

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, a	§	
Texas Limited Liability Company,	§	
HILL COUNTRY FUNDING, a Nevada	§	TRAVIS COUNTY, TEXAS
Limited Liability Company, and	§	
WENDY ROGERS,	§	
	§	
Defendants,	§	
	§	
AND	§	
	§	
KIESLING, PORTER, KIESLING, &	§	
FREE, P.C.,	§	
	§	
Relief Defendant.	§	126 th JUDICIAL DISTRICT

**TWELFTH APPLICATION FOR FEES
BY THE RECEIVER AND RECEIVER'S COUNSEL**

Eduardo S. Espinosa, court-appointed temporary receiver for Retirement Value, LLC, files his twelfth application for fees incurred by the Receiver and his counsel, K&L Gates, LLP covering the months of March, April and May 2012.

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, LLP 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.¹

By its Order Regarding the First Application for Fees by the Receiver and Receiver's Counsel entered on October 26, 2010 (the "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, K&L Gates, LLP, for services rendered during the months of March, April and May 2012. The Receiver has incurred fees of \$71,104.00 during the period covered by this Application. He has retained the legal services of K&L Gates, which has incurred fees of \$183,526.39 for the months covered by this

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.

Application. Affidavit of Eduardo S. Espinosa (“Espinosa Affid.”) at ¶10-11 (attached as Exhibit 1). While substantial, these fees were both reasonable and necessary.

The fees charged by the Receiver and his counsel represent a discount of 29.80% from the usual and customary fees charged by K&L Gates. As a general matter, the charge for the services provided by K&L Gates is 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 K&L Gates. The Receiver is charging \$320/hour, which represents a 34% discount from his usual and customary rate of \$485/hour. In addition, K&L Gates has discounted its rates by 9.5% and further discounted its bills by approximately \$52,188.20. In the aggregate the discounts and write-offs associated with this Fee Application amount to \$108,116.40. Espinosa Affid at ¶6. The chart below summarizes the fees charged and the discounts applied.

Invoice Summary				
Services Rendered in:	Mar	Apr	May	Total
Fees Requested				
Matter .00001	85,947.01	98,358.15	56,733.62	241,038.78
Bankruptcy	\$0.00	\$0.00		\$0.00
Matter .00003	149.33		224.00	373.33
Matter.0004	<u>2,310.67</u>	<u>6,944.04</u>	<u>3,963.57</u>	<u>13,218.28</u>
Total	88,407.01	105,302.19	60,921.19	254,630.39
Receiver Incurred	\$28,178.50	\$46,996.50	\$32,592.00	\$107,767.00
Receiver Billed	\$18,592.00	\$31,008.00	\$21,504.00	\$71,104.00
Receiver adj	(\$9,586.50)	(\$15,988.50)	(\$11,088.00)	(\$36,663.00)
KLG Incurred	\$91,733.63	\$110,843.05	\$52,403.12	\$254,979.79
KLG Billed	\$69,815.01	\$74,294.19	\$39,417.19	\$183,526.39
KLG (9.5%) adj.	(\$7,328.65)	(\$7,798.84)	(\$4,137.72)	(\$19,265.20)
Write-offs	(\$14,589.97)	(\$28,750.02)	(\$8,848.21)	(\$52,188.20)
Total Adj	(\$31,505.12)	(\$52,537.36)	(\$24,073.93)	(\$108,116.40)

I. What Have We Accomplished During This Period

During the period covered by this Application, the Receiver and his counsel devoted substantial attention to the prosecution of claims by the estate, to the refinement of a plan that is

anticipated to repay the investors 100% of the amount invested and analyzing and validating the viability of alternative plans that have been and are being proposed. The significant tasks during this time period include, without limitation:

