## STATE OF TEXAS,

Plaintiff,
v.

RETIREMENT VALUE, LLC, et al,
Defendants.
§ IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS
$126^{\text {th }}$ JUDICIAL ${ }^{\text {PI }}$ TRICT

## RECEIVER'S TWENTY-SIXTH MOTION FCK APPROVAL OF PAYMENT OF PROFESSIONALS

Eduardo S. Espinosa, court-appointed receiver for Retirenent Value, LLC, moves this Court for approval of his planned payment of fees for var ou professionals other than himself and his counsel.

## BACKGRC IN

In its order appointing the Receiver (tro 4.reed TI), the Court authorized the Receiver to retain professionals to assist him in fulfilling his duties to the Court. In addition to his counsel at Akerman LLP, the Receiver has retain he following professionals to assist in the management of the estate:

- The Asset Servicing (roup (ASG) to (i) act as portfolio managers; (ii) advise the Receiver as to the nolrcies' value and viability; (iii) provide premium optimization; and (iv) provide industry and asset management expertise.
- BKD, LLP to ce as accountants; maintain and analyze the books and records of Retirement V; lue and of the Receiver; provide tax advice and return preparation services; and advi e egarding accounting standards, practices and procedures.
- Lewis © Ellis, Inc. (L\&E) to act as actuarial consultants and provide actuarial analyses of the estate's policies.

The is istance of these professionals is necessary to the effective management of the re onvership estate and to maximize the recovery available for the investor victims.

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 rer of the Court. Agreed TI at 15.

## APPLICATION FOR PAYMENT

By this application, the Receiver seeks authority to pay: (i) AS for services rendered between October 2018 and October 2019 ("ASG Application Period"); (ii) BKD for services rendered for the Fourth Quarter of 2018 through the Third Quaner of 2019 ("BKD Application Period"); and (iii) L\&E for services rendered in Februc rv 2019 and in May 2019 ("L\&E Application Period").

## I. Asset Servicing Group

The Receiver retained ASG to act as oor tolio manager for the estate's 43 (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. During the Application Period, the Receiver renegotiated ASG's monthly fee and secured an $18 \%$ reduction comenencing in 2019. ASG's fee for services rendered during ASG Application Period is $\$ 42,597.00$. Copies of ASG's invoices numbers, 2644, 2662, 2684, 2711, 2730, 2745, 2762, $\quad 76,2808,2834,2850,2869$, and 2886 in the amounts of $\$ 3,513.10$, $\$ 3,706.09, \$ 3,5^{2} .10, \$ 2,932.90, \$ 3,436.36, \$ 2,948.76, \$ 3,418.30, \$ 3,039.35, \$ 2,768.20$, $\$ 2,747.00, \$ 2081.00, \$ 2,808.00$, and $\$ 4,984.84$, respectively, are attached as Exhibit A.

Aine services that ASG provides include Policy Administration (payment of premiums, corespondence 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 to provide accounting services for the estate. BKD maintains the receivership's books, and restated Retirement Value's books to nore accurately reflect the company's true financial condition. This requires reconciliati of multiple accounts (policy account, balance sheet account, accounts receivable account and customer and vendor accounts) and payment of monthly accounts payable. The R - eiver has also entered into a separate agreement with BKD to provide the estate with tax se vices. BKD's hourly rates for tax services range from $\$ 130 /$ hour for staff to $\$ 365 /$ hour for sartner time. In this instance BKD has agreed to (i) cap its partners' billing rate at $\$ 325 /$ horr, and (ii) set a target-blended rate of $\$ 225$. In addition to fulfilling the estate's bookl ee ing function (administering accounts payable, accounts receivable and bank reconciliaticas); BKD prepared the cash use and source report, and maintains and updates investor contat information. BKD's fee for services rendered during BKD Application Period is $\$ 23,5.00$. Copies of BKD's invoices numbered BK00990188, BK01002318, BK01044765 DK01080371, BK01080372 and BK01100170 are attached as Exhibit B.

