

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

STATE OF TEXAS,	§	IN THE DISTRICT COURT OF
	§	
Plaintiff,	§	
	§	
v.	§	
	§	
RETIREMENT VALUE, LLC,	§	
RICHARD H. "DICK" GRAY, HILL	§	
COUNTRY FUNDING, LLC,	§	
HILL COUNTRY FUNDING, and	§	
WENDY ROGERS,	§	TRAVIS COUNTY, TEXAS
	§	
Defendants,	§	
	§	
AND	§	
	§	
JAMES SETTLEMENT SERVICES, LLC	§	
et al.,	§	
	§	
Third Party Defendants.	§	
	§	
	§	126 th JUDICIAL DISTRICT

**TWENTY-FOURTH APPLICATION FOR FEES
BY THE RECEIVER AND RECEIVER'S COUNSEL**

Eduardo S. Espinosa, court-appointed receiver for Retirement Value, LLC, files his twenty-fourth application for fees incurred by the Receiver and his counsel, Cox, Smith, Matthews Incorporated and K&L Gates, LLP; for the months of September 2014 through November 2014.

BACKGROUND

To assist the Receiver in the performance of these duties, the Agreed TI authorizes the Receiver to "to hire employees, contractors, consultants, accountants, attorneys, legal assistants, or other assistants under terms to be determined by the Receiver, whose services in the sole discretion of the Receiver, are necessary for an efficient and accurate administration of the receivership estate." Agreed TI at 14, ¶8. To that end, the Receiver has retained the law firm of K&L Gates, to represent him in connection with this case, to assist him in the performance of his

duties and to prosecute or defend litigation on behalf of Retirement Value. As of July 16, 2012, the Receiver transitioned the majority of this representation to Cox Smith although, certain aspects of the representation remained with K&L Gates.¹

By its Order Regarding the First Application for Fees by the Receiver and Receiver's Counsel entered on October 26, 2010 (Fees Order), the Court modified the basis by which the Receiver and his counsel are paid. Pursuant to the Fees Order, the Receiver shall charge an hourly rate of \$320 per hour and the Receiver's counsel shall discount its rates by 9.5% from its then current hourly rates in effect as of the time services are rendered, beginning on August 1, 2010. Fees Order at 2. Moreover, the Receiver and his counsel are to submit to the Court and to the parties of record their request for payment of fees. If no party of record files an objection to the request for payment within ten days from the filing of the request for payment, then the Receiver shall pay the amount of the request from funds he holds in the receivership estate. Any objection must state with specificity the particular items of the Receiver's request to which the objection is made. If an objection is made, the Receiver shall not pay the contested portion of the invoice until a hearing has been held on the objection, but the Receiver may pay the portions of the request to which no objection is made. *Id.*

APPLICATION FOR PROFESSIONAL FEES

By this Application, the Receiver seeks approval from the Court to pay from the assets of the Receivership the fees incurred by the Receiver and his counsel, Cox Smith and K&L Gates for services rendered from September 2014 through November 2014 by Cox Smith and K&L Gates.

¹ The Receiver has also retained other professionals to assist him. An application to pay the fees of those professionals is the subject of a separate application.

The Receiver has incurred fees of \$19,328.00 during the period covered by this Application. He has retained the legal services of Cox Smith and K&L Gates which have incurred fees for the periods covered by this Application of \$7,977.26 and \$66.97, respectively. Affidavit of Eduardo S. Espinosa ("Espinosa Affid.") at ¶¶11-13 (attached as Exhibit 1). While substantial, these fees were both reasonable and necessary.

The fees charged by the Receiver and his counsel represent a 24.11% discount from the usual and customary fees charged by Cox Smith and K&L Gates. As a general matter, the charge for the services provided by Cox Smith and K&L Gates are determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate. *Id.* at ¶6. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by Cox Smith and K&L Gates, respectively. The Receiver is charging \$320/hour, which represents a 29% discount from his usual and customary Cox Smith rate of \$450/hour. In addition, each of Cox Smith and K&L Gates has discounted their rates by 9.5%. In the aggregate the discounts and write-offs associated with this Application amount to \$8,696.42. Espinosa Affid at ¶7. The chart below summarizes the fees charged and the discounts applied.

Invoice Summary				
Services Rendered in:	Sep-14	Oct-14	Nov-14	Total
Fees Requested				
CSM	\$8,698.28	\$12,615.84	\$5,991.14	\$27,305.26
CLG Moss				
CLG E-data	\$66.97			\$66.97
Total	\$8,765.25	\$12,615.84	\$5,991.14	\$27,372.23
Receiver Incurred	\$7,290.00	\$13,725.00	\$6,165.00	\$27,180.00
Receiver Billed	\$5,184.00	\$9,760.00	\$4,384.00	\$19,328.00
Receiver adj	(\$2,106.00)	(\$3,965.00)	(\$1,781.00)	(\$7,852.00)
All other Tkpr Incurred	\$3,957.18	\$3,155.62	\$1,775.85	\$8,888.65
All other Tkpr Billed	\$3,581.25	\$2,855.84	\$1,607.14	\$8,044.23
(9.5%) adj.	(\$375.93)	(\$299.78)	(\$168.71)	(\$844.42)
Write-offs				
Total Adj	(\$2,481.93)	(\$4,264.78)	(\$1,949.71)	(\$8,696.42)

I. What Have We Accomplished During This Period

During the period covered by this Application, the Receiver and his counsel devoted substantial attention to prosecuting litigation in this matter and ancillary proceedings, pursuing the estate's claims against various parties. The significant tasks during this time period include, without limitation:

- Responding to numerous inquiries and resolving various issues regarding the investors' claims, their IRA's and the second distribution;
- Maintaining investor communications, including responding to inquiries from investors, defendants and their respective counsel regarding this matter, the Plan of Distribution, value of the claims and alternative recovery efforts;
- Maintaining and periodically updating the estate's website with new information and current events;
- Attending to the preservation of the estates' assets, including coordination of various accounting matters, funds management, fielding acquisition inquiries, and payment of premiums;
- Responding to inquiries from self-regulatory agencies and federal, state, county and municipal regulatory, law enforcement and taxing authorities;
- Responding to various motions, interrogatories and ancillary requests by defendants, intervenors and third parties;
- Continued to prosecute litigation against and defend the estate from appeals by defendants and third party defendants; and
- Enforcing the Estate's settlement agreement and judgments in order to maximize the Estate's recoveries.

The Receiver initially undertook to investigate the business of Retirement Value, to collect the assets readily available to it and to put in place interim measures to protect the value of those assets. That work is complete. The Receiver is currently working to execute the court-approved plan for the portfolio of insurance policies in order to maximize the policies' value and return to investor victims. The Receiver is also continuing to respond to requests for information from various self-regulatory and governmental organizations.

