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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	§	
	§	
KIESLING, PORTER, KIESLING	§	
& FREE, P.C.,	§	
	§	
Relief Defendant.	§	126 TH JUDICIAL DISTRICT

INTERVENORS' RESPONSE TO SIXTH APPLICATION FOR FEES BY THE RECEIVER AND RECEIVER'S COUNSEL

TO THE HONORABLE JUDGE PRESIDING:

Dr. Gary Cain, Barry Edelstein and Qvest III Master Fund, LLC ("Intervenors") file their Response to the Sixth Application for Fees by the Receiver and Receiver's Counsel, respectfully showing the Court the following:

I.

The Intervenors are actual investors of RV, whose interests and invested funds are directly affected by this Receivership and by the Receiver's Application for Fees. The Intervenors respectfully file this response, understanding that many dedicated professionals are working with Receiver as counsel. Intervenors continue to assert that the Receiver's legal fees

need to be reduced. Intervenors are concerned that RV cannot continue to withstand this level of billing without significantly impacting the Intervenors' investment.

II.

It is clear that the Receiver and professionals of K&L Gates are working hard to address the various matters affecting the Receivership. However, the current system of billing is not the most cost effective approach, particularly given the lack of any budgeting. Not unlike the corporate client requesting a budget and/or alternative billing arrangement, the RV Intervenors and investors need the Receiver to prepare monthly or quarterly budgets and seek a more cost effective manner to handle the affairs of the Receivership. Intervenors hereby seek an order from the Court requiring the Receiver to present a legal fees budget to the Court, for Court approval, in order to preserve the assets of the Receivership.

WHEREFORE, Intervenors request that the Court order the Receiver to prepare and present a legal fees budget for Court approval.

Respectfully submitted,

HANCE SCARBOROUGH, LLP

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By: _

Geoffrey D. Weisbart State Bar No. 21102645 Terry Scarborough State Bar No. 17716000

ATTORNEYS FOR INTERVENORS

CERTIFICATE OF SERVICE

I hereby certify that a true and correforwarded to all counsel of record herein by:	ect copy of the foregoing document has
 □ U.S. Mail, First Class or □ Certified Mail (return receipt request □ Facsimile □ Federal Express Delivery □ Hand Delivery ⋈ Electronic Service 	ted)
on this the 23 rd day of May, 2011, to wit:	
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