

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

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(2)

STATE OF TEXAS,

Plaintiff.

v.

RETIREMENT VALUE, LLC,
RICHARD H. "DICK" GRAY, HILL
COUNTRY FUNDING, LLC, a
Texas Limited Liability Company,
HILL COUNTRY FUNDING, a Nevada
Limited Liability Company, and
WENDY ROGERS,

Defendants,

AND

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

Relief Defendant.

IN THE DISTRICT COURT OF

Filed in The District Co of Travis County, Texa

TRAVIS COUNTY, TEXAS

126th JUDICIAL DISTRICT

ORDER REGARDING THE THIRD, FOURTH, FIFTH AND SIXTH APPLICATIONS FOR FEES BY THE RECEIVER AND RECEIVER'S COUNSEL

Came on to be heard the Third, Fourth, Fifth and Sixth Applications of Eduardo S. Espinosa, the receiver for Retirement Value, LLC (the "Receiver"), for fees for himself and his counsel, K&L Gates, LLP (the "Applications").

Prior to the hearing, the Receiver reached an agreement with Intervenors Ladell Harrison, on behalf of Matthew C. Allen, Jr, Teddie J. Allen, and the Matthew and Teddie Allen Charitable Remainder Annuity Trust (the "Harrison Intervenors") as to the Receiver's Fifth Application for Fees to reduce the Fifth Application by \$10,000 from \$355,927.09 to \$345,927.09 in exchange for the withdrawal of the Harrison Intervenors' objection to the Fifth Fee Application. As the Harrison Intervenors were the only party to object to the Fifth Fee Application, there are no longer any pending objections to the Fifth Fee Application and that application is GRANTED in

the amount of \$345,927.09. The Receiver is hereby ordered to pay \$345,927.09 to K&L Gates from the funds of the estate with respect to the Fifth Fee Application.

The Court considered the evidence presented and the arguments of counsel regarding the Third, Fourth and Sixth Fee Applications. Having considered the Third, Fourth and Sixth Fee Applications, the Court is of the opinion that they should be GRANTED in part and DENIED in part, as set out below:

IT IS, THEREFORE ORDERED that the Receiver and his counsel are entitled to the sum of \$\frac{218}{20079}\$ as payment for services performed in the months of October and November of 2010 as set forth in the Third and Fourth Fee Applications. This amount is a total reduction of \$\frac{9500}{500}\$ from the \$226,760.79 sought in the Third and Fourth Fee Applications. The Receiver is hereby ordered to pay \$\frac{218}{200.77}\$ K&L Gates from the funds of the estate with respect to the Third and Fourth Fee Application.

IT IS FURTHER ORDERED that the Receiver and his counsel are entitled to the sum of \$\frac{79,96.65}{\text{as}}\$ as payment for services performed in the month of March 2011 as set forth in the Sixth Fee Application. This amount is a reduction of \$\frac{1}{200}\$ from the \$79,916.65 sought in the Sixth Fee Application. The Receiver is hereby ordered to pay \$\frac{77}{200}\$, \$\frac{165}{200}\$ K&L Gates from the funds of the estate with respect to the Sixth Fee Application

SIGNED this ______ day of May 2011.

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It is Further Ordered that the Receiver shall post fee applications by him or his coursel on this the receivership website. The parties shall work together to develop a sup budget process for the RV Receiver.