A key variable to the estate's success and ultimately restitution to the investors is the performance of Retirement Value's portfolio of insurance policies. Maximization of the portfolio's value depends upon the policies' expected cash flows (premiums paid and benefits received) and the portfolio's structure. The Receiver developed a plan of distribution and a plan for maximizing the value of the portfolio. The Court has consolidated the Retirement Value and Hill Country Funding estates and ordered the Receiver to: (i) collapse the portfolio so that all claimants share in all of the estate's assets and (ii) hold the insurance policies until all of the policies have matured.²

A. Plan of Distribution

In May 2011, the Receiver prepared a report describing the actuaries' findings and discussing his recommended plan. He also prepared a formal plan of distribution; posted it for comment and filed a motion with the Court to approve the Initial Plan. This plan provided for: (i) approximately 10% of the investor-victims' investment to be distributed immediately upon completion of a proof of claim process; (ii) distributions of free cash flow in excess of reserve requirement throughout the life of the portfolio; and (iii) an expected return of 100% of the investor-victims money, plus or minus 20% over the life of the portfolio. The involuntary bankruptcy filing on August 12, 2011, preempted the Court's consideration of the plan that was scheduled to be heard on August 15, 2011. Pursuant to the Court's order, the Receiver proposed an alternative plan of distribution on January 3, 2012. Alternative plans were subsequently submitted by other parties. The Court adopted the Receiver's initial plan on July 20, 2012 (the "Plan of Distribution").

² The Retirement Value and Hill Country funding claimants are to participate in the distributable assets of the consolidate estate 94.7% and 5.3%, respectively. David & Elizabeth Gray's assignment of their Class II claims against HCF to Retirement Value, *infra.*, effectively adjusts those percentages to 94.89% and 5.11%, respectively.

Following approval of the Plan Of Distribution, the Receiver and his counsel published (i) a schedule of claims and mailed it to all known creditors of Retirement Value and Hill Country Funding; and (ii) advertisements notifying the public of the adoption of the plan and the date by which proofs of claims must be filed in major newspapers in Texas. The Receiver subsequently requested authority to make an initial distribution to the investors. The Court authorized an initial distribution of \$5,500,000 on September 26, 2012. The Receiver sent out checks on October 15, 2012. On December 9, 2013, the receiver sought authority to make a supplemental distribution of \$3,000,000.00. The Court authorized the second distribution and the checks were mailed in January 2014.

B. Collection Efforts

The Receiver and his counsel are also working to collect on claims owed to the estate. With the exception of a single licensee, Trial as to the remaining defendant licensees was held on February 18. The Receiver has secured: (i) settlements from Retirement Value's principals, escrow agent and exclusive policy provider; (ii) settlements from 69 licensees; (ii) judgments against more than 6 dozen licensees. During the period covered by this Application, the Receiver and his counsel have attempted to enforce the judgments; continued their ongoing collection efforts; and defended against the appeals sought by some of the licensees and continued their efforts to collect on the settlements and judgments already obtained.

Because of the expense and risk inherent in litigation, the Receiver has taken a deliberate approach towards the claims of the estate. Generally, the Receiver attempted to negotiate with those against whom the estate had claims, rather than immediately filing suit. The Receiver concentrated his initial efforts on claims that were either the most likely to succeed or which provide for the largest potential recovery. This tactic resulted in considerable success, including

settlements with Bruce Collins (reached without filing suit), Kiesling Porter (also reached without filing suit) and Dick Gray (reached before trial) worth some \$1.7 million. After consultation with the State and the Intervenors, the Receiver retained contingency fee counsel to prosecute claims against the licensees and other parties.

The Receiver retained GBKH, on a contingency fee basis, to prosecute claims on behalf of the estate.³ GBKH has sued numerous licensees and others owing money to the estate. As of the date of this application, the Court has approved over \$9.5 million in negotiated settlements with principals, consultants and licensees of Retirement Value. In addition, the Receiver has obtained judgments totaling \$6.1 million against 72 licensees. Attorneys at Cox Smith will continue to assist GBKH and to supervise their work in this matter.

C. Adequacy of reserves

The Receiver engaged Lewis & Ellis to model the consolidated RV/HCF portfolio and advise the estate as to appropriate premium reserve levels and the portfolio's expected net cash at maturity. The analysis was updated in connection with the Second Distribution. Lewis & Ellis determined that premium reserves of \$14,608,360 as of October 31, 2013, should suffice for 97.5% of the potential outcomes. After accounting for the Second Distribution, the premiums paid since October 31, 2012, and the estate's collection of settlements and judgments; the estate maintains ample cash reserves from which to pay this Application.

II. What Work Remains to Be Done

While a substantial portion of the Receiver's work has been completed, work remains to be done. At this point, our work can be divided into three categories: (i) litigation of claims by

³ The Receiver paid reimbursable expenses of \$50,000 out of pocket. Any additional expenses are being paid out of any recoveries from the licensees.

the estate against third parties; (ii) resolution of claims against the estate; and (iii) fulfillment of the plan of distribution.

The litigation of claims by the estate has been largely completed by the estate's contingency fee counsel. Negotiated settlements entered into pursuant to the estate's collection efforts afforded the estate the opportunity to make an interim distribution. The interim distribution was funded entirely from amounts collected. The remaining claims against licensees have been resolved by judgments in the Receiver's favor totaling \$6.1 million. Twelve of the 72 judgment debtors have already entered into settlement agreements with the Receiver pursuant to which they have agreed to pay the estate over \$675,000. To the extent any of the licensees against whom a judgment has been secured file an appeal or otherwise seek to adversely affect the estate's judgments, the Receiver will seek to preserve and enforce the estate's legal rights.

The Plan of Distribution largely resolved the claims against the estate. Receiver received 44 proofs of claim (38 from investors and 6 from other claimants) disputing scheduled claim amounts or characterization. All disputes pertaining to the Class 2 –Investor claims have been resolved. Disputes regarding Class 3 General Creditor claims have largely been resolved. The Tracy Moss litigation ended with an agreed judgment against Retirement Value for \$150,000 and Wells Fargo dropped its \$50,000 claim against the estate. As it is unlikely that there will be funds to pay the Class 3 claims, the Receiver does not contemplate further efforts to resolve the remaining disputes over Class 3 claims at this time.

The Court's adoption of the Initial Plan substantially reduces, if not eliminates, the need for further expense or delay associated with evaluating alternative asset management strategies. The proof of claim process has been concluded, each claimant's proportionate interests in the estate's assets have been established and the initial distribution remitted. The Receiver has since

turned his attention to managing the liquid assets on hand without exposing them to undue risk, executing interim distributions, addressing investor inquiries and ministerial issues to ensure that the estate's records are updated and the estate is ready to execute the next distribution.

On December 9, 2013, the Receiver filed his Motion to Authorize Supplemental Distribution with the Court. Each of the claimants were contemporaneously notified of the filing, provided instructions on how to download a copy or request a physical copy from the Receiver. An interim distribution of \$3,000,000 was authorized and executed in January 2014.

On July 8, 2014, the Receiver filed his latest report regarding the status of the estate, its collection efforts, recent maturities and uses of cash as of May 31, 2014. The Report includes a discussion of (i) cash and insurance policies held by the estate, (ii) resolution of the estates' claims against third parties; and (iii) distributions that have been made as well as those projected to be made to the investors.

