; Consult with M.Napoli re [REDACTED] demand letter; Review draft letter to J.Hohengarten re [REDACTED] participation;
10/27/10	Napoli, M. D.	6.50	2,941.25	Teleconference iwth J Hohengarten; teleconference with G Weisbart; review Rogers motions to release funds; confer with E Espinosa re same; e-mail correspondence with B Bishop re Harrison suit; confer with E Cunningham re response to [REDACTED] demand; confer with E Espinosa re [REDACTED] demand; prepare e-mail to B Bishop re [REDACTED] demand and allegation; prepare

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Date	Attorney	Hours	Amount	Description
10/27/10	Quinn, M. J.	0.80	416.30	fee application;
10/28/10	Boyer, A. L.	0.30	119.46	Finalize demand letters to [REDACTED] licensees Review communications; transmit same to team; draft, revise letter about bankruptcy; discuss with team and finalize
10/28/10	Brown, A. G.	1.30	235.30	Conduct and respond to telephone inquiries from [REDACTED]; conduct research for documentation requested and prepare for faxing; conduct research regarding [REDACTED] bankruptcy
10/28/10	Cunningham, E.	1.80	439.83	Continuing drafting letter to opposing counsel in response to Tracy [REDACTED] initial demand.
10/28/10	Dietz, M.S.	0.00	No Charge	Conference with M. Napoli and E. Espinosa regarding updated burn rate information and prepared response to B. Bishop and copy all. Reviewed updated burn rate information.
10/28/10	Espinosa, E. S.	6.10	1,952.00	Consult with M.Dietz and M.Napoli re B.Bishop's inquiry and "burn rate" response; review revised burn rate table and verify November premium disbursement and account balances; consult with R.Kipp & D.McCully re transition from T.Lovelace; Consult with P.Dennis re statement downloads, and update on Receiver's books & records; Review correspondence to [REDACTED]; Consult with M.Napoli re SECOR & [REDACTED] T/C w/ D.Waller re [REDACTED]; Consult with D.Luther & M.Napoli re [REDACTED]
10/28/10	Luther, D.	0.00	No Charge	Telephone conference with E. Espinosa and M. Napoli regarding potential claims against [REDACTED]
10/28/10	Napoli, M. D.	8.20	3,710.50	Confer with M Dietz re Bishop requests and motion to consolidate; prepare analysis of premium shortfalls for motion to consolidate; prepare fee application; confer with E Espinosa re [REDACTED] investigation; prepare correspondence to A Goldate and J Hohengarten re [REDACTED] review/revise letter to [REDACTED] [REDACTED]; e-mail correspondence with E Espinosa and A Boyer re [REDACTED]; revise burn rate analysis for production to parties; e-mail correspondence with [REDACTED] re burn rate analysis; revise response to A Karpf re T [REDACTED] claim; e-mail correspondence with B Bishop re [REDACTED] claim; research regarding [REDACTED] in securities fraud; teleconference

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Date	Attorney	Hours	Amount	Description
10/29/10	Boyer, A. L.	0.00	No Charge	with A Garcia re Harrison suit and motion to consolidate
10/29/10	Brown, A. G.	1.50	271.50	Confer with team about recent responses
				Conduct and respond to telephone inquiries from [REDACTED] and [REDACTED]; conduct research for documentation regarding commissions paid and draft email response regarding same; draft email regarding updates to Receivership web site; review incoming documentation and update files
10/29/10	Cunningham, E.	0.00	No Charge	Review revisions to response to T. [REDACTED] demand; confer with M. Napoli regarding the same
10/29/10	Napoli, M. D.	6.50	2,941.25	Teleconference with A Goldate; e-mail correspondence with G Weisbart re depositions and [REDACTED] audit response; review AGAP PFD and exceptions; review [REDACTED] testimony; confer with E Cunningham re T. [REDACTED] prepare Fee Application; teleconference with M Nielsen re settlement discussions; review correspondence from [REDACTED]; research [REDACTED] and [REDACTED] law re licensees;
TOTAL HOURS			305.50	
TOTAL FOR SERVICES			\$112,452.50	

## TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Boyer, A. L.	1.10	398.20	438.02
Quinn, M. J.	7.90	520.38	4,110.99
Napoli, M. D.	125.20	452.50	56,653.00
Espinosa, E. S.	95.00	320.00	30,400.00
Halter, J. A.	1.90	466.08	885.55
Dietz, M. S.	16.20	506.80	8,210.16
Dietz, K.	2.50	348.43	871.08
Jo, S. L.	7.90	221.73	1,751.68
Cunningham, E.	6.70	244.35	1,637.15
Johnson, J. R.	1.70	307.70	523.09
Brown, A. G.	35.40	181.00	6,407.40
Sanchez, J. R.	2.50	135.75	339.38
Sanchez, J. R.	1.50	150.00	225.00
Total for All Timekeepers	305.50	\$368.09	\$112,452.50

