

GODS

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

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

JAMES SETTLEMENT SERVICES, LLC, ET
AL.,

Third Party Defendants.

IN THE DISTRICT COURT OF

Filed in The District Court
of Travis County, Texas

FEB 01 2013 LAM

At 12:40 P. M.
Amalia Rodriguez-Mendoza, Clerk

TRAVIS COUNTY, TEXAS

126th JUDICIAL DISTRICT

**ORDER REGARDING THE ELEVENTH THROUGH FIFTEENTH
APPLICATIONS FOR FEES BY THE RECEIVER AND RECEIVER'S COUNSEL**

Came on to be heard the Eleventh through Fifteenth Applications of Eduardo S. Espinosa, the receiver for Retirement Value, LLC (the "Receiver"), for fees for himself and his counsel, K&L Gates, LLP ("K&L") and Cox Smith Matthews, Incorporated ("CSM") covering the months of January through November 2012.

The Receiver has reached an agreement with Intervenor Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, L.P., (the "Cain Intervenor") as to the Receiver's Eleventh Application for Fees to reduce the Eleventh Application by \$9,386.25 from \$166,073.15 to \$156,686.90 in exchange for the withdrawal of the Cain Intervenor's objection to the Eleventh Fee Application. As the Cain Intervenor were the only party to object to the Eleventh Fee

Application, there are no longer any pending objections to the Eleventh Fee Application and that application is GRANTED in the amount of \$156,686.90. The Receiver is hereby ordered to pay \$156,686.90 to K&L from the funds of the estate with respect to the Eleventh Fee Application.

The Receiver has reached an agreement with the Cain Intervenors as to the Receiver's Twelfth Application for Fees to reduce the Twelfth Application by \$11,119.21 from \$254,630.39 to \$243,511.18 in exchange for the withdrawal of the Cain Intervenors' objection to the Twelfth Fee Application. As the Cain Intervenors were the only party to object to the Twelfth Fee Application, there are no longer any pending objections to the Twelfth Fee Application and that application is GRANTED in the amount of \$243,511.18. The Receiver is hereby ordered to pay \$243,511.18 to K&L from the funds of the estate with respect to the Twelfth Fee Application.

The Receiver has reached an agreement the Cain Intervenors as to the Receiver's Thirteenth Application for Fees to reduce the Thirteenth Application by \$2,164.68 from \$324,262.35 to \$322,097.67 in exchange for the withdrawal of the Cain Intervenors' objection to the Thirteenth Fee Application. As the Cain Intervenors were the only party to object to the Thirteenth Fee Application, there are no longer any pending objections to the Thirteenth Fee Application and that application is GRANTED in the amount of \$322,097.67. The Receiver is hereby ordered to pay \$93,542.15 to K&L and \$228,555.52 to CSM from the funds of the estate with respect to the Thirteenth Fee Application.

The Receiver has reached an agreement the Cain Intervenors as to the Receiver's Fourteenth Application for Fees to reduce the Fourteenth Application by \$1,738.18 from \$95,334.27 to \$93,596.09 in exchange for the withdrawal of the Cain Intervenors' objection to the Fourteenth Fee Application. As the Cain Intervenors were the only party to object to the Fourteenth Fee Application, there are no longer any pending objections to the Fourteenth Fee

Application and that application is GRANTED in the amount of \$93,596.09. The Receiver is hereby ordered to pay \$4,600.25 to K&L and \$88,995.84 to CSM from the funds of the estate with respect to the Fourteenth Fee Application.


The Receiver has reached an agreement the Cain Intervenor as to the Receiver's Fifteenth Application for Fees to reduce the Fifteenth Application by \$985.83 from \$98,990.77 to \$98,004.94 in exchange for the withdrawal of the Cain Intervenor's objection to the Fifteenth Fee Application. As the Cain Intervenor were the only party to object to the Fifteenth Fee Application, there are no longer any pending objections to the Fifteenth Fee Application and that application is GRANTED in the amount of \$98,004.94. The Receiver is hereby ordered to pay \$23,054.31 to K&L and \$74,950.63 to CSM from the funds of the estate with respect to the Fifteenth Fee Application.

SIGNED this 31st day of January 2013.

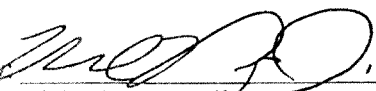


THE HONORABLE GISELA D. TRIANA

AGREED:

By: 

Geoffrey D. Weisbart
State Bar No. 21102645
Counsel for Cain Intervenor

By: 

Michael D. Napoli
State Bar No. 14803400
Counsel for the Court-Appointed Receiver of Retirement Value, LLC