III. Insurance Portfolio Status

On July 21, 2014, the insured under policy AGL06L-102009-LM (\$2,500,000) died. We requested a Certificate of Death on July 28, 2014; received it on August 25, 2014 and filed a claim with the carrier. The insurance company has since paid the claim in full. Please note that the proceeds from this policy will NOT be distributed pursuant to the participation agreements, but instead will be used for the purposes set out in the Plan of Distribution.

The table below compares, as of the commencement of this receivership and the date of this Application: (i) the number of policies owned by the combined Estate's as of the commencement of this receivership; (ii) the number of measuring lives; and (iii) the policies face value. The table further contrast, for each of those categories, the actual maturities-to-date against Retirement Value's forecasts as reflected by the MidWest Medical LEs.

<u>Portfolio</u>	<u># Policies</u>	<u>Lives</u>	<u>Face Value</u>
At onset	54	45	\$141,585,000
Currently	50	42	\$126,585,000
<u>Maturities</u>	<u># Policies</u>	<u>Lives</u>	<u>Face Value</u>
Actual To Date	4	3	\$15,000,000
RV/MWM Forecast To Date	39	30	\$100,750,000

ARGUMENT

The Receiver's administrative costs, including his fee and that of his counsel, are to be paid out of the funds and other assets of the estate. These costs are considered costs of court and have priority over all other claims against the estate. *Jordan v. Burbach*, 330 S.W.2d 249 (Tex. Civ. App. – El Paso 1959, writ ref'd n.r.e.); also TEX. CIV. PRAC. & REM. CODE §64.051. The Court should consider the reasonableness of the fees requested by both the Receiver and counsel.⁴

In evaluating the reasonableness of the fees, the Court should consider the following factors: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the lawyer; (3) the fee customarily charged in the locality for similar legal services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and length of the professional relationship with the client; (7) the experience, reputation, and ability of the lawyer or lawyers performing the services; and (8) whether the fee is fixed or contingent on results obtained or uncertainty of collection before the legal services have been rendered.

⁴ The Receiver has not acted as his own counsel; therefore all of his time is billed at his "Receiver" rate as opposed to a higher rate for his services as an attorney. *Espinosa Affid.* at ¶4.

Arthur Andersen & Co. v. Perry Equip. Corp., 945 S.W.2d 812, 818 (Tex. 1997).⁵ These factors support the award of the requested fees.

Time, labor, skill & complexity. By its nature, a receivership proceeding is unique and complicated. As discussed above, this receivership is particularly complicated due to its size, the assets involved, the poor record keeping of Retirement Value and the sheer number of people involved (1084 investors, 1,000 licensees, 18 insurance companies and several banks). To properly administer the estate requires a high degree of skill and diligence. Moreover, the Receiver and his counsel have had to devote significant time to this matter. The exact time expended and work performed by the Receiver and his counsel are shown on the invoices attached to the Espinosa Affidavit. In addition, the Receiver's Initial Report of June 2010; the subsequent reports of April 2011, December 2011, May 2013 and May 2014; and the fee applications previously filed with the Court summarize the work of the Receiver and his counsel.

Preclusion of other employment. Neither Cox Smith nor K&L Gates has had to decline any representation solely because of its services in this case. However, because of the magnitude of the effort required, the Receiver and certain individual Cox Smith and K&L Gates professionals working on this matter have been largely precluded from working on other matters.

Customary fees. An attorney's usual and customary fees are presumed to be reasonable. TEX. CIV. PRAC. & REM. CODE § 38.003. The fees charged by Cox Smith and K&L in this case are the usual and customary fees that they charge to and collect from their clients for the services of the attorneys and other professionals working on this matter, except that: (i) the Receiver is

⁵ Certain older cases have described the factors used to consider the reasonableness of a receiver's fee using slightly different terminology. See *Taylor v. Taylor*, 91 S.W.2d 394, 397-98 (Tex. Civ. App. — Amarillo 1936, no writ). However, the factors used by these cases incorporate all of the same considerations set out in the *Arthur Anderson* factors. In order to simplify this application, the Receiver has used the *Arthur Anderson* framework to discuss the reasonableness of his fees and those of his counsel.

charging 29% less than his usual and customary rate; and (ii) each of Cox Smith and K&L Gates is charging 9.5% less than its usual and customary rates on all other timekeepers. Espinosa Affid. at ¶6. Further, the court may take judicial notice of customary fees and of the contents of the case file without further evidence. TEX. CIV. PRAC. & REM. CODE § 38.004.

Each of Cox Smith and K&L Gates undertake annual analyses of the markets in which they operates in order to determine the appropriate fees to charge for their respective professionals based on the fees charged by their competitors and peer firms. The goal of this analysis is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by Cox Smith and K&L Gates in this matter are well within the norm for firms of its type in Texas. Espinosa Affid. at ¶8.

1. *Amount involved and results obtained.* The amount involved in this matter, measured either by the \$77 million invested by the investors or the over \$35 million of estate assets administered by the Receiver, is very large. During the Receiver's 56 months on the job, the Receiver has actively managed the estate's affairs and discharged his State-Court imposed duties. All told, the Receiver has brought nearly \$29.9 million into the estate over the course of the Receivership Action.⁶ He has filed a plan of distribution and made distributions of approximately \$8.5 million.

Time limitations. Time is of the essence in a receivership. This is particularly true in the

⁶ These recoveries include (i) \$1.25 million secreted by Retirement Value's principals into Special Acquisitions, Inc.; (ii) \$560,000 and 8 policies of insurance worth about \$1.1 million recovered from James Settlement Services; (iii) \$127,000 in cash and \$195,000 in debt-reduction from a settlement with Bruce Collins; (iv) \$710,000 in a settlement with Kiesling Porter; (v) \$623,000 in assets from a settlement with Dick and Catherine Gray; (vi) \$176,000 in assets and \$7,000 in debt reduction from a settlement with Wendy Rogers; (vii) \$10,117,534 collected from Pacific Life on the PLI140 policy, which was initially disputed by Pacific Life; (viii) \$735,000 from the sale of Retirement Value's headquarters; (ix) \$34,564 in recovered state franchise taxes; (x) \$2,183,000 in approved settlements with licensees; (xi) \$6,086,240 in judgments against licensees; (xii) \$5.5 million in approved settlements with the James Defendants; and (xiii) \$1,257,000 in setoffs..

initial stages. The efforts undertaken in this case to recover assets, investigate the facts and preserve the portfolio of policies were conducted on an expedited basis.

The nature and length of the professional relationship. This factor cuts no particular way. However, neither the Receiver nor his counsel has any particular relationship with any of the parties involved in this matter. Nor is there any possibility of a future relationship with the estate. By their nature, receiverships are a one-time event. As a result, no discount would normally be appropriate. Nevertheless, this application reflects a discount of 24.11% off of the fees Cox Smith and K&L Gates would normally charge for the work performed during this time period.