- Maintaining investor communications, including responding to inquiries regarding this matter, the class settlement with Kiesling, Porter, Kiesling & Free, the Receiver's Report; the Plan of Distribution and alternative plans ;
- Attending to the preservation of the estates' assets, including coordination of various accounting matters, funds management, and payment of premiums;
- Attending to and executing the Sale of 3606 Comal Springs
- Engaging in discussions with various capital sources regarding potential transactions by which to increase the portfolio's returns, reduce its risk and accelerate distributions to the investors;
- Responding to due diligence inquiries regarding the proposed plan of distribution;
- Conducting due diligence regarding said potential transactions
- analyze the legal, tax, regulatory and economics of the various proposals (including modeling the insurance policies to be included);²
- Reporting to the Bankruptcy Court
- Analyzing regulatory issues associated with the potential transactions and their structures;
- Analyzing, contrasting and reconciling various alternative plans of distributions;
- Responding to inquiries from federal, state, county and municipal taxing and law enforcement authorities;
- Responding to inquiries from investors, defendants and their respective counsel;
- Responding to various motions by defendants, intervenors and third parties;
- Coordinating and supervising the prosecution of third party claims with the estate's contingency fee counsel; and
- Defending the estate against Ms. Moss' employment claims.

² Because of there are more than 900 investors and the primary assets involved are policies of life insurance, every proposal that has been proposed presents significant tax and securities law issues.

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 on two major initiatives. The first initiative is to develop and execute upon a long-term plan for the portfolio of insurance policies that maximizes the value of those policies. The second initiative is to resolve and collect upon the substantial claims that the estate has against various parties.

The 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 has developed a plan of distribution and a plan for maximizing the value of the portfolio. Based on his research and the results of the actuarial analysis prepared by his consultants, the Receiver believes that the best course of action is to consolidate the portfolio so that all claimants share in all of the assets of the estate and to hold the insurance policies until a substantial number of the policies have matured.³

A. Proposed Plan of Distribution

In May 2011, the Receiver prepared a report describing the actuaries' findings and discussing his recommended plan. He also (i) prepared a formal plan of distribution (the "Initial Plan") and posted it for comment and (ii) filed a motion with the Court to approve the Initial Plan. The Initial 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

³ The Receiver's view may change depending upon the progress of the discussions that are ongoing with various capital sources discussed below.

portfolio.. The involuntary bankruptcy filing on August 12, 2011, preempted Court's consideration of the Initial Plan, which was scheduled to be heard on August 15, 2011.

While preparing the Initial Plan of distribution, the Receiver was also discussing (in person, in writing and by telephone) alternative strategies for monetizing the portfolio for the benefit of the investors with several capital sources.⁴ Early on, the Receiver established the criteria for extending serious consideration to an alternative plan to be that such alternative plan must provide: (i) more money, (ii) less risk, or (iii) accelerated distributions to the investors; and preferably all three. Several different groups entered into non-disclosure agreements with the Receiver to facilitate discussions and a data room was created so that potential capital sources could conduct due diligence. Pursuant to this Court's order, the Receiver proposed a plan of distribution on January 3, 2012 (the "Proposed Plan").

The Proposed Plan availed itself of an existing fund specializing in longevity assets to increase diversification and reduce the risks associated with the portfolio. The Proposed Plan yielded: (a) an increased initial distribution, of about 18%; (b) increased interim distributions due to the estate's significantly lower cash reserve requirements; (c) a broader base of comparable-to-superior longevity assets, substantially increasing the estates diversification; and (d) approximately a 33% reduction in years-to-maturity for the portfolio.

Alternative plans were subsequently submitted by other parties. The court considered issued a letter ruling adopting the Initial Plan on May 11, 2012. A subsequent mediation with the Clearview Plan proponents failed to engender an endorsement for the State, the receivers or the Intervenor, or to otherwise promote reconsideration of any alternative plans.

⁴ As of August 2011, none of these discussions had progressed far enough to be considered a viable option and none presented any basis for delaying consideration of the Initial Plan.