## III. LEW\& \& ELLIS, INC.

The Rece vir has retained L\&E to act as actuarial consultants. Among other things, L\&E provides actur analyses of the anticipated cash flows related to the portfolio of life insurance polici 1 eld by the Receiver. L\&E performed several stochastic analyses of the portfolio in ord ro determine whether a distribution could be made and, if so, in what amount. L\&E's fee
for services rendered during L\&E Application Period is $\$ 14,000.00$. A copy of L\&E's invoices number 20166 and 20614 are attached as Exhibit C.

## Argument

The Receiver has broad authority to hire consultants and experts to a sist him in the fulfillment of his duties. Pursuant to the Agreed TI, the Receiver is autorized to "hire employees, contractors, consultants $\ldots$ or other assistants under terms $t$ 万he 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." Agre TI at 14, II 8. The services provided by ASG, BKD, and L\&E are required for the ad nir istration of the estate and can be performed by these providers more efficiently and at lo ver cost than the Receiver or his counsel can perform them. The fees charged by each vendor are reasonable and necessary.

ACCORDINGLY the Receiver resper tu'ly requests that this Court approve the proposed payments requested herein.

Respectfully submitted,

By: /s/ Michael D. Napoli
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COUNSEL FOR EL UARDO S. ESPINOSA, RECEIVER

## CERTIFICATE OF SF KVICE

I hereby certify that a true and correct copy of the foregoing document has been forwarded to all counsel of record listed below, throng the electronic filing manager if that counsel's e-mail address is on file or via e-mail it not, on this $28^{\text {th }}$ day of October, 2019.

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| John W. Thomas | Alberto T. Garcia III |
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| (512) 49 1400 | (956) 380-3703 fax |
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/s/ Michael D. Napoli
Michael D. Napoli


521 W. Wilshire \#200
Oklahoma City, OK 73116
Voice: (405) 753-9100
Fax: (405) 753-9397

## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa
2001 Ross Ave, Suite 3600
Dallas, TX 75201

Invoice Number: 2644
Invoice Date: Oct 17, 2018
Page: 1

Ship to:
Retirement Value LLC
ATTN: Eduardo S. Espiıл., a 1201 Elm Street, Suite ' 300 Dallas, TX 75270

| Customer ID | Customer PO | Payment Terms |  |
| :---: | :---: | :---: | :---: |
| Retirement Value |  | Net 15 Days |  |
| Contact |  |  | Due Date |
|  |  |  | $11 / 1 / 18$ |


| Quantity | Description | Unit Price | Amount |
| :---: | :---: | ---: | ---: |
| 43.00 | ASG Policy Management Fee- October | 81.70 |  |

521 W. Wilshire \#200
Oklahoma City, OK 73116
Voice: (405) 753-9100
Fax: (405) 753-9397

## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa
2001 Ross Ave, Suite 3600
Dallas, TX 75201

Invoice Number: 2662
Invoice Date: Nov 14, 2018
Page: 1

Ship to:
Retirement Value LLC
ATTN: Eduardo S. Espiıл., a 1201 Elm Street, Suite ' 300 Dallas, TX 75270

| Customer ID | Customer PO | Payment Terms |  |
| :---: | :---: | :---: | :---: |
| Retirement Value |  | Net 15 Days |  |
| Contact |  |  | Due Date |
|  |  | $11 / 29 / 18$ |  |


| Quantity | Description | Unit Price | Amount |
| :---: | :--- | ---: | ---: | ---: |
| 43.00 | ASG Policy Management Fee- November |  |  |
| Premium Checks |  | 81.70 |  |

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

## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

Ship to:
Retirement Value LLC ATTN: Eduardo S. Espins.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


## SERVICE INVOICE

Invoice Number: 2711
Invoice Date: Jan 16, 2019
Page:
1
521 West Wilshire
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Oklahoma City, OK 73116
Voice: (405) 753-9100
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## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

## Ship to:

Retirement Value LLC ATTN: Eduardo S. Espiıл.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


## SERVICE INVOICE

Invoice Number: 2730
Invoice Date: Feb 13, 2019
Page:
1
521 West Wilshire
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Oklahoma City, OK 73116
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## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

## Ship to:

Retirement Value LLC ATTN: Eduardo S. Espiıл.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