Experience, reputation, and ability of the professionals. Cox Smith is one of Texas' premier law firms. Founded in San Antonio over 80 years ago, it employs 130 attorneys with diverse experience in 21 primary practice areas and 21 industry segments. Cox Smith's experience spans all of the key Texas markets, with growing offices in Austin, Dallas, El Paso and McAllen. K&L Gates is one of the world's premier law firms. It comprises nearly 2,000 lawyers who practice in 46 offices located on five continents. Each of Cox Smith and K&L Gates represents leading global corporations, growth and middle-market companies, capital markets participants and entrepreneurs in every major industry group as well as public sector entities, educational institutions, philanthropic organizations and individuals.

Whether the fee is fixed or contingent. The fees of the Receiver and his counsel are based on upon their hourly rates with a substantial discount. However, the payment of fees depends upon the approval of the court and the availability of assets in the estate – something which could not be known at the time the engagement was accepted and which remain uncertain.

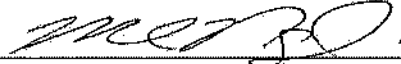
The fees requested in this application are 88% less than the average monthly fees in all

preceding fee applications. The Receiver anticipates that his fees and the fees of his counsel will fluctuate over the coming months but continue to trend downward. The amount of fees incurred will depend primarily on the administrative efforts necessary to effectuate the plan of distribution. It will also depend upon other circumstances beyond the control of the Receiver such as the filing of claims against Retirement Value by investors or non-investor claimants as well as the cooperation of the Defendants. The more the Defendants and others cooperate with the Receiver, the lower the fees incurred by the Receiver and his counsel will be. The converse is also true.

Based on the size and complexity of the estate, the difficulties of administering it, the efforts expended and the results obtained, the fees requested by the Receiver and his counsel are reasonable and necessary.

ACCORDINGLY, the Receiver requests that this Application be granted in its entirety and that he be authorized to pay the fees requested by him and his counsel from the funds available to the estate.

Respectfully submitted,

By: 
Michael D. Napoli
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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 only)
- Certified Mail (return receipt requested)
- Facsimile
- Federal Express Delivery
- Hand Delivery
- Electronic Service

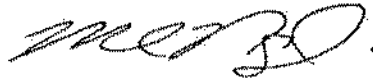
on this the 11th day of December, 2014.

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PRO SE



Michael D. Napoli

5723584.1

EXHIBIT "1"

been counsel to multiple defendants in similar proceedings. I am familiar with the reasonable and customary fees charged by attorneys in this type of matter.

3. I am making this Affidavit in support of the Twenty-Fourth Application for Fees by the Receiver and Receiver's Counsel (the "Application").

4. Pursuant to the Court's Order of May 5, 2010 and the Agreed Temporary Injunction Order of May 28, 2010 (the "Agreed TT"), I have employed professionals necessary "for an efficient and accurate administration of the receivership estate." To this goal, I have retained the law firms of Cox Smith, and K&L Gates, LLP ("K&L Gates") to represent me in connection with my duties and responsibilities as Receiver and have utilized a number of their respective lawyers and paralegals to assist me therewith. I have not acted as my own counsel.

5. Attached to this Affidavit as Exhibits A, B and C are copies of Cox Smith's invoices for October, November and December 2014, respectively (the "CSM Invoices"). The CSM Invoices detail the services performed, during the months of September, October and November 2014, by: (a) me, as Receiver; and (b) Cox Smith as Receiver's counsel. At the end of each CSM Invoice is a Professional Summary that lists the professional staff that billed time to this matter during the relevant time period, the number of hours billed and their respective rates.

6. Attached to this Affidavit as Exhibits D is a copy of copy of K&L Gates' invoices for October 2014 (the "K&L Invoices" and collectively with the CSM Invoice, the "Invoices"). The K&L Invoice details the services performed by K&L Gates as Receiver's counsel on e-data services during September 2014. As of the date of this Affidavit no invoices have been received for services during October or November 2014. At the end of the K&L Invoice is a Timekeeper

Summary that lists the professional staff that billed time to this matter during the relevant time period, the number of hours billed and their respective rates.

As a general matter, the charge for the services provided by Cox Smith and by K&L Gates are determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate respective. The fees charged by the Receiver and his counsel represent a discount of approximately 20.9% from the usual and customary fees charged by Cox Smith and K&L Gates. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by each respective firm. The Receiver is charging \$320/hour, which represents a 29% discount from his usual and customary Cox Smith rate of \$450/hour. In addition, each of Cox Smith and K&L Gates has discounted their rates by 9.5%. In the aggregate the discounts and write-offs associated with this Application amount to \$8,696.42. The chart below summarizes the fees charged and the discounts applied.

Invoice Summary				
Services Rendered In:	Sep-14	Oct-14	Nov-14	Total
Fees Requested				
CSM	\$8,698.28	\$12,615.84	\$5,991.14	\$27,305.26
KLG Moss				
KLG E-data	\$66.97			\$66.97
Total	\$8,765.25	\$12,615.84	\$5,991.14	\$27,372.23
Receiver Incurred	\$7,290.00	\$13,725.00	\$6,165.00	\$27,180.00
Receiver Billed	\$5,184.00	\$9,760.00	\$4,384.00	\$19,328.00
Receiver adj	(\$2,106.00)	(\$3,965.00)	(\$1,781.00)	(\$7,852.00)
All other Tkpr Incurred	\$3,957.18	\$3,155.62	\$1,775.85	\$8,888.65
All other Tkpr Billed	\$3,581.25	\$2,855.84	\$1,607.14	\$8,044.23
(9.5%) adj.	(\$375.93)	(\$299.78)	(\$168.71)	(\$844.42)
Write-offs				
Total Adj	(\$2,481.93)	(\$4,264.78)	(\$1,949.71)	(\$8,696.42)

7. I have personal experience working with every person billing time to this matter, they are each of high quality and they have skills and expertise that are invaluable to assist me in performing my duties and responsibilities in this matter.

8. The hourly rates set forth in the Invoices are set at a level designed to compensate the firm fairly for the work of its staff and to cover fixed and routine overhead expenses. Such rates are normal and customary in this market for legal professionals with the same level of experience and expertise at comparable legal firms in Texas. Each of Cox Smith and K&L Gates undertake annual analyses of the markets in which they operates in order to determine the appropriate fees to charge for its professionals based on the fees charged by their competitors and peer firms. The goal of these analyses is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by Cox Smith and K&L Gates in this matter are well within the norm for firms of their type in Texas.

9. The hourly rates charged are reasonable rates for this case, given: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the respective professionals; (3) the fee customarily charged in the locality for similar services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and length of the professional relationship with the client; and (7) the experience, reputation, and ability of the professionals performing the services.

10. The amount billed for my services during the period covered by this application is \$19,328.00. The amount billed for my counsel's professional services during the period covered by this application is \$8,044.23. These amounts were calculated by taking the time billed for each task performed in connection with this case multiplied by the discounted hourly rate for the professional or staff member who performed the task. Based on my experience and knowledge

of this matter, the fees charged by myself and my team for work during the periods covered by Fee Application #24 are reasonable.