B. Collection Efforts

The Receiver and his counsel are also working to collect on claims owed to the estate. The Receiver has filed suit against David and Elizabeth Gray (former owners of Retirement Value) to recover the substantial sums of money paid to them by Retirement Value. In addition, the Receiver engaged in negotiations with various other parties, including some licensees, towards the settlement of the estate's claims against them and made demand upon the various licensees who sold investments in the RSLIP. George & Brothers, LLP, on behalf of the Receivership, has filed suit against licensees and others to collect amounts owed to the estate.

Because of the expense and risk inherent in litigation, the Receiver is taking a deliberate approach towards the claims of the estate. Generally, the Receiver attempted to engage in negotiations with those against whom the estate had claims, rather than immediately filing suit. Moreover, the Receiver concentrated his initial efforts on claims that were either the most likely to succeed or which provide for the largest potential recovery, including engaging in mediation with certain parties. 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 decided to retain contingency fee counsel to prosecute claims against the licensees.

The Receiver retained, on a contingency fee basis, George & Brothers, LLP, to prosecute claims against the licensees.⁵ In August 2011, George & Brothers filed suit against more than 50 licensees and others owing money to the estate. In addition, it has begun to send demand letters to the remaining licensees and others in an effort to collect additional amounts on behalf of the

⁵ The Receiver will pay reimbursable expenses up to \$50,000 out of pocket and any additional expenses will be paid out of any recovery from the licensees.

estate. Licensees failing to respond to the demand letters will likely be joined in the suit. As of the date of this application the Court has approved over \$265,735.21 in negotiated settlements with third party licensees who participated in the distribution of Retirement Values' RSLIPs. Attorneys at K&L Gates will continue to assist George & Brothers and to supervise their work in this matter.

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 the estate against third parties; (ii) resolution of claims against the estate, and (iii) adoption and execution of a plan of distribution.

The litigation of claims by the estate has been largely outsourced to contingency fee counsel. K&L Gates will continue to have a role in these matters. The Receiver is the plaintiff in these claims and the firm will assist him in supervising the contingency fee lawyers. In addition, lawyers at K&L Gates will continue to assist the contingency fee lawyers in developing the case. As the case progresses and contingency fee counsel develop the institutional knowledge that K&L Gates already possess, we anticipate that the need for assistance from K&L Gates will be minimal.

The resolution of claims against the estate relates mainly to the finalization of the plan of distribution and to the determination of the claims held by various persons against the estate. As discussed above, various groups have been engaged in disputes with the Receiver (which really means the other investors) over the proper manner in which to divide the estates assets among the investors. Each group basically wants the same thing – to have their claims treated preferentially over those of the other investors. Moreover, the Receiver believes that certain

investors, most notably those investors who are also licensees, should recover less than they would otherwise be due because they have already received money from Retirement Value. In addition, given the state of Retirement Value's records, we anticipate that there are claimants whom we have not identified or whose claims may be larger than our records currently reflect. Resolution of these issues will require further litigation before the court.

The Court's adoption of the Initial Plan substantially reduces, if not eliminates, the need for any further expense or delay associated with evaluating alternative asset management strategies. The Receiver will shortly engage in conducting the proof of claim process and establishing the claimants' proportionate interests in the estate's assets.

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.⁶

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

⁶ 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.

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. *Arthur Andersen & Co. v. Perry Equip. Corp.*, 945 S.W.2d 812, 818 (Tex. 1997).⁷ 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 (900 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 and his April 2011 Report and these fee applications previously filed with the Court summarizes the work of the Receiver and his counsel.

Preclusion of other employment. K&L Gates has not 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 K&L Gates professionals working on this matter have been largely precluded from working on other matters.

⁷ 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.

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 K&L in this case are the usual and customary fees that it charges to and collects from its clients for the services of the attorneys and other professionals working on this matter, except that the Receiver is charging 34% less than his usual and customary rate 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.