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Matter: State of Texas vs Retirement Value LLC, et. al.  
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## INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Prior Outstanding Balance Due	295,774.89	3,699.24	299,474.13
Current Charges	112,452.50	0.00	112,452.50
Net Balance	408,227.39	3,699.24	411,926.63

TOTAL BALANCE DUE THIS MATTER \$411,926.63

PAYMENT DUE IN FULL ON OR BEFORE DECEMBER 17, 2010



**Exhibit A**  
**Invoice 2305595**

Unofficial copy Travis Co. District Clerk Velva L. Price

K&L|GATES

K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Tax ID No. 25 0921010

T 214.939.5500

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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

December 8, 2010  
Invoice: 2305595  
Matter Desc: David & Elizabeth Gray  
Client Matter #: 1203981.00003

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This statement covers fees for legal services rendered for your account during the period ending 11/30/2010. Detailed information regarding these fees is attached.

**Current Charges:**  
Fees

8,272.90

**Total Current Charges**

**\$8,272.90**

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JANUARY 7, 2011

*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: 2305595*

*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 2305595*

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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

December 8, 2010  
Invoice: 2305595

**FOR PROFESSIONAL SERVICES RECORDED AS OF 11/30/10:**

Matter: 1203981.00003

Matter Description: David & Elizabeth Gray

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/9/10	Dietel, K.	1.30	452.96	Draft discovery requests to Defendants
11/10/10	Dietel, K.	2.00	696.86	Draft discovery requests to Defendants; draft responses to Defendants' discovery requests
11/11/10	Dietel, K.	0.20	69.69	Finalize discovery requests to Defendants; prepare Request for Production of Documents and First Set of Interrogatories for service on Defendants
11/11/10	Napoli, M. D.	0.30	135.75	Review and revise written discovery to David and Elizabeth Gray
11/12/10	Dietel, K.	1.20	69.69	Confer with M. Napoli regarding service of discovery requests and deadlines for Defendants' Responses to Plaintiff's Request for Disclosure; calendar deadline for Defendants' response to Plaintiff's discovery requests
11/16/10	Dietel, K.	4.60	1,602.78	Draft Plaintiff's responses to Defendants' discovery requests; confer with M. Napoli regarding same
11/19/10	Brown, A. G.	1.20	217.20	Conduct research in preparation of Responses to Defendant's Request for Disclosures; review and revise same
11/19/10	Dietel, K.	5.50	1,916.36	Draft Responses to Defendants' discovery requests; confer with M. Napoli regarding same
11/19/10	Espinosa, E. S.	0.50	160.00	Review draft response to D. Gray's interrogatories
11/19/10	Napoli, M. D.	4.00	1,810.00	Revise discovery responses; confer with E Espinosa re same; confer with K Dietel re same
11/21/10	Dietel, K.	1.00	348.43	Revise responses to Defendants' discovery requests; draft e-mail correspondence to E. Espinosa regarding same
11/23/10	Dietel, K.	1.00	348.43	Finalize Plaintiff's Responses to Defendants' discovery requests and prepare same for service

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

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/23/10	Espinosa, E. S.	0.40	128.00	Review Receiver's response to Request for Disclosures, Requests for Production & Request for Admissions.
11/23/10	Napoli, M. D.	0.40	181.00	Revise discovery responses
11/24/10	Napoli, M. D.	0.30	135.75	Revise discovery responses
TOTAL HOURS				22.90
TOTAL FOR SERVICES				\$8,272.90

## TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	5.00	452.50	2,262.50
Dietel, K.	15.80	348.43	5,505.20
Espinosa, E. S.	0.90	320.00	288.00
Brown, A. G.	1.20	181.00	217.20
Total for All Timekeepers	22.90	\$361.26	\$8,272.90

## INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	8,272.90	0.00	8,272.90
<b>TOTAL BALANCE DUE THIS INVOICE</b>			<b>\$8,272.90</b>

PAYMENT DUE IN FULL ON OR BEFORE JANUARY 7, 2011

**Exhibit B**  
**Invoice 2306601**

Unofficial copy Travis Co. District Clerk Velda L. Price

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K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

Tax ID No. 25 0921010

† 214.939.5500

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

December 10, 2010

Invoice: 2306601

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

Client/Matter #: 1203981.00001

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This statement covers fees for legal services rendered for your account during the period ending 11/30/2010. Detailed information regarding these fees is attached.