11. I have reviewed the CSM Invoices for services rendered during the periods covered by Fee Application #24. Based on my experience and knowledge of this matter, the work performed by my staff during that period was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

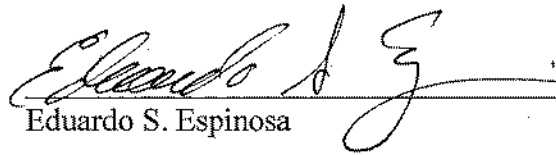
12. I have reviewed the K&L Invoices for services rendered during the periods covered by Fee Application #24. Based on my experience and knowledge of this matter, the work performed by K&L Gates during that period was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

13. The fees requested in this application are 88% less than the average monthly fees in all preceding fee applications. I anticipate that the fees in this matter will fluctuate over the coming months, but will continue to trend downward.

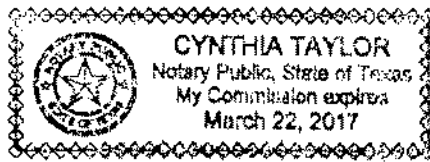
14. I engaged Lewis & Ellis to model the consolidated RV/HCF portfolio and advise the estate as to appropriate premium reserve levels and the portfolio's expected net cash at maturity. Their analysis was updated in connection with the most recent interim distributions. Lewis & Ellis determined that premium reserves of \$14,608,360 as of October 31, 2013 should suffice for 97.5% of the potential outcomes. After accounting for the Interim Distribution, the premiums paid since October 31, 2013, and the estate's collection of settlements and judgments, the estate maintains ample cash reserves from which to pay this Application.

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FURTHER AFFIANT SAYETH NOT.


Eduardo S. Espinosa

SUBSCRIBED AND SWORN TO BEFORE ME this 11th day of December 2014.



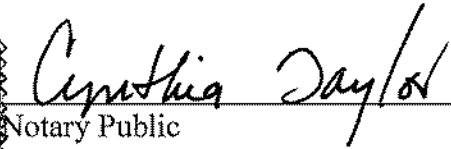

Notary Public
My Commission Expires:

EXHIBIT "A"

COX | SMITH

ATTORNEYS

RETIREMENT VALUE, LLC
Eduardo S. Espinosa, Receiver
Cox Smith Matthews Incorporated
1201 Elm Street, Suite 3300
Dallas, TX 75270

October 02, 2014
Invoice No. 425853

Legal Services Through 09/30/2014 in Connection With

Counsel for Receiver of Retirement Value, LLC

Matter 034617.000001

09/02/14	M. Napoli	0.10	44.80	E-mail correspondence regarding website update (0.1).
09/03/14	M. Napoli	0.80	358.40	Confer with J. Sanchez regarding limits on investments in junk bonds (0.3); review research from J. Sanchez (0.5).
09/03/14	J. Sanchez	0.50	169.69	Research bank investment securities limitations on bonds/investment grade quality.
09/03/14	D. Andreacchi	0.10	16.74	Email G. Quinones re website updates.
09/04/14	D. Andreacchi	0.20	33.49	Emails with M. Gonzalez re FBI production from Ringtail.
09/05/14	D. Andreacchi	1.00	167.43	Review and duplicate disc for production of documents to FBI and deliver to M. Napoli.
09/08/14	E. Espinosa	0.80	256.00	Telephone conference with T. Sommer (investor) regarding his IRA account (0.4); review Levin Schroeder affidavits (0.4).
09/09/14	E. Espinosa	1.80	576.00	Confer with J. McConnell regarding Levin's offer (0.2); review correspondence from K. Hausler (obo T. Bernhardt); review file and ringtail documents; respond regarding same (0.9); telephone conference with G. Quinones regarding website (0.1); attend to Wills change of ownership (RMD partial distribution) (0.6).
09/10/14	E. Espinosa	0.20	64.00	Correspond with A. Arnold of ASG (0.2).
09/11/14	M. Napoli	0.40	179.20	Telephone conference with J. Thomas regarding Levin issues (0.4).

REMIT TO: COX SMITH MATTHEWS INCORPORATED
112 East Pecan Street | Suite 1800
San Antonio, TX 78205
210.554.5500 tel | 210.226.8395 fax
coxsmith.com

AUSTIN DALLAS EL PASO MCALLEN SAN ANTONIO

PAYMENT DUE UPON RECEIPT | FEDERAL TAX ID # 74-1676699

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October 02, 2014
 Invoice No. 425853
 Page 2

09/11/14	D. Andreacchi	1.50	251.15	Prepare packages and coordinate service of writs of garnishment on Pegasus Community Credit Union and Investment Talke and writ of garnishment and deposition subpoenas for M&O Marketing.
09/12/14	D. Andreacchi	1.30	217.66	Respond to investor calls and update communications log re same(1.0); prepare letter to C. Bishop and deliver to E. Espinosa for review and comment (.30).
09/15/14	E. Espinosa	0.20	64.00	Telephone conference with G. Quinones (0.2).
09/16/14	E. Espinosa	1.00	320.00	Review Levin's offer and correspond with J. McConnell regarding same (0.8); correspond with A. Arnold at ASG (0.2).
09/17/14	E. Espinosa	0.50	160.00	Multiple telephone conferences with J. McConnell regarding Levin (0.5).
09/17/14	D. Andreacchi	0.40	66.97	Review and revise correspondence to C. Bishop (.30); respond to investor call (.10).
09/18/14	E. Espinosa	0.60	192.00	Confer with M. McConnell regarding Levin's offers and review draft settlement agreement (0.6).
09/18/14	M. Napoli	0.40	179.20	Confer with E. Espinosa regarding Levin (0.1); review Levin appeal briefs (0.2); review status on insurance claim (0.1).
09/19/14	E. Espinosa	0.70	224.00	Finalize Levin's settlement agreement (0.4); consult with G. Tarpley regarding dischargeability of judgment and opportunity to establish fraud (0.3).
09/19/14	D. Andreacchi	0.20	33.49	Respond to investor calls.
09/22/14	E. Espinosa	0.80	256.00	Telephone conference with M. Kaye (investor) (0.3); telephone conference with M. Totoso, J. Takacs, M. Napoli regarding funds management/maturity structured bond portfolio (0.5).
09/22/14	M. Napoli	0.70	313.60	Telephone conference with M. Turtozo, J. Kares regarding cash management (0.5); e-mail correspondence with B. Rentea regarding Ladell Harrison (0.2).