Every year, K&L Gates undertakes an analysis of the markets in which it operates in order to determine the appropriate fees to charge for its professionals based on the fees charged by its 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 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 17 months on the job, the Receiver has actively managed the affairs of the Alleged Debtor and discharged his State-Court imposed duties. All told, the Receiver has brought nearly \$14 million into the estate over the course of the Receivership Action.⁸ He has filed a plan of distributions with an expected

⁸ These recoveries include (i) \$1.25 million secreted by the principals of the Alleged Debtor into Special Acquisitions, Inc.; (ii) \$560,000 and 8 policies of insurance worth about \$1.4 million collected from James Settlement Services; (iii) \$124,000 in cash and \$195,000 in debt-reduction from a settlement with Bruce Collins; (iv) \$710,000 in a settlement with Kiesling Porter; (v) \$600,000 in assets from a settlement with Dick and Catherine Gray; (vi) \$10,117,534 collected from Pacific Life on the PLI140 policy, which was initially disputed by Pacific Life; and (vii) \$34,564 in recovered state franchise taxes.

return to the investors of 100% of their investment, including an immediate 18% distribution (approximately \$14 million).

Time limitations. Time is of the essence in a receivership. This is particularly true in the 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, K&L Gates has provided a discount of 23.73% off of the fees it would normally charge for the work performed during this time period.

Experience, reputation, and ability of the professionals. K&L Gates is one of the world's premier law firms. It comprises nearly 2,000 lawyers who practice in 41 offices located on four continents. 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.

Additionally, the Receiver is tasked with preserving Retirement Value's assets for the benefit of the investors, which requires, among other things, that the Receiver perpetuate certain aspects of Retirement Value's operations. By April 2010, Retirement Value was subject to the

TSSB's cease-and-desist order which curtailed the sell side of its operations, effectively providing a benchmark for its administration expenses. By comparison, the Receiver's fees are significantly less than Retirement Value's April 2010 benchmark. The table below reflects the efficiencies recognized by the Receiver in administering the estate's assets, as compared to Retirement Value.

	Retirement Value (April 2010)	Receiver's Average Monthly Fees (Application Period)	Average Efficiencies Recognized
<i>Expenses</i>			
Payroll	161,598.27		
Other Expenses	<u>107,384.87</u>		
<i>Total Expenses</i>	<u>\$268,983.14</u>	\$ 84,876.80	\$184,106.34

The fees requested for services rendered in the months covered by this Application are, on average, \$184,106.34 less than Retirement Value's expenses in April 2010. Moreover, the fees requested in this application are 29% less than the average monthly fees in all preceding fee applications.

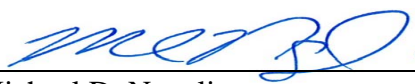
The Receiver anticipates that his fees and the fees of his counsel will fluctuate over the coming months but continue to trend downward. The amount of fees incurred will depend primarily on the attractiveness of alternatives to the plan and the degree of due diligence efforts undertaken that are necessary and appropriate in order to recommend that such alternative strategy be implemented. 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.

The fees incurred during March, April and May 2012 are generally consistent with the budget trends submitted on November 11, 2011. The primary expense drivers were, as anticipated, the due diligence associated with alternative plans of distribution and litigation expenses. In the period covered by this Application, we addressed (i) hearing on the multiple plans of distributions before the court; (ii) various motions to approve plan(s), to intervene, , to stay, to sever, to arbitrate, to mediate, to strike, for special exemptions, for payment of taxes, to approve sale of real estate ...; and (iii) successfully mediated with Defendants Rogers and McDermott; which in the aggregate disproportionately contributed to the legal expenses, but overall expenses came in as expected for the period.

