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

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STATE OF TEXAS,

Plaintiff,

v.

RETIREMENT VALUE, LLC, et al,

Defendants.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126th JUDICIAL DI TRICT

RECEIVER'S TWENTY-SIXTH MOTION FUR APPROVAL OF PAYMENT OF PROFESSIONALS

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

and his counsel.

BACKGRG

In its order appointing the Receiver (the Agreed 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 retained he following professionals to assist in the management

of the estate:

- The Asset Servicing Cooup (ASG) to (i) act as portfolio managers; (ii) advise the Receiver as to the policies' value and viability; (iii) provide premium optimization; and (iv) provide industry and asset management expertise.
- BKD, LLP to ict 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 advice regarding 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 substance of these professionals is necessary to the effective management of the recovership estate and to maximize the recovery available for the investor victims.

10/28/2019 4:04 PM Velva L. Price District Clerk Travis County D-1-GV-10-000454

Norma Ybarra

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 or er of the Court. Agreed TI at 15.

APPLICATION FOR PAYMENT

By this application, the Receiver seeks authority to pay: (i) AS(*r* 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 Quarter of 2019 ("BKD Application Period"); and (iii) L&E for services rendered in February 2019 and in May 2019 ("L&E Application Period").

I. Asset Servicing Group

The Receiver retained ASG to act as on folio 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 commencing 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, 2792, 2808, 2834, 2850, 2869, and 2886 in the amounts of \$3,513.10, \$3,706.09, \$3,513.10, \$2,932.90, \$3,436.36, \$2,948.76, \$3,418.30, \$3,039.35, \$2,768.20, \$2,747.00, \$2,781.00, \$2,808.00, and \$4,984.84, respectively, are attached as **Exhibit A.**

The services that ASG provides include Policy Administration (payment of premiums, concerpondence 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 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 Reverver 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 at \$325/hour; and (ii) set a target-blended rate of \$225. In addition to fulfilling the estate's bookbeeping function (administering accounts payable, accounts receivable and bank reconciliation), BKD prepared the cash use and source report, and maintains and updates investor contact: information. BKD's invoices numbered BK00990188, BK01002318, BK01044765 PK01080371, BK01080372 and BK01100170 are attached as **Exhibit B.**

III. LEWIS & ELLIS, INC.

The Receiver has retained L&E to act as actuarial consultants. Among other things, L&E provides actuarial analyses of the anticipated cash flows related to the portfolio of life insurance policic held by the Receiver. L&E performed several stochastic analyses of the portfolio in order to 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 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." Agrect TI at 14, ¶ 8. The services provided by ASG, BKD, and L&E 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.

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Respectfully submitted,

By: <u>/s/ Michael D. Napoli</u> Michael D. Napoli State Bar No. 14803400

AKERMAN LLP 2001 Ross Avenue, Suite 3600 Dallas, Texas 75201 Telephone: (214) 720-4300 Facsimile: (214) 720-811. michael.napoli@akerman.c.m

COUNSEL FOR EFUARDO S. ESPINOSA, RECEIVER

CERTIFICATE OF SF NVICE

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

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> <u>/s/ Michael D. Napoli</u> Michael D. Napoli

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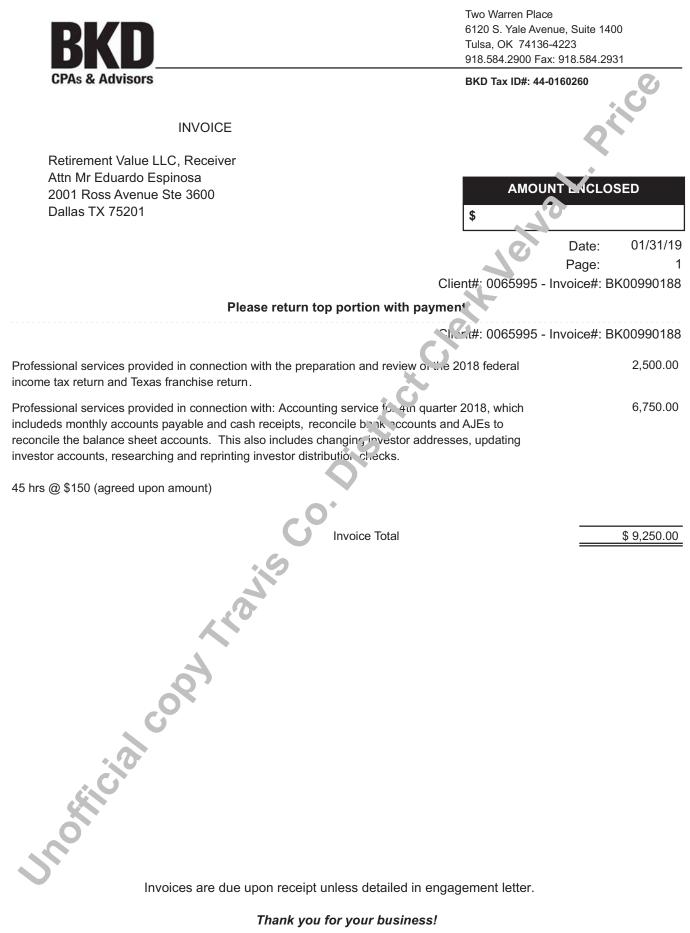
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Thank you for your business!

BKD, LLP • Two Warren Place • 6120 S. Yale Avenue, Suite 1400 • Tulsa, OK 74136-4223 Phone 918.584.2900 • Fax 918.584.2931

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BKD, LLP • Two Warren Place • 6120 S. Yale Aven Phone 918.584.2900 • Fa:	ue, Suite 1400 • Tulsa, OK 74136-4223

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