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09/22/14	D. Andreacchi	0.20	33.49	Emails re Ringtail password.
09/23/14	M. Napoli	0.90	403.20	Research response to Rentea inquiry regarding status of Harrison intervention (0.4); e-mail correspondence with B. Rentea regarding Harrison intervention (0.1); prepare agreed judgment for Harrison intervention (0.4).
09/24/14	E. Espinosa	2.90	928.00	Prepare narrative and portfolio update (2.1); prepare receiver's affidavit (0.3); review and authorize proposed settlement disbursements (0.3); attend to carrier's inquiries regarding RV's orders and conference with M. Napoli and K. Henderson (ASG) regarding same (0.2).
09/24/14	M. Napoli	0.60	268.80	Review status report on life insurance claim (0.2); prepare correspondence responding to issues raised by insurance company (0.4).
09/24/14	D. Andreacchi	0.10	16.74	Prepare draft letter to investors re beneficiary designations and email to C. Taylor.
09/25/14	E. Espinosa	1.10	352.00	Telephone conference with T. Lozes (investor) regarding stop payments and change of address and correspond with D. Andreacchi regarding same (0.4); review bond portfolio proposal from M. Tortoso (Morgan Stanley) (0.3); review Sylkatis judgment and correspond with J. McConnell regarding settlement offer (0.4).
09/25/14	M. Napoli	0.40	179.20	Review Morgan Stanley proposal (0.2); confer with E. Espinosa regarding same (0.1); e-mail correspondence with K. Henderson regarding claim (0.1).

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09/26/14	E. Espinosa	3.40	1,088.00	Finalize narrative, compile exhibits and prepare motion for submission (0.4); update accounts payable logs (0.2); review correspondence from T. Lozes (0.1); review Ringtail files for R. Villarreal and D. Graves and working session with D. Andreacchi regarding same (1.1); telephone conference with J. McConnell regarding S. Schroeder, Affinity Advisory network and collection efforts (0.9).
09/26/14	D. Andreacchi	1.40	234.40	Emails with K&L Gates IT team re Ringtail access (.20); conduct search of Ringtail re RRebecca Villarreal and Dean Graves (1.20)
09/26/14	B. Stetler	1.00	167.43	Assist M. Napoli with finalizing and filing of Twenty-Third Application for fees by the Receiver and Receiver's Counsel.
09/30/14	E. Espinosa	2.20	704.00	Confer with J. Thomas and E. Garnett regarding M. Castellano (0.3); review accounts payable statements and reconcile with O/S accounts payable (0.5); correspond with A. Williams of BKD regarding accounts payable (0.3); finalize form of beneficiary designation and transmittal letter (0.4); telephone conference with M. Tortoso at Morgan Stanley regarding fund management (0.5); review GBKH correspondence regarding settlement disbursement (0.2).
09/30/14	M. Napoli	0.40	179.20	Confer with A. Garcia regarding Harrison intervention (0.3); e-mail correspondence with A. Garcia regarding Harrison judgment (0.1).

Total Hours 28.80

Total Fees \$ 8,698.28

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Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
E. Espinosa	Shareholder	16.20	320.00	5,184.00
M. Napoli	Shareholder	4.70	448.00	2,105.60
J. Sanchez	Senior Counsel	.50	339.38	169.69
D. Andreacchi	Paralegal	6.40	167.43	1,071.56
B. Stetler	Paralegal	1.00	167.43	167.43
Total All Professionals		28.80	\$ 302.02	\$ 8,698.28

Total This Invoice

\$ 8,698.28

EXHIBIT "B"

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ATTORNEYS

RETIREMENT VALUE, LLC
Eduardo S. Espinosa, Receiver
Cox Smith Matthews Incorporated
1201 Elm Street, Suite 3300
Dallas, TX 75270

November 10, 2014
Invoice No. 428033

Legal Services Through 10/31/2014 in Connection With

Counsel for Receiver of Retirement Value, LLC

Matter 034617.000001

10/01/14	E. Espinosa	0.70	224.00	Telephone conference with A. Bramsch (financial advisor K. Williams) regarding Mr. Williams IRAs (0.7).
10/01/14	M. Napoli	0.10	44.80	Review Mortality Report (0.1).
10/02/14	E. Espinosa	0.50	160.00	Telephone conference with M. Torotso at Morgan Stanley regarding funds management (0.2); correspond with K. Henderson regarding Mortality Report (0.1); attend to Schroeder foreign judgment documents (0.2).
10/03/14	E. Espinosa	1.30	416.00	Attend to stop payment and re-issuance of checks to T. Lozes (0.6); transfer October 2014 premiums and correspondence with A. Williams of BKD and A. Arnold of ASG regarding same (0.5); attend to accounts payable (ASG and K&L invoices) (0.2).
10/06/14	E. Espinosa	0.70	224.00	Confer with D. Andreaacchi regarding Thompson's claim and JTWROS status (0.3); confer with A. Williams of BKD regarding accounts payable and check run (0.4).
10/06/14	D. Andreaacchi	0.40	66.97	Respond to investor calls (.30); email J. Thompson re beneficiary form question (.10).

REMIT TO: COX SMITH MATTHEWS INCORPORATED
112 East Pecan Street | Suite 1800
San Antonio, Tx 78205
210.554.5500 tel | 210.226.8395 fax
coxsmith.com

AUSTIN DALLAS EL PASO MCALLEN SAN ANTONIO

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November 10, 2014

Invoice No. 428033

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10/07/14	E. Espinosa	1.10	352.00	Respond to D. Andreacchi's inquiry regarding trust ownership (0.2); research check status for R. Hernandez and R. Snodgrass (0.6); reply to R. Hernandez with canceled check (0.1); issue stop payment and replacement instructions to R. Snodgrass (0.2).
10/07/14	D. Andreacchi	0.80	133.94	Respond to investor calls and update communications log re same.
10/08/14	E. Espinosa	0.30	96.00	Confer with J. McConnell regarding Sylkatis settlement (0.3).
10/09/14	E. Espinosa	2.20	704.00	Telephone conference with K. Erickson (investor) regarding L. Erickson, beneficiary designation and assignment of claim (0.9); telephone conference with T. Lozes (investor) regarding checks (0.2); telephone conference with J. McConnell regarding P. Friske (0.2); telephone conference with J. Pflughaupt at Thrivent Financial regarding K. Williams and e-mail regarding same (0.5); finalize Sylkatis settlement (0.4).
10/09/14	M. Napoli	0.20	89.60	Review Mortality Report regarding insurance claim (0.1); e-mail correspondence with K. Henderson regarding insurance claim (0.1).
10/09/14	D. Andreacchi	1.00	167.43	Respond to calls from investors (.80); confer with E. Espinosa re P. Moeller call (.20).
10/10/14	E. Espinosa	0.60	192.00	Telephone conference with S. DiGiovani (investor).
10/13/14	E. Espinosa	1.70	544.00	Telephone conference with M. Kay (investor) (0.3); research inquiry from J. Gist and draft response regarding same (0.8); confer with J. McConnell regarding P. Friske (0.3); research A. Parsons investment and respond to her inquiry regarding beneficiary designation (0.3).