**Current Charges:**

Fees

105,615.90

**Total Current Charge**

**\$105,615.90**

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JANUARY 9, 2011

*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: 2306601*

*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 2306601*

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Tax ID No. 25 0921018

K&L Gates LLP  
1717 Main Street  
Suite 2800  
Dallas, TX 75201

T 214.839.5500

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

December 10, 2010  
Invoice: 2306601

**FOR PROFESSIONAL SERVICES RECORDED AS OF 11/20/10:**

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>
11/1/10	Brown, A. G.	4.50	81.50	Conduct and respond to telephone inquiries from [REDACTED], [REDACTED] and [REDACTED]; (agent) and e-mail inquiry from [REDACTED]; conduct research for documentation requested and prepare for delivery; review incoming documentation and update files; draft e-mail to M. Napoli regarding calls in response to demand letters; conduct additional research on [REDACTED] and [REDACTED] regarding sales and demand letters; conduct research regarding licensee sales and update spreadsheet regarding same
11/1/10	Cunningham, E.	0.20	48.87	Prepare letter to be sent to [REDACTED] attorney.
11/1/10	Dietz, M. S.	1.40	709.52	Teleconference with M. Napoli and E. Espinosa regarding hearing preparation; telephone message's and emails to Geoff Weisbart; teleconference with G. Weisbart regarding deposition and hearing schedule and hearing.
11/1/10	Espinosa, E. S.	1.50	No Charge	Travel to/from Fort Worth
11/1/10	Espinosa, E. S.	4.50	1,440.00	Consult with M. Dietz & M. Napoli regarding B. Bishop and hearing on balance of balance of Fee App; Review correspondence from [REDACTED] & [REDACTED] Review draft letter to [REDACTED] counsel and consult with M. Napoli & E. Cunningham; Prep for meeting with S. Rosen, Meet with S. Rosen & P. Richter regarding [REDACTED] debrief with M. Napoli

# K&L|GATES

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
11/1/10	Napoli, M. D.	7.00	3,167.50	Prepare second fee application; review update on new LE reports from LSC; finalize response to [REDACTED] demand; teleconference with M Dietz; review responses to [REDACTED]; revise and update burn rate analysis; prepare for and attend meeting with S. Rosen and P Risher; confer with E Espinosa regarding meeting
11/1/10	Napoli, M. D.	1.50	No Charge	Travel to/from Fort Worth
11/1/10	Quinn, M. J.	1.20	624.46	Analysis of issues related [REDACTED]; telephone conference with licensee; prepare table to document communications with licensees; related email correspondence to M. Napoli
11/2/10	Brown, A. G.	1.70	307.70	Conduct and respond to telephone inquiries from J. Owens and R. Neill; conduct research for documentation requested and prepare for delivery; review incoming documentation and update files; draft response to email from [REDACTED]
11/2/10	Dietel, K.	4.50	1,567.94	Draft outline of issues for deposition of R. Gray; draft discovery requests to Defendants
11/2/10	Dietz, M.S.	1.30	658.84	Discuss issues with potential expert for application fee dispute; teleconference with Barry Bishop regarding agreement; Revised proposed order and circulated; conference with M. Napoli and E. Espinosa regarding status.
11/2/10	Espinosa, E. S.	7.60	2,432.00	Review letter from [REDACTED]; Consult with M. Dietz and M. Napoli regarding [REDACTED] and B. Bishop; Working session with M. Napoli prioritizing administrative and litigation tasks for 4Q2010, 1Q2011 and later; Review Sept and October billing statistics and draft of 2nd fee application; Correspond with M. Napoli and B. Bishop regarding source of funds for Fee App #1 & under-reserved premium obligations, and Special Acquisition; Consult with [REDACTED] regarding [REDACTED]; Review of HCF account disbursements and correspond with P. Dennis regarding same.
11/2/10	Napoli, M. D.	8.20	3,710.50	Teleconferences with M Dietz regarding hearing on fee app and hearing on motion to consolidate; prepare agreed order regarding