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,



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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above pleading has been served on the following counsel on this the 6th day of July 2012 via e-mail and as indicated below:

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<p><i>Via electronic service</i> Matthew G. Nielsen Spencer C. Barasch ANDREWS & KURTH, LLP 1717 Main Street, Suite 3700 Dallas, Texas 75201 (214) 659-4400 (214) 659-4794 fax matthewnielsen@andrewskurth.com sbarasch@andrewskurth.com</p> <p>David P. Whittlesey ANDREWS & KURTH, LLP 111 Congress Avenue, Suite 1700 Austin, Texas 78701 (512) 320-9330 (512) 481-4930 fax davidwhittlesey@andrewskurth.com ATTORNEYS FOR KIESLING DEFENDANTS</p>	<p><i>Via electronic service</i> Michael W. O'Donnell Dean V. Fleming FULBRIGHT & JAWORSKI L.L.P. 300 Convent Street, Suite 2100 San Antonio, Texas 78205-3792 (210) 224-5575 (210) 270-7205 fax modonnell@fulbright.com dfleming@fulbright.com</p> <p>Paul Trahan Cristina C. Longoria FULBRIGHT & JAWORSKI L.L.P. 98 San Jacinto Boulevard, Suite 1100 Austin, Texas 78701-4255 (512) 474-5201 (512) 536-4598 fax ptrahan@fulbright.com clongoria@fulbright.com COUNSEL FOR WELLS FARGO THIRD PARTY DEFENDANTS AND WHITNEY GILES</p>
<p><i>Via electronic service</i> Alexander S. Roig ALLEN & ROIG, LLP 3003 N.W. Loop 410 San Antonio, Texas 78230 (210) 377-2529 (210) 240-1346 fax allenroig@sbcglobal.net COUNSEL FOR THIRD PARTY DEFENDANTS SENIOR TEXAS ESTATE PLANNING SERVICES, WILLIAM EVANS, RICHARD EVANS AND DON WISSNER</p>	<p><i>Via electronic service</i> Benjamin S. DeLeon Thomas P. Washburn DE LEON & WASHBURN, P.C. 901 S. MoPac Expressway, Suite 230 Austin, Texas 78746 (512) 478-5308 (512) 482-8628 fax bdeleon@dwlawtx.com pwashburn@dwlawtx.com COUNSEL FOR THIRD PARTY DEFENDANT MICHAEL McDERMOTT</p>
<p><i>Via electronic service</i> Todd A. Marquardt MARQUARDT LAW FIRM 11919 Jones Maltsberger San Antonio, Texas 78216 (210) 320-8800 (210) 247-9396 fax todd@marquardtlawfirm.com COUNSEL FOR THIRD PARTY DEFENDANT JAMES STRIZAK</p>	<p><i>Via electronic service</i> James Craig Orr, Jr. HEYGOOD, ORR & PEARSON 2331 W. Northwest Highway, 2nd Floor Dallas, Texas 75220 (214) 237-9001 (214) 237-9002 fax jim@hop-law.com COUNSEL FOR THIRD PARTY DEFENDANTS JAMES CRAIG ORR, JERRY NEAL ORR AND JOHN REAGAN</p>