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10/14/14	E. Espinosa	2.30	736.00	Telephone conference with P. Maule of ASG (0.5); confer with J. McConnell regarding P. Friske (0.2); confer with A. Williams of BKD regarding accounts payable (0.5); telephone conference with Carl and Regena Brown (HCF investors) (0.4); draft response to J. Ellwood (obo of J. Dutcher - deceased investor) (0.5); attend to correspondence from A. Peterson, C. Slay (0.2).
10/14/14	D. Andreaacchi	0.10	16.74	Emails re service list.
10/15/14	E. Espinosa	2.30	736.00	Telephone conference with K. Erickson regarding Assignment of Claim and Beneficiary Designation (0.9); correspond with A. Williams regarding T. Lozes (0.2); research outstanding accounts payable and correspond with A. Williams of BKD regarding accounts payable matters and the October 15 check run and telephone conference regarding same (0.8); correspond with J. McConnell regarding P. Friske (0.2); attend to letter from Martin Mueller (0.2).
10/16/14	E. Espinosa	1.10	352.00	Telephone conference with T. Dunn at First Financial and meet with same regarding fund management proposal (0.8); attend to correspondence from R. Hernandez (0.3).
10/16/14	D. Andreaacchi	0.10	16.74	Email R. Hernandez re checks.
10/17/14	E. Espinosa	2.10	672.00	Attend to correspondence from S. Haberer, D. Stanton, T. Lozes, R. Snodgrass, M. McCumber and P. Cogliano (2.1).
10/17/14	M. Napoli	0.60	268.80	Meet with Tom Dunn regarding cash management (0.4); confer with E. Espinosa regarding cash management options (0.2).
10/20/14	E. Espinosa	0.40	128.00	Telephone conference with J. Pflughoff at Thrivent regarding K. Williams (0.3); finalize Sylkatis agreement and correspond with T. Dunn regarding form of FDIC letter (0.1).

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November 10, 2014
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10/20/14	M. Napoli	0.30	134.40	Review FDIC materials from T. Dunn (0.3).
10/21/14	E. Espinosa	2.50	800.00	Telephone conference with R. Pardo regarding his claim, status report and general update (0.6); review correspondence from C. Druge, analyze same and memorialize analysis for the file (0.5); deposit maturity proceeds and correspondence with BKD regarding same (0.5); telephone conference with A. Arnold at ASG regarding remittance advice and variance reports (0.5); telephone conference with A. Williams of BKD regarding transposition of cost figures and adjustment (0.4).
10/21/14	D. Andreacchi	1.30	217.66	Phone calls with investors (.80); prepare transmittal letter to R Vanderpoei enclosing change of ownership form (.20); update communications log re calls and responses (.30).
10/22/14	E. Espinosa	1.10	352.00	Telephone conference with M. Hammon regarding F. Marlow's estate (0.4); schedule November premium transfer and correspond with BKD regarding same (0.5); telephone conference with J. Gardner regarding status of receivership (0.2).
10/22/14	D. Andreacchi	1.10	184.17	Respond to investor calls and update communications log re same.
10/23/14	D. Andreacchi	0.60	100.46	Respond to investor calls and update communications log re same (50); update issue log (.10).
10/24/14	D. Andreacchi	0.90	150.69	Ringtail research re Carl Douglass and Dean Graves and email C. Taylor re same.

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November 10, 2014

Invoice No. 428033

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10/27/14	E. Espinosa	1.00	320.00	Telephone conference with L. Griffith (investor) (0.2); attend to correspondence from L. Olson (0.2); attend to correspondence regarding F. Marlow and change of account ownership/beneficiary designation (0.2); correspond with J. McConnell regarding settlement efforts with G. Chick (0.2); attend to correspondence regarding J. Hellstern's beneficiary designation (0.2).
10/27/14	D. Andreaacchi	0.20	33.49	Emails with C. Taylor re searches for D. Graves and C. Douglass address information
10/28/14	E. Espinosa	0.70	224.00	Correspond with J. McConnell regarding P. Friske (0.2); correspond with M. Tortoso of Morgan Stanley regarding funds management (0.2); review affidavits for B. Martin, G. Martin and B. Milks and execute and transmit same (.3).
10/28/14	D. Andreaacchi	1.20	200.92	Conduct searches re address information for D. Graves and C. Douglass and email C. Taylor re same.
10/29/14	E. Espinosa	2.50	800.00	Confer with C. Taylor regarding D. Graves, C. Douglas and R. Hanson (2.1); telephone conference with G. Graves regarding Dean Graves (0.4).
10/30/14	E. Espinosa	3.00	960.00	Review Morgan Stanley's proposal (0.4); telephone conference with M. Tortoso, M. Napoli regarding investment grade bond portfolio plus revolving line of credit (0.5); working session with M. Napoli regarding strategy and inherent risks (0.5); confer with C. Taylor regarding Carl Douglass estate and telephone conference with G. Douglass (heir) (0.7); research payment status for Dean Graves and correspond with A. Williams of BKD regarding same (0.5); review J. Thomas correspondence regarding Poe's request for supporting court records and telephone conference with J. McConnell regarding same (0.4).

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November 10, 2014
 Invoice No. 428033
 Page 6

10/30/14	M. Napoli	1.40	627.20	E-mail correspondence with J. Thomas regarding Poe appeal (0.2); telephone conference with M. Tortoso and E. Espinosa regarding Morgan Stanley loan offer (0.4); confer with E. Espinosa regarding Morgan Stanley offer v. other strategies (0.8).
10/30/14	D. Andreacchi	0.70	117.20	Respond to investor calls and update communications log re same.
10/31/14	E. Espinosa	2.40	768.00	Telephone conference with D. Andreacchi (0.1); review Ms. McIntosh's change of ownership and correspond with her regarding same (0.4); draft reply to Ms. Hotten regarding Hotten's trust's beneficiary designation (0.5); correspond with J. McConnell regarding Greg Chick settlement negotiations (0.5); respond to pending inquiries from C. Walsh, S. Bettison and M. Joens and research same (0.9).
10/31/14	D. Andreacchi	1.70	284.63	Research re Robert Hansen and email C. Taylor re same (.90); respond to investor calls and update communications log re same (.60); email questions from investors to E. Espinosa (.20).

Total Hours 43.20

Total Fees \$ 12,615.84

Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
E. Espinosa	Shareholder	30.50	320.00	9,760.00
M. Napoli	Shareholder	2.60	448.00	1,164.80
D. Andreacchi	Paralegal	10.10	167.43	1,691.04
Total All Professionals		43.20	\$ 292.03	\$ 12,615.84

Total This Invoice \$ 12,615.84

EXHIBIT "C"

COX | SMITH

ATTORNEYS

RETIREMENT VALUE, LLC
Eduardo S. Espinosa, Receiver
Cox Smith Matthews Incorporated
1201 Elm Street, Suite 3300
Dallas, TX 75270

December 03, 2014
Invoice No. 429693

Legal Services Through 11/30/2014 in Connection With

Counsel for Receiver of Retirement Value, LLC

Matter 034617.000001

11/03/14	E. Espinosa	0.20	64.00	Telephone conference with G. Quinones regarding website (0.1); telephone conference with Cheryl Whitfield at Prosperity Bank regarding Mr. Chandler's form (0.1).
11/04/14	E. Espinosa	1.70	544.00	Telephone conference with M. Kaye (investor). (0.2); correspond with L. Harrison; compile premium profile and provide same (1.2); correspond with M. Bustillos regarding beneficiary designation and his IRA (0.3).
11/04/14	M. Napoli	0.10	44.80	Review and forward correspondence from L. Harrison (0.1).
11/05/14	E. Espinosa	0.20	64.00	Telephone conference with K. Jasper regarding M. Jasper (deceased)(0.2).
11/05/14	D. Andreacchi	1.70	284.63	Respond to investor calls and emails and update communications log and mailing list re same.
11/05/14	C. Brenneman	0.20	36.00	Search on Lexis for Robert Hansen to locate any possible heirs.
11/06/14	E. Espinosa	1.60	512.00	Telephone conference with L. Murphy (0.1); correspond with A. Williams of BKD regarding check no. 2472; review Chase policies regarding on line archives (0.4); stop payment on check no. 3673 and correspond with A. Williams of BKD and D. Graves (investor) regarding same (0.5); attend to J. Dunn settlement negotiations (0.4); attend to Carr and Fish settlements (0.2).