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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				motion to consolidate; review and revise agreed order regarding fee application; e-mail correspondence with B Bishop regarding source of funds and Special Acquisition funds; review responses to demand letters; confer with E Espinosa regarding tasks for year end and Gray deposition; prepare for Gray deposition
11/3/10	Brown, A. G.	0.60	108.60	Conduct and respond to telephone inquiry from [REDACTED] and conduct research for documentation requested and prepare for delivery; draft letter enclosing same
11/3/10	Dietel, K.	1.00	348.43	Review Interrogatories served by R. Gray and calendar response deadline regarding same; review [REDACTED] request; confer with M. Napoli regarding same
11/3/10	Dietz, M.S.	1.20	608.16	Circulate and email to all; prepare orders for and presentation to judge; prepare docket call; telephone conference with Barry Bishop regarding orders
11/3/10	Dietz, M.S.	0.30	No Charge	Conference with M Napoli regarding Agreed Orders
11/3/10	Espinosa, E. S.	6.20	1,984.00	Review email from [REDACTED] regarding receiverships, Hill Country Funding, brief research regarding same; Review email from A. Goldate regarding [REDACTED]; Draft instructions to A. Cullen (ASG) regarding November remittance advice; Correspond with A. Cullen and P. Maule regarding updated medicals; Review Napoli-Bishop correspondence regarding [REDACTED] Review Bishop's Motion for payment of HCF expenses, advise M. Napoli regarding status of AT&T and Wells Fargo Leasing; consult with M. Dietz and M. Napoli regarding finalization and execution of agreed orders; correspond with K. Henderson regarding [REDACTED]
11/3/10	Napoli, M. D.	6.90	3,122.25	updated medical records; monitor email traffic regarding motion to consolidate and funding of under-reserved policies; Review interrogatories Teleconference with J Hohengarten; teleconferences with M Dietz regarding agreed orders; e-mail correspondence with B Bishop and P Richter regarding agreed order

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				on consolidation; analyze Gray response to [REDACTED] allegations; e-mail correspondence with B Bishop regarding [REDACTED] prepare deposition notice; revise agreed order regarding consolidation; prepare affidavit in support of fee app 2; revise fee app 2; review interrogatories from Defendants; review Defendants' motion regarding HCF trade debt; confer with E Espinosa regarding same; teleconference and e-mail communications with P Richter regarding orders; review proposed Rule 11 agreement with Rosen; e-mail correspondence with A Garcia regarding motion to consolidate and Harrison suit; confer with M Dietz and K Dietel regarding [REDACTED];
11/4/10	Brown, A. G.	2.50	452.50	prepare for Gray deposition Conduct and respond to telephone inquiry from investors and conduct research for documentation requested and prepare for delivery; draft letter enclosing same ; update investor files
11/4/10	Cunningham, E.	0.10	24.44	Review wage request for [REDACTED] unemployment claim.
11/4/10	Dietz, M.S.	1.50	No Charge	Court appearance regarding entry of Order; telephone conference with E Espinosa regarding status
11/4/10	Espinosa, E. S.	1.00	No Charge	Reconcile Fee App #1 with final approved order
11/4/10	Espinosa, E. S.	5.20	1,664.00	Review correspondence from W. Rogers; Correspond with Chase bank regarding Roger's request for payment of dwelling insurance premium; Correspond with B. Bishop regarding Roger's November living expenses and property tax payments; Draft correspondence to IRS regarding CP161; Correspond with K. Henderson regarding [REDACTED]
11/4/10	Napoli, M. D.	8.30	3,755.75	Prepare for Grey deposition; teleconference with M Nielsen regarding deposition and meeting with insurers; e-mail correspondence with B Bishop and A Garcia regarding Harrison suit; teleconference with S Rosen regarding deposition and Harrison suit; teleconference with M Dietz;
11/5/10	Brown, A. G.	2.40	434.40	Conduct and respond to telephone inquiries from [REDACTED], [REDACTED] and [REDACTED];

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11/5/10	Dietel, K.	1.20	No Charge	conduct research for documentation requested and prepare for delivery, update investor files Research regarding scope of interrogatory request for accounting; telephone conference with [REDACTED] regarding [REDACTED] draft [REDACTED]
11/5/10	Espinosa, E. S.	8.00	2,560.00	Review correspondence from P. Vitek regarding HCB and TBF Financial; Coordinate website updates vis-a-vis Motion to consolidate; Follow up with Chase regarding insurance premiums; Correspond with P. Dennis @ BKD regarding funds activity; Consult with S. Townsend & P. Maule @ ASG regarding status report; Review Roger's Objections to Attorney's fees; review transfers associated with funding of Special Acquisition and bank records associate therewith; Consult with M. Napoli regarding Receiver's position as Locke's fees and Roger's objection, Special Acquisition, Gray's deposition; Review Gray's Nov 2010 living expense affidavit; correspond with J. Lange & C. Cervantes @ ICB regarding [REDACTED];
11/5/10	Espinosa, E. S.	0.70	No Charge	Review RV billings and advise accounting as to the appropriate allocations associated with the Court's Order (.4); ensure all pre-August outstanding A/R was zeroed out (.3)
11/5/10	Napoli, M. D.	8.20	3,710.50	Prepare for Gray deposition; teleconference with J Hohengarten; teleconference with M Nielsen; e-mail correspondence with J Hohengarten regarding consolidation of Harrison case; review Rule 11 regarding consolidation
11/6/10	Espinosa, E. S.	2.30	736.00	Update Receiver's QB file; reconcile FCBXX32; correspond with P. Dennis regarding same; correspond with ICB regarding loan 5077025; correspond with L. Edwards regarding 707 Walnut
11/8/10	Brown, A. G.	0.60	No Charge	Review incoming documentation and update client files
11/8/10	Dietel, K.	0.10	No Charge	Respond to inquiry from [REDACTED]

