



to issue a Temporary Restraining Order and, thereafter, Temporary and Permanent Injunctions against Defendants Retirement Value, LLC, Richard H. “Dick” Gray, and Bruce Collins (“Collins”). In addition, the State requested that the Court appoint Eduardo S. Espinosa as receiver for Retirement Value, LLC.

The Court issued the Agreed Temporary Injunction Order against Defendants Retirement Value and Richard H. “Dick” Gray and the Relief Defendant and Order Appointing Receiver (the “Agreed TI”) on May 28, 2010. In the Agreed TI, the Court continued the appointment of Mr. Espinosa as receiver for Defendant Retirement Value. As receiver, Mr. Espinosa is charged with, among other things, collecting and preserving the assets of Retirement Value for the ultimate purpose of effecting fair restitution, if necessary and/or possible, to the victims of the alleged fraud committed by Retirement Value.

Pursuant to the Agreed TI, the Receiver is to submit to the Court and the parties of record a request for payment of expenses related to professionals. If no objection is filed with the Court within 10 days of filing, then the Receiver can pay the expenses without further order of the Court. Agreed TI at 15.

#### **RETENTION OF PROFESSIONALS**

In addition to his counsel at Cox Smith Matthews, Incorporated, the Receiver has retained the following professionals to assist in the management of the estate for which he seeks authority to pay:

- The Asset Servicing Group to (i) act as portfolio managers; (ii) advise the Receiver as to the policies’ value and viability; and (iii) provide industry and asset management expertise.
- Lewis & Ellis, Inc. to act as actuarial consultants and provide actuarial analyses of the estate’s policies.

- BKD, LLP to act as accountants; maintain and analyze the books and records of Retirement Value and of the Receiver; provide tax advice and return preparation services; and advise regarding accounting standards, practices and procedures.

The assistance of these professionals is necessary to the effective management of the receivership estate and to maximize the recovery available for the investor victims.

## **I. Asset Servicing Group**

The Receiver retained Asset Servicing Group (“ASG”) to act as portfolio manager for the estate’s 51 (originally 54) policies of life insurance. ASG’s fees represent ASG’s monthly servicing fee as well as fees and expenses related to optimization of premiums, and the collection of the insureds’ updated health information. In addition, ASG provided expert and consulting services in connection with the due diligence efforts associated with evaluating alternative plans of distribution. ASG’s fees for services rendered between March 2014 and June 2014 are \$15,796.59. Copies of ASG’s Invoice numbers #1323, #1351, #1378, and #1402 in the amounts of \$3,960.51, \$3,945.36, \$3,945.36 and \$3,945.36, respectively, are attached as **Exhibit A**.

The services that ASG provides include Policy Administration (payment of premiums, correspondence with insurers), Death Tracking, Claims Processing, Verification of Policies, Premium Optimization and Policy Valuation. These services are essential to the proper maintenance and management of the portfolio.

## **II. BKD, LLP**

The Receiver has retained BKD, LLP to provide accounting services for the estate. BKD maintains the receivership’s books, and restated Retirement Value’s books to more accurately reflect the company’s true financial condition. This requires reconciliation of multiple accounts (policy account, balance sheet account, accounts receivable account and customer and vendor accounts) and payment of monthly accounts payable. The Receiver has also entered into a separate agreement with BKD to provide the estate with tax services. BKD’s hourly rates for tax


services range from \$130/hour for staff to \$365/hour for partner time. In this instance BKD has agreed to (i) cap its partners' billing rate @ \$325/hour; and (ii) set a target-blended rate of \$225. In addition to fulfilling the estate's bookkeeping function (administering accounts payable, accounts receivable and bank reconciliations), BKD prepared the Federal Income Tax return for the year ended December 31, 2013; prepared the Texas Franchise return, and maintains and updates investor contact information. BKD's fees for services rendered from March 2014 and June 2014 are \$9,513.00. Copies of BKD's Invoice numbers #309150 and #343471 in the amounts of \$6,665.50 and \$2,847.50, respectively are attached as **Exhibit B**.