<p><i>Via electronic service</i> Noreen Cabrera BAUGH DALTON CARLSTON & RYAN, LLC 717 North Harwood Street, Suite 2400 Dallas, Texas 75201 (214) 382-2562 (214) 382-2561 fax ncabrera@baughdaltonlaw.com COUNSEL FOR THIRD PARTY DEFENDANT TONY ADKISON</p>	<p><i>Via electronic service</i> Jason W. Snell Kimberly D. Culver Cori R. Conner THE SNELL LAW FIRM, PLLC 818 W. 10th Street Austin, Texas 78701 (512) 477-5291 (512) 477-5294 fax jsnell@snellfirm.com COUNSEL FOR THIRD PARTY DEFENDANT SUSAN R. BLACK</p>
<p><i>Via U.S. Mail CMRRR</i> Andrea S. Loveless LOVELESS LAW FIRM, LLP 23121 Verdugo Drive, Suite 102 Laguna Hills, California 92653 (949) 679-4690 (949) 679-4696 fax andrea@lovelesslawfirm.com COUNSEL FOR THIRD PARTY DEFENDANT THOMAS MEAGLIA</p>	<p><i>Via U.S. Mail CMRRR</i> Richard H. Gray Catherine Gray 301 Main Plaza, #349 New Braunfels, Texas 78130 (210) 392-3550 legalfoodfight@yahoo.com PRO SE DEFENDANTS</p>
<p><i>Via U.S. Mail CMRRR</i> Joseph Donnantuoni 15215 Berry Trail, #912 Dallas, Texas 75248 Joeytd11@yahoo.com PRO SE THIRD PARTY DEFENDANT</p>	<p><i>Via U.S. Mail CMRRR</i> David and Elizabeth Gray 4559 E. 107th Street Tulsa, Oklahoma 74137 (301) 512-4131 esogray72@gmail.com PRO SE THIRD PARTY DEFENDANT</p>
<p><i>Via U.S. Mail CMRRR</i> Gary H. Oliver 1899 CR 3265 Mount Pleasant, Texas 75455 goliver@goprprv.com (903) 717-1546 PRO SE THIRD PARTY DEFENDANT</p>	<p><i>Via U.S. Mail CMRRR</i> Gary J. Lenahan 228 Crawford Street Beckley, West Virginia 25801 PRO SE THIRD PARTY DEFENDANT</p>
<p><i>Via U.S. Mail CMRRR</i> Sam L. Hensley P.O. Box 155 2415 Hwy 16 N. Bandera, Texas 78003 (830) 796-8247 sam.hensley@sbcglobal.net PRO SE THIRD PARTY DEFENDANT</p>	<p><i>Via U.S. Mail CMRRR</i> Jeff Mejia 2609 Gabrianna Court Columbia, Missouri 65203 (913) 208-4884 jeffjmejia@yahoo.com PRO SE THIRD PARTY DEFENDANT</p>

Via U.S. Mail CMRRR

Andrew D'Agostino
Harvest Planning, LLC
41 Brook Street
West Sayville, New York 11796

PRO SE THIRD PARTY DEFENDANT

Via U.S. Mail CMRRR

Byron Tyghe Williams
P.O. Box 88
Mentor, Ohio 44061-0088
(440) 209-9977

PRO SE



Michael D. Napoli

Exhibit 1

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, a	§	
Texas Limited Liability Company,	§	TRAVIS COUNTY, TEXAS
HILL COUNTRY FUNDING, a Nevada	§	
Limited Liability Company, and	§	
WENDY ROGERS,	§	
	§	
Defendants,	§	
	§	
AND	§	
	§	
KIESLING, PORTER, KIESLING, &	§	
FREE, P.C.,	§	
	§	
Relief Defendant.	§	126 th JUDICIAL DISTRICT

AFFIDAVIT OF EDUARDO S. ESPINOSA

BEFORE ME, the undersigned authority, on this day personally appeared Eduardo S. Espinosa, who is personally known to me, and after being duly sworn according to law, upon his/her oath duly deposed and said:

1. My name is Eduardo S. Espinosa. I am over the age of twenty-one (21) years, of sound mind, and fully competent to testify in this cause. I have personal knowledge of the facts stated herein, all of which are true and correct.

2. I am a partner in the law firm of K&L Gates, LLP. I was admitted to practice law in the State of Louisiana in 1996 and in the State of Texas in 1999. Prior to entering private practice, I was an Enforcement Attorney with the United States Securities and Exchange Commission, where I investigated violations of and enforced the antifraud provisions of the

federal securities laws. Since entering private practice in 1998, I have 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 Tenth 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 TI"), I have employed professionals necessary "for an efficient and accurate administration of the receivership estate." To this goal, I have retained the law firm of K&L Gates to represent me in connection with my duties and responsibilities as Receiver and have utilized a number of K&L Gates lawyers and paralegals to assist me therewith. I have not acted as my own counsel.