## SERVICE INVOICE

Invoice Number: 2745
Invoice Date: Mar 11, 2019
Page: 1
521 West Wilshire
Suite 200
Oklahoma City, OK 73116
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Fax: (405) 753-9397

## Bill To:

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ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

## Ship to:

Retirement Value LLC ATTN: Eduardo S. Espiıл.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


## SERVICE INVOICE

Invoice Number: 2762
Invoice Date: Apr 9, 2019
Page:
1
521 West Wilshire
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Fax: (405) 753-9397

## Bill To:

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## Ship to:

Retirement Value LLC ATTN: Eduardo S. Espiıл.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


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## Bill To:

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Retirement Value LLC ATTN: Eduardo S. Espiıл., a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


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Retirement Value LLC
ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

Ship to:
Retirement Value LLC ATTN: Eduardo S. Espins.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


## SERVICE INVOICE

Invoice Number: 2834
Invoice Date: Jul 15, 2019
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 2001 Ross Ave, Suite 3600
Dallas, TX 75201

## Ship to:

Retirement Value LLC ATTN: Eduardo S. Espiıл.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


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## Bill To:

Retirement Value LLC
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Retirement Value LLC ATTN: Eduardo S. Espins.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


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Fax: (405) 753-9397

## Bill To:

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Retirement Value LLC ATTN: Eduardo S. Espins.a 1201 Elm Street, Suite ' 300 Dallas, TX 75270


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## Bill To:

Retirement Value LLC
ATTN: Eduardo S. Espinosa 2001 Ross Ave, Suite 3600
Dallas, TX 75201

Ship to:
Retirement Value LLC
ATTN: Eduardo S. Espiıл, a 1201 Elm Street, Suite '3u0 Dallas, TX 75270



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

CPAs \& Advisors
invoice
Retirement Value LLC, Receiver
Attn Mr Eduardo Espinosa
2001 Ross Avenue Ste 3600
Dallas TX 75201


Please return top portion with paymen ${ }^{4}$
N. NA: 0065995 - Invoice\#: BK00990188

Professional services provided in connection with the preparation and review o, ...e 2018 federal income tax return and Texas franchise return.

Professional services provided in connection with: Accounting service fo. 4in quarter 2018, which
6,750.00 includeds monthly accounts payable and cash receipts, reconcile b an ccounts and AJEs to reconcile the balance sheet accounts. This also includes changin, investor addresses, updating investor accounts, researching and reprinting investor distribution checks.

45 hrs @ \$150 (agreed upon amount)

Invoice Total

Invoices are due upon receipt unless detailed in engagement letter.

Two Warren Place
6120 S. Yale Avenue, Suite 1400
invoice
Retirement Value LLC, Receiver
Attn Mr Eduardo Espinosa
2001 Ross Avenue Ste 3600
Dallas TX 75201

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Professional services rendered in connection with the preparation and review or unended returns
rc.y your invoices online. Go to bkd.com/client-login to access the Client Payment Portal. Email us at ClientPaymentPortal@BKD.com with questions.

Invoices are due upon receipt unless detailed in engagement letter.
Thank you for your business!
BKD, LLP • Two Warren Place - 6120 S. Yale Avenue, Suite 1400 • Tulsa, OK 74136-4223

Two Warren Place

CPAs \& Advisors

Please return top portion with paymen


#### Abstract

s.r.r.\#: 0065995 - Invoice\#: BK01044765

Professional services provided in connection with: Accounting service for 1st quaner 2019, which included monthly accounts payable and cash receipts, reconcile bank accou nts and AJEs to reconcile the balance sheet accounts. This also includes changing inves, or iddresses, updating investor accounts, researching and reprinting investor distribution cher $\kappa \mathrm{s}$.


35 hrs @ \$150 (agreed upon amount)

> Invoice Total

Pay your invoices online. Go to bkd.com/client-login to access the Client Payment Portal. Email us at ClientPaymentPortal@BKD.com with questions.

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Two Warren Place

Please return top portion with paymen ${ }^{+1}$


#### Abstract

, ı. r..\#: 0065995 - Invoice\#: BK01080371

Professional services provided in connection with: Accounting service for 2nd quaiter 2019, which included monthly accounts payable and cash receipts, reconcile bank accou ts and AJEs to reconcile the balance sheet accounts. This also includes changing inves, or iddresses, updating investor accounts, researching and reprinting investor distribution cher $\kappa \mathrm{s}$.