#### ARGUMENT

The Receiver has broad authority to hire consultants and experts to assist him in the fulfillment of his duties. Pursuant to the Agreed TI, the Receiver is authorized to "hire employees, contractors, consultants ... or other assistants under terms to be determined by the Receiver, whose services, in the sole discretion of the Receiver, are necessary for the efficient and accurate administration of the receivership estate." Agreed TI at 14, ¶ 8. The services provided by ASG, and BKD are required for the administration of the estate and can be performed by these providers more efficiently and at lower cost than the Receiver or his counsel can perform them. The fees charged by each vendor are reasonable and necessary.

ACCORDINGLY the Receiver respectfully requests that this Court approve the proposed payments requested herein.

Respectfully submitted,

By:   
Michael D. Napoli  
State Bar No. 14803400

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Mary Schaeffel Dietz  
State Bar No. 03741500  
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(512) 703-6300  
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mdietz@coxsmith.com

COUNSEL FOR THE RECEIVER OF  
RETIREMENT VALUE, LLC

**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 (as to Lanahan and D'Agostino)
- Certified Mail (return receipt requested)
- Facsimile
- Federal Express Delivery
- Hand Delivery
- Electronic Service

on this the 15<sup>th</sup> day of August 2014.

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<p>Gary J. Lenahan  P.O. Box 1685  Pineville, West Virginia 24874-1685  PRO SE</p>	<p>Andrew D'Agostino  Harvest Planning, LLC  41 Brook Street  West Sayville, New York 11796  PRO SE</p>



Michael D. Napoli

5423284.1



**EXHIBIT "A"**

Unofficial copy Travis Co. District Clerk Velva L. Price



# SERVICE INVOICE

Invoice Number: 1323  
 Invoice Date: Apr 10, 2014  
 Page: 1

521 West Wilshire  
 Suite 200  
 Oklahoma City, OK 73116  
 Voice: (405) 753-9100  
 Fax: (405) 753-9397

<b>Bill To:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

<b>Ship to:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

Customer ID	Customer PO	Payment Terms
Retirement Value		Net 15 Days
Contact		Due Date
		4/25/14

Quantity	Description	Unit Price	Amount
51.00	ASG Policy Management Fee- March 2014	77.36	3,945.36
	Reimbursement of UPS Expense- See Jobs Report		15.15

Subtotal	3,960.51
Sales Tax	
Total Invoice Amount	3,960.51
Payment/Credit Applied	
<b>TOTAL</b>	<b>\$ 3,960.51</b>

Thank you for your business!

Unofficial copy Travis Co. District Clerk Veranda Price



# SERVICE INVOICE

Invoice Number: 1351  
 Invoice Date: May 15, 2014  
 Page: 1

521 West Wilshire  
 Suite 200  
 Oklahoma City, OK 73116  
 Voice: (405) 753-9100  
 Fax: (405) 753-9397

<b>Bill To:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

<b>Ship to:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

Customer ID	Customer PO	Payment Terms
Retirement Value		Net 15 Days
Contact		Due Date
		5/30/14

Quantity	Description	Unit Price	Amount
51.00	ASG Policy Management Fee- April 2014	77.36	3,945.36

Subtotal	3,945.36
Sales Tax	
Total Invoice Amount	3,945.36
Payment/Credit Applied	
<b>TOTAL</b>	<b>\$ 3,945.36</b>

Thank you for your business!

Unofficial copy Travis Co. District Clerk Veranda Price



# SERVICE INVOICE

Invoice Number: 1378  
 Invoice Date: Jun 10, 2014  
 Page: 1

521 West Wilshire  
 Suite 200  
 Oklahoma City, OK 73116  
 Voice: (405) 753-9100  
 Fax: (405) 753-9397

Bill To:
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

Ship to:
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

Customer ID	Customer PO	Payment Terms
Retirement Value		Net 15 Days
Contact		Due Date
		6/25/14

Quantity	Description	Unit Price	Amount
51.00	ASG Policy Management Fee- May 2014	77.36	3,945.36

Subtotal	3,945.36
Sales Tax	
Total Invoice Amount	3,945.36
Payment/Credit Applied	
<b>TOTAL</b>	<b>\$ 3,945.36</b>

Thank you for your business!