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11/8/10	Espinosa, E. S.	2.70	864.00	Reconcile D. Gray's draws from operations C.U.; correspond with J. Donaldson at GCU regarding November living expenses; Correspond with P. Dennis @ BKD regarding same; Coordinate and review web updates with G. Quinones, T/C with P. Maule @ASG regarding medical update request letter, email L. Hendrick et.al. regarding same; Correspond w/ [REDACTED] regarding B. Brown; Consult with A. Brown regarding TVC resolutions; Review correspondence from C. Cervantes @ 1CB regarding the [REDACTED]
11/8/10	Napoli, M. D.	8.00	3,620.00	Attend Richard Gray deposition; confer with M. Nielsen; confer with G. Weisbart
11/8/10	Napoli, M. D.	4.50	No Charge	Travel to Austin (2.5); travel to Dallas (2.0)
11/9/10	Brown, A. G.	1.00	181.00	Conduct and respond to telephone inquiry from investor [REDACTED]
11/9/10	Brown, A. G.	1.00	No Charge	Review and organize documents in preparation for filing Second Application for Fees by Receiver w/Exhibit and Receiver's Certification of No Objections to Second Motion for Approval of Retention and payment of Professionals with court and file same
11/9/10	Cunningham, E.	1.70	415.40	Telephone conference with J. Betterworth regarding letter sent to T. [REDACTED] draft e-mail to M. Napoli and E. Espinosa regarding letter to T. [REDACTED] telephone conference with R. Gray, B. Bishop and M. Napoli regarding [REDACTED] allegations [REDACTED]
11/9/10	Dietel, K.	0.20	No Charge	Review response to Open Records request; review cease and desist order from Texas Banking Commissioner
11/9/10	Espinosa, E. S.	7.40	2,368.00	Consult with C. Cervantes at 1CB regarding 3/5 and 3/8 \$800k transaction; meet with M. Nielsen regarding Thursday's meeting with Barry and S. Schwarz; review Loan 5077025 and forward same to BKD; review update from L. Edwards regarding 707 N. Walnut; correspond with J. Donaldson at GCU regarding Gray November draw; review correspondence regarding [REDACTED]; correspond with W. Rogers and B. Bishop regarding living expense disbursements; consult with M. Napoli regarding Kiesling

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11/9/10	Napoli, M. D.	6.80	3,077.00	meeting, [REDACTED]; review correspondence from [REDACTED]; Prepare certificate of non-objection; finalize fee application; confer with E. Espinosa regarding Gray depo; meet with M Nielsen; prepare for Kiesling presentation; interview R. Gray regarding [REDACTED] claim; teleconference with J Weisbart
11/10/10	Cunningham, E.	0.40	97.74	Complete wage verification for T. [REDACTED] draft letter to Pennsylvania unemployment office regarding wage verification.
11/10/10	Espinosa, E. S.	10.20	3,264.00	Outline presentation for KPKF's carrier; prepare powerpoint presentation; reconcile "shortfall"; working session with M. Napoli regarding same; correspond with S. Adams at Wells Fargo, N.B.; review correspondence from Austin regarding Rainmaker; telephone conference with ATT regarding xxx-889
11/10/10	Napoli, M. D.	10.00	4,520.00	Teleconference with M Nielsen; prepare Kiesling presentation; prepare for settlement conference with Kiesling's counsel and insurer
11/10/10	Quinn, M. J.	0.70	364.27	Review status of demand letters and responses from licensees
11/11/10	Brown, A. G.	0.90	162.90	Conduct and respond to telephone inquiries from [REDACTED] of Strasburger Price and [REDACTED] conduct research regarding [REDACTED] inquires; draft email to E. Espinosa and M. Napoli regarding discussion with [REDACTED]; update pleading files
11/11/10	Dietz, M.S.	0.40	No Charge	Telephone conference with M Napoli regarding update and strategy;
11/11/10	Espinosa, E. S.	4.10	1,312.00	Preparation for and meet with KPKF's carrier; telephone conference with [REDACTED]; review correspondence from [REDACTED]; review correspondence from S. Rose; consult with K. Henderson regarding status report; PCL 7140; A. Cullen regarding JSSRV 1236, no lapse Guarantee; correspond with P. Dennis; process A/P run; consult with A. Brown regarding e. Murphy; working session with M. Napoli regarding LE's; maturities, tax applications; B. Bbishop; [REDACTED]
11/11/10	Napoli, M. D.	4.50	2,036.25	Prepare for and attend meeting with counsel and insurer for Kiesling; teleconference with ASG regarding [REDACTED] policy and updated