23 hrs @ \$150 (agreed upon amount)

Pay your invoices online. Go to bkd.com/client-login to access the Client Payment Portal. Email us at ClientPaymentPortal@BKD.com with questions.

Invoices are due upon receipt unless detailed in engagement letter.
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BKD, LLP • Two Warren Place - 6120 S. Yale Avenue, Suite 1400 • Tulsa, OK 74136-4223

Two Warren Place
invoice
Retirement Value LLC，Receiver
Attn Mr Eduardo Espinosa
2001 Ross Avenue Ste 3600
Dallas TX 75201


Client\＃： 0065995 －Invoice\＃：BK01080372
Please return top portion with paymen


#### Abstract

c，r．\＃： 0065995 －Invoice\＃：BK01080372

Professional fees rendered in connection with the preparation and review of the curporate federal income tax return and Texas franchise return．


Pay your invoices online．Go to bkd．com／client－login to access the Client Payment Portal．Email us at ClientPaymentPortal＠BKD．com with questions．

Invoices are due upon receipt 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

CPAs \& Advisors

INVOICE
Retirement Value LLC, Receiver
Attn Mr Eduardo Espinosa
2001 Ross Avenue Ste 3600
Dallas TX 75201


Client\#: 0065995 - Invoice\#: BK01100170
Please return top portion with paymen
.心.t\#: 0065995 - Invoice\#: BK01100170

Professional services provided in connection with: Accounting service for 3rd quarer 2019, which
1,365.00
included monthly accounts payable and cash receipts, reconcile bank acccu ts and AJEs to reconcile the balance sheet accounts. This also includes changing invos or iddresses, updating investor accounts, researching and reprinting investor distribution cherks.
9.1 hrs @ \$150 (agreed upon amount)

Pay your invoices online. Go to bkd.com/client-login to access the Client Payment Portal. Email us at ClientPaymentPortal@BKD.com with questions.

Invoices are due upon receipt unless detailed in engagement letter.
Thank you for your business!
BKD, LLP • Two Warren Place • 6120 S. Yale Avenue, Suite 1400 • Tulsa, OK 74136-4223


## LEWIS§ELLIS

Actuaries and Consultants
700 Central Expressway South
Suite 550
Allen, TX 75013
972-850-0850
lewisellis.com
NOTE: when remitting by an $A C H / w i r e ~ p a y m e n t, ~ p l e a s e ~ i n c l u d e ~ C l i e n t ~ I D ~ \# ~ a n d ~ I n v o i c e ~ \# ~ o n ~ d e s c r ı+i o n ~ a n d ~ m e m o ~ l i n e s . ~$

Akerman LLP
Eduardo S. Espinosa
2001 Ross Avenue, Suite 3600
Dallas, TX 75201

## Invalu <br> \#20166

\#306201

03/07/19

## Actuarial Services for February, 2019:

Retirement Value Stochastic Analysis - December 31, 2019
\$1,500.00
Sub-total
\$1,500.00

| Current Amount Due | $\$ 1,500.00$ |
| ---: | ---: |
| TOTAL AMOUNT DUE | $\$ 1,500.00$ |

Due immediately upon receipt

## LEWIS§ELLIS

Actuaries and Consultants
700 Central Expressway South
Suite 550
Allen, TX 75013
972-850-0850
lewisellis.com
NOTE: when remitting by an ACH/wire payment, please include Client ID \# and Invoice \# on descr ${ }^{+}$ion and memo lines.

Akerman LLP
Eduardo S. Espinosa
2001 Ross Avenue, Suite 3600
Dallas, TX 75201

## Actuarial Services for May, 2019:

Retirement Value - May 2019 Valuation
Retirement Value - May 2019 Stochastic Analysis


06/05/19
\$2,500.00
\$10,000.00
Sub-total
\$12,500.00

| Current Amount Due | $\$ 12,500.00$ |
| ---: | ---: |
| TOTAL AMOUNT DUE | $\$ 12,500.00$ |

Due immediately upon receipt