Unofficial copy Travis Co. District Clerk Veranda Price



# SERVICE INVOICE

Invoice Number: 1402  
 Invoice Date: Jul 10, 2014  
 Page: 1

521 West Wilshire  
 Suite 200  
 Oklahoma City, OK 73116  
 Voice: (405) 753-9100  
 Fax: (405) 753-9397

<b>Bill To:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

<b>Ship to:</b>
Retirement Value LLC ATTN: Eduardo S. Espinosa 1201 Elm Street, Suite 3300 Dallas, TX 75270

Customer ID	Customer PO	Payment Terms
Retirement Value		Net 15 Days
Contact		Due Date
		7/25/14

Quantity	Description	Unit Price	Amount
51.00	ASG Policy Management Fee- June 2014	77.36	3,945.36

Subtotal	3,945.36
Sales Tax	
Total Invoice Amount	3,945.36
Payment/Credit Applied	
<b>TOTAL</b>	<b>\$ 3,945.36</b>

Thank you for your business!

Unofficial copy Travis Co. District Clerk Veranda Price

**EXHIBIT “B”**

Unofficial copy Travis Co. District Clerk Velva L. Price



Two Warren Place  
6120 S. Yale Avenue, Suite 1400  
Tulsa, OK 74136-4223  
918.584.2900 Fax: 918.584.2931

BKD Tax ID#: 44-0160260

INVOICE

Retirement Value LLC, Receiver  
1201 Elm Street, Suite 3300  
Dallas TX 75270

AMOUNT ENCLOSED
\$

Date: 04/26/14

Page: 1

Client#: 0065995 - Invoice#: BK00309150

Please return top portion with payment

Client#: 0065995 - Invoice#: BK00309150

Professional services provided in the preparation of the 2013 Form 1120 income tax return and Texas franchise return. This also include registering with EFTPS for the payment of the income taxes.	3,600.00
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Billing in connection with: Accounting Service for February & March 2014 which includes monthly accounts payable and cash receipts, reconcile bank accounts and AEs to reconcile the balance sheet accounts, and reprinting of investor distribution checks changing addresses received.	3,065.50
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6.5 hours @ \$95/hr (agreed upon amount)  
12 hours @ \$204 (\$240 @ 85%)

Invoice Total	\$ 6,665.50
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Invoices are due upon receipt and assessed finance charges after 32 days past due date unless detailed in engagement letter.

**Thank you for your business!**



Two Warren Place  
6120 S. Yale Avenue, Suite 1400  
Tulsa, OK 74136-4223  
918.584.2900 Fax: 918.584.2931

BKD Tax ID#: 44-0160260

INVOICE

Retirement Value LLC, Receiver  
1201 Elm Street, Suite 3300  
Dallas TX 75270

AMOUNT ENCLOSED
\$

Date: 07/10/14

Page: 1

Client#: 0065995 - Invoice#: BK00343471

Please return top portion with payment

Client#: 0065995 - Invoice#: BK00343471

Billing in connection with: Accounting service for April, May and June 2014 which includes monthly accounts payable and cash receipts, reconcile bank accounts and AJEs to reconcile bank accounts and AJEs to reconcile the balance sheet accounts.	807.50
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8.5 hours @ \$95/hr (agreed upon amount)

Billing in connection with the research and reprinting of investor distribution checks, changing investor addresses, updating investor accounts.	2,040.00
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10 hours @ (\$204 @ 85%)

Invoice Total	\$ 2,847.50
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Invoices are due upon receipt and assessed finance charges after 32 days past due date unless detailed in engagement letter.

**Thank you for your business!**