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				health information; review latest M.C. LE certificates; review letters from T. Quinlin; e-mail correspondence to G. Weisbart regarding same; e-mail correspondence regarding B. Bishop; e-mail correspondence with J. Gillum regarding hearing dates; confer with M. Dietz regarding hearing dates; consider effect of [REDACTED] maturity on portfolio
11/12/10	Brown, A. G.	0.80	144.80	Conduct and respond to telephone inquiry from J. [REDACTED] and conduct research regarding inquiry; draft email to E. Espinosa and M. Napoli regarding discussion with J. [REDACTED] update files
11/12/10	Cunningham, E.	0.10	No Charge	Review letter received from [REDACTED] counsel.
11/12/10	Espinosa, E. S.	3.80	1,216.00	Telephone conference with [REDACTED] regarding request for data; correspond with A. Cullen regarding JSSRV1236; consult with M. Napoli regarding Weisbart's timeframe for objections, [REDACTED] and [REDACTED] telephone conference with Mrs. Deininger at IRS regarding 941 correspondence; review [REDACTED] and [REDACTED] data along with Andrews & Kurth 5/5/10 letter regarding unrecorded wires
11/12/10	Napoli, M. D.	4.50	2,036.25	E-mail correspondence with G. Weisbart regarding 2d Fee App; prepare response to Vitek letter regarding TBF Financial/HCF lease; prepare response to [REDACTED] regarding investor [REDACTED]; legal research regarding [REDACTED]; review and consider response to investor communications regarding [REDACTED] and [REDACTED] review [REDACTED] and [REDACTED] client files; consider impact of [REDACTED] on late investors; confer with E. Espinosa regarding same; review and consider response to letter from A. Karpf regarding T. [REDACTED]
11/15/10	Brown, A. G.	1.00	181.00	Review incoming documentation and update files; conduct and respond to telephone inquiry from [REDACTED];
11/15/10	Cunningham, E.	0.40	97.74	Strategize with M. Napoli regarding response to [REDACTED] attorney's letter of November 12; gather correspondence related to [REDACTED] EEOC charge.
11/15/10	Espinosa, E. S.	1.50	480.00	Consult with M. Napoli regarding continuing Gray's deposition, [REDACTED] coverage;

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11/15/10	Napoli, M. D.	6.80	3,077.00	correspond with BKD regarding project management; respond to P. Vitek's correspondence regarding TBF Financial Correspondence with M P. Vitek regarding insurance; teleconference and correspondence with D Simmons regarding claim; review coverage; confer with E Cunningham regarding response to demand; e-mail correspondence with C Bradford regarding claim; correspondence with M Quinn regarding ; e-mail correspondence with P Richter and S Rosen regarding disclosure acknowledgment; research
11/15/10	Quinn, M. J.	1.40	728.52	confer with E Espinosa regarding and ; review/revise response to P. Vitek regarding TBF Financial lease; analysis of claims against licensees Telephone conferences and correspondence with licensees in response to demand letters; confer with M. Napoli
11/16/10	Brown, A. G.	0.90	162.90	Conduct and respond to telephone inquiry from investor ; review incoming documentation; update files
11/16/10	Cunningham, E.	0.10	No Charge	Draft e-mail to M. Napoli forwarding correspondence regarding EEOC claim.
11/16/10	Espinosa, E. S.	6.80	2,176.00	T/C with P. Dennis and R. Kipp regarding RV's books and records, accounting issues, 2009/2010 tax filings & project planning; T/C with regarding his proposition and data requirements; Consult with M. Napoli regarding inquiries from , Research files and funding records; Review response to P. Vitek regarding TBF Financial; Review RV QB files and correspond with BKD regarding deposit entries for ; Review K. Hensley's "pending" reconciliation.
11/16/10	Napoli, M. D.	6.50	2,941.25	Teleconference with M Nielsen regarding Kiesling and escrow; Research Investor ; e-mail correspondence with A regarding and ; teleconference with C Bradford regarding various issues; research