REMIT TO: COX SMITH MATTHEWS INCORPORATED
112 East Pecan Street | Suite 1800
San Antonio, Tx 78205
210.554.5500 tel | 210.226.8395 fax
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AUSTIN DALLAS EL PASO MCALLEN SAN ANTONIO

PAYMENT DUE UPON RECEIPT | FEDERAL TAX ID # 74-1676899

COX | SMITH

December 03, 2014
 Invoice No. 429693
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11/06/14	D. Andreacchi	0.70	117.20	Respond to investor calls and emails and revise communications log and mailing list.
11/07/14	E. Espinosa	0.60	192.00	Telephone conference with J. Ellwood regarding J. Dutcher's claim, his will and successor beneficiary designations and correspond with her regarding same (.6).
11/10/14	E. Espinosa	0.90	288.00	Review death certificate for M. Jasper and consolidate her account and Carl Jasper's per beneficiary designation (0.9).
11/10/14	D. Andreacchi	0.40	66.97	Telephone calls with investors re beneficiary forms.
11/11/14	E. Espinosa	0.80	256.00	Research S. Haberer check no. 2490 and correspond with C. Taylor regarding same (0.6); telephone conference with K. Williams financial advisor regarding IRA (0.2).
11/13/14	E. Espinosa	1.50	480.00	Review D'Agostino's bankruptcy filing with D. Andreacchi and A. Kaufman (0.7); telephone conference with D. Jones regarding July 2014 report and correspond with D. Andreacchi regarding same (0.3); correspond with A. Arnold regarding December 2014 premiums (0.2); confer with A. Williams of BKD regarding accounting (0.3).
11/13/14	D. Andreacchi	0.80	133.94	Research D'Agnostino bankruptcy and confer with E. Espinosa and A. Kaufman re possibility of recovery on judgment.
11/14/14	E. Espinosa	0.50	160.00	Correspond with J. Thomas regarding Poe's appeal (0.2); correspond with A. Williams of BKD regarding accounts payable (0.2); review October 2014 bank statement (0.1).
11/14/14	M. Napoli	0.20	89.60	E-mail correspondence with J. Thomas regarding Poe appeal (0.2).
11/18/14	E. Espinosa	1.40	448.00	Multiple telecon with K. Ward regarding James M. and Catherine Walsh Revocable Trust's claim against the estate (0.8); telephone conference with M. Kaye (0.6).

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11/19/14	E. Espinosa	1.50	480.00	Follow-up conversation with K. Ward regarding James and Catherine Walsh (0.4); attend to transfer from Gailene Irwin (IRA) to Gailene McIntosh (0.3); confer with A. Williams of BKD regarding pending accounts payable (0.2); review C. Blackman's beneficiary designation and review draft letter and consult with C. Taylor regarding same (0.5); review correspondence with Petticolos (0.1).
11/19/14	D. Andreacchi	0.40	66.97	Telephone calls with investors.
11/20/14	E. Espinosa	0.60	192.00	Research distribution history to Qvest and locate available disbursement copies (0.4); correspond with A. Williams of BKD regarding bookkeeping of #4100 vendor (0.2).
11/20/14	M. Napoli	0.80	358.40	E-mail correspondence with C. Cooke regarding subpoena (0.2); review subpoena (0.4); e-mail correspondence with D. Andreacchi and E. Espinosa regarding documents responsive to subpoena (0.2).
11/20/14	D. Andreacchi	0.30	50.23	Telephone call and email with investor (.30)
11/24/14	E. Espinosa	0.20	64.00	Correspond with P. Brannon at Capital Partners (0.2).
11/24/14	M. Napoli	0.80	358.40	E-mail correspondence with G. Weisbart regarding investors committee (0.1); review and analyze motion to appoint investors committee (0.5); confer with E. Espinosa regarding motion to appoint investors committee (0.2).
11/25/14	E. Espinosa	0.60	192.00	Review Weisbart's motion to appoint investor committee (0.2); confer with M. Martin regarding motion for investor committee (0.2); attend to filing of foreign judgment regarding Glazier (0.2).

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11/28/14	E. Espinosa	1.40	448.00	Confer with J. McConnell regarding Herzong settlement (0.4); review ASG premium advice, transfer funds and correspond with BKD regarding same (0.8); correspond with A. Williams of BKD regarding accounts payable (0.2).
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Total Hours 20.10

Total Fees \$ 5,991.14

Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
E. Espinosa	Shareholder	13.70	320.00	4,384.00
M. Napoli	Shareholder	1.90	448.00	851.20
D. Andreacchi	Paralegal	4.30	167.43	719.94
C. Brennehan	Paralegal	.20	180.00	36.00
Total All Professionals		20.10	\$ 298.07	\$ 5,991.14

Total This Invoice \$ 5,991.14

EXHIBIT "D"

K&L GATES

K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WA 98104-1158
T 206.623.7580 F 206.623.7022 klgates.com
Tax ID No. 25 0921018

c/o Eduardo S. Espinosa, Receiver
1717 Main Street,
Suite 2800
Dallas, TX 75201

Invoice Date : October 3, 2014
Invoice Number : 3001229
Services Through : September 30, 2014
Our File Number : 1203981

INVADICE SUMMARY BY MATTER

State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees (70001)

Fees	\$ <u>66.97</u>	
Total Amount Due This Matter		\$ 66.97

CURRENT INVADICE DUE - All Matters

\$ 66.97

K&L GATES

Invoice # 3001229
1203981
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State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees
(70001)

\$66.97

FEES

<u>DATE</u>	<u>NAME</u>	<u>HOURS</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
09/09/14	M. Gonzalez	0.40	Identify and provide source materials for E. Espinosa on investor T. Bernhardt	66.97
		TOTAL FEES	0.40 hrs	<u>\$ 66.97</u>

TIMEKEEPER SUMMARY

M. Gonzalez	0.40 hrs at	\$ 167.43 / hr	66.97
	TOTAL FEES	0.40 hrs	<u>\$ 66.97</u>

MATTER SUMMARY

Fees	\$ 66.97
MATTER TOTAL	<u>\$ 66.97</u>