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11/16/10	Quinn, M. J.	0.80	416.30	[REDACTED]; teleconference with K Kennedy regarding Rosen letter; confer with E Espinosa regarding Kiesling and [REDACTED]; finalize letter to Vitek regarding TBF lease; confer with L Cunningham regarding insurance and response to A Karpf Telephone conferences and correspondence from licensees and counsel for licensees; update status chart
11/17/10	Espinosa, E. S.	5.40	1,728.00	Telephone conference with [REDACTED] [REDACTED] regarding her medical condition; consult with M. Napoli regarding BDK document request; [REDACTED] document request; consult with P. Riley regarding coordination with D. Kipp; correspond with A. Cullen regarding [REDACTED] data request; consult with A. Brown regarding response to investors; respond to [REDACTED] (investor) inquiry; correspond with L. Spark regarding payroll records from ADP; review ASG maturity reports; correspond with K. Henderson regarding same; correspond with R. Kipp regarding contact information and due diligence; correspond with M. Quinos regarding D. Kozick's representation
11/17/10	Napoli, M. D.	7.20	3,258.00	Research regarding ownership of [REDACTED]; research regarding [REDACTED]; confer with E Espinosa regarding [REDACTED] and status of [REDACTED] policy; review/revise invoice for fee app 3; correspondence with A Goldate regarding investors and RV payroll; review correspondence from investors; factual research regarding tax issues and respond to questions from accountants;
11/17/10	Quinn, M. J.	2.50	1,300.95	Telephone conferences and correspondence with licensees and attorneys for licensees concerning demand letters; research related to [REDACTED] license requirements
11/17/10	Riley, P.	1.70	846.18	Telephone conference with Eddy Espinosa to discuss tax issues related to the Insurance contracts; review the Master Escrow Agreement, a form of the Policy Purchase Agreement and other related materials.
11/18/10	Cunningham, E.	0.10	No Charge	Telephone conference with M. Napoli regarding insurance and response to [REDACTED] counsel.



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11/18/10	Espinosa, E. S.	4.80	1,536.00	Consult with P. Dennis regarding Investor Data; review investor list and compile statistical profile of Investment Payments; review Chase alerts regarding A/P; consult with M. Napoli regarding document request; download WF Statements for BKD
11/18/10	Napoli, M. D.	7.80	3,529.50	Research regarding existence of [REDACTED] [REDACTED] confer with E Espinosa regarding same and planning; confer with E Cunningham regarding [REDACTED] review records regarding T. [REDACTED] employment
11/18/10	Riley, P.	0.80	398.20	Review the form of Policy Purchase Agreement and other related materials.
11/19/10	Cunningham, E.	0.10	No Charge	Telephone call to A. Karpf's office regarding T. [REDACTED] charge.
11/19/10	Espinosa, E. S.	5.30	1,696.00	Review Wells Fargo Statements and transmit to P. Dennis; consult with M. Napoli regarding C. Bradford's request for inspection; review Asset Growth's participation as a Selling Licensee as approved to a "Sponsoring Licensee"; correspond with M. Quinn to Mr. Napoli regarding same; correspond with P. Dennis regarding BKD invoice; review K&L invoice; draft Fee Application #3 to Receivers' Affidavit; correspond with [REDACTED]
11/19/10	Napoli, M. D.	4.50	2,036.25	[REDACTED] review HIPAA and LE updates Review and consider response to request for inspection from C Bradford; research [REDACTED] records; review responses by [REDACTED]; research Asset Growth and Protection; analysis of alleged exemption to registration; confer with E Espinosa regarding same; continue research of [REDACTED] and [REDACTED]; confer with E Espinosa regarding same
11/22/10	Cunningham, E.	1.00	244.35	Review e-mails regarding T. [REDACTED] telephone conference with A. Karpf regarding T. [REDACTED] charge and initial demand; telephone conference with M. Napoli regarding conversation with A. Karpf.
11/22/10	Espinosa, E. S.	1.80	576.00	Correspond with [REDACTED] regarding [REDACTED]; consult with M. Napoli regarding hearing dates; review Fee Application #3; correspond with chase regarding W. Rogers December expenses; reconcile disbursement

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11/22/10	Napoli, M. D.	4.50	2,036.25	Review and revise fee app 3; confer with E Espinosa; teleconference with M. Nielsen; e-mail correspondence with C Bradford regarding hearing and deposition dates; confer with E Cunningham regarding discussions with A Karp; correspondence with J Parsons regarding hearing dates; prepare response to motion to release funds
11/22/10	Quinn, M. J.	0.80	416.30	Telephone conferences and correspondence related to responses from licensees; analysis of related issues
11/23/10	Brown, A. G.	0.70	126.70	Conduct and respond to telephone inquiry from investor [REDACTED]; review incoming documentation; update files
11/23/10	Espinosa, E. S.	6.30	2,016.00	Review draft Fee App #3; Correspond w/ J. Weinbrener regarding Rogers disbursements; Review ASG's population of data for [REDACTED] T/C with [REDACTED] regarding same; Consult with M. Quinn & M. Napoli regarding [REDACTED] licensees, claims for [REDACTED]
				Review K. Henderson maturities update table; Reconcile Nov billing issues regarding eDat and administrative expense; Correspond with AT&T regarding amount of final claim for all RV accounts; Monitor e-chatter regarding hearing dates and continuation of Gray's deposition, consult with M. Napoli regarding same.
11/23/10	Napoli, M. D.	4.10	1,855.25	Confer with J Hardin regarding Kiesling coverage issues; prepare fee app 3; teleconference with J Hohengarten; e-mail correspondence with A Boyer regarding [REDACTED] licensees; teleconference with M Quinn regarding [REDACTED] licensees; e-mail correspondence with C Bradford regarding Gray and Rogers depositions; e-mail correspondence with P Richter, G Weisbart regarding deposition transcript; review transcript regarding [REDACTED]; review weekly update from ASG; analyze and prepare memo regarding latest ISC LE calculations
11/23/10	Quinn, M. J.	2.80	1,457.06	Analysis of issues related to strategy for negotiating with licensees; conference call with E. Espinosa and M. Napoli;

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11/24/10	Boyer, A. L.	0.30	No Charge	correspondence with counsel for licensees
11/24/10	Espinosa, E. S.	4.60	1,472.00	Confer with E. Espinosa and M. Napoli Review revised invoice; review Fee App #3 and Affidavit; consult with A. Bayer and M. Napoli regarding [REDACTED]; consult with M. Napoli regarding S. Risen's correspondence thereto; correspond with [REDACTED] [REDACTED]; review CTV's Notice of Appearance; telephone conference with [REDACTED] [REDACTED] regarding [REDACTED] analysis
11/24/10	Napoli, M. D.	3.50	1,583.75	Review and consider response to correspondence by S. Rosen regarding [REDACTED] claim; e-mail correspondence with [REDACTED] regarding depo exhibits; teleconference with A. Bayer regarding [REDACTED] licensees; analysis of [REDACTED] and legal research regarding same;
11/24/10	Quinn, M. J.	1.20	624.46	Review and respond to correspondence from counsel for licensees in response to demand letters
11/29/10	Espinosa, E. S.	2.80	896.00	Review BKD invoice for September fees; Review ASG invoice for October services; Review premium remittance advice for Dec premiums; Correspond with A. Cullen regarding LE provider; Correspond with P. Dennis regarding accounting entries for Rogers December living expenses and December premiums; Transfer funds among Wells Fargo accounts and to ASG for Dec premiums; Review [REDACTED] correspondence and provide same to ASG.
11/29/10	Quinn, M.	2.20	1,144.84	Telephone conference and correspondence with attorneys representing licensees; research and analysis of related issues; correspondence to M. Napoli and E. Espinosa
11/30/10	Cunningham, E.	0.20	48.87	Draft e-mails to [REDACTED] regarding [REDACTED] [REDACTED].
11/30/10	Dietz, M.S.	1.00	506.80	Review objections to Second Fee Application and telephone conference with E. Espinosa and M. Napoli regarding same
11/30/10	Espinosa, E. S.	4.80	1,536.00	Correspond with A. Goldate regarding RV's [REDACTED]; Review Roger's amended objection to LLB&L's fee app; Finalize Fee App #3 and submit for filing; T/C with J. Hohengartner & M. Napoli regarding open matters; Review draft

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11/30/10	Napoli, M. D.	4.00	1,810.00	response to S. Rosen's 11/24 letter; Correspond with TWC regarding 2Q2010 filing; Telecon with Santiago regarding same; Review Weisbart's, Bradford's and Rosen's objections to Fee App #2; Consult with M. Napoli and M. Dietz regarding same. Prepare correspondence to S Rosen regarding [REDACTED] claim; teleconference with J Hohengarten; e mail correspondence with C Bradford regarding depositions and documents; e mail correspondence with A Goldate regarding [REDACTED]; review objections to fee application; confer with E Espinosa; teleconference with E Espinosa and M Dietz; research and analysis regarding [REDACTED]
TOTAL HOURS			290.10	
TOTAL FOR SERVICES			\$105,615.90	

## TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Quinn, M. J.	13.60	520.38	7,077.17
Dietz, M.S.	4.90	506.80	2,483.32
Riley, P.	2.50	497.75	1,244.38
Napoli, M. D.	121.30	452.50	54,888.25
Dietel, K.	5.50	348.43	1,916.37
Espinosa, E. S.	106.10	320.00	33,952.00
Cunningham, E	4.00	244.35	977.41
Brown, A. G.	17.00	181.00	3,077.00
Total for All Timekeepers	290.10	\$364.07	\$105,615.90

# K&L|GATES

Matter: State of Texas vs Retirement Value LLC, et. al.  
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## INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	105,615.90	0.00	105,615.90
<b>TOTAL BALANCE DUE THIS INVOICE</b>			<b>\$105,615.90</b>

PAYMENT DUE IN FULL ON OR BEFORE JANUARY 9, 2011