5. Attached to this Affidavit as Exhibits A, B, C, D, E, F, G, and H are redacted copies of K&L Gates' invoice 2563550, 2582810, 2598251, 2563555, 2598197, 2563556, 2583766 and 2600186 respectively (the "Invoices"). The Invoices detail the services performed, during the months of March, April and May 2012, by: (a) myself as Receiver; and (b) K&L Gates as Receiver's counsel. At the end of each 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.

6. As a general matter, the charge for the services provided by K&L Gates is determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate.

The fees charged by the Receiver and his counsel represent a discount of approximately 29.8% from the usual and customary fees charged by K&L Gates. In this case, the billing rate of

each timekeeper was discounted from the usual and customary rates charged by K&L Gates. The Receiver is charging \$320/hour, which represents a 34% discount from his usual and customary rate of \$485/hour. In addition, K&L Gates has discounted its rates by 9.5% and further discounted its bills by approximately \$52,188.20. In the aggregate the discounts and write-offs associated with this Fee Application amount to \$108,116.40. The chart below summarizes the fees charged and the discounts applied.

Invoice Summary				
Services Rendered in:	Mar	Apr	May	Total
Fees Requested				
Matter .00001	85,947.01	98,358.15	56,733.62	241,038.78
Bankruptcy	\$0.00	\$0.00		\$0.00
Matter .00003	149.33		224.00	373.33
Matter.0004	<u>2,310.67</u>	<u>6,944.04</u>	<u>3,963.57</u>	<u>13,218.28</u>
Total	88,407.01	105,302.19	60,921.19	254,630.39
Receiver Incurred	\$28,178.50	\$46,996.50	\$32,592.00	\$107,767.00
Receiver Billed	\$18,592.00	\$31,008.00	\$21,504.00	\$71,104.00
Receiver adj	(\$9,586.50)	(\$15,988.50)	(\$11,088.00)	(\$36,663.00)
KLG Incurred	\$91,733.63	\$110,843.05	\$52,403.12	\$254,979.79
KLG Billed	\$69,815.01	\$74,294.19	\$39,417.19	\$183,526.39
KLG (9.5%) adj.	(\$7,328.65)	(\$7,798.84)	(\$4,137.72)	(\$19,265.20)
Write-offs	(\$14,589.97)	(\$28,750.02)	(\$8,848.21)	(\$52,188.20)
Total Adj	(\$31,505.12)	(\$52,537.36)	(\$24,073.93)	(\$108,116.40)

7. I have personal experience working with every person billing time to this matter, they are each of high quality and their 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 year, K&L Gates undertakes an analysis of the markets in which it operates in order to determine the appropriate fees to

charge for its professionals based on the fees charged by its 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 K&L Gates in this matter are well within the norm for firms of its 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 K&L Gates 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 \$71,104.00. The amount billed for my counsel's professional services during the period covered by this application is \$183,526.39. 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 from March 1, 2012 through May 31, 2012 are reasonable.

11. I have reviewed K&L Gates' invoices for services rendered from March 1, 2012 through May 31, 2012. Based on my experience and knowledge of this matter, the work performed by my staff from March 1, 2012 through May 31, 2012 was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

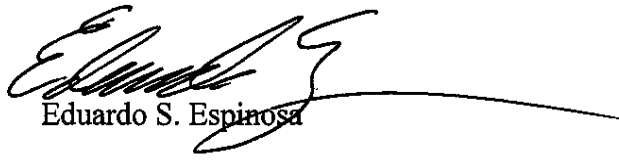
12. In addition, the Receiver is tasked with preserving Retirement Value’s assets for the benefit of the investors, which requires, among other things, that the Receiver perpetuate certain aspects of Retirement Value’s operations. The Receiver’s fees are substantially less than Retirement Value’s operating expenses in April 2010. April 2010 is significant because Retirement Value was already subject to the TSSB’s cease-and-desist order that curtailed the sell side of its operations, effectively providing a benchmark for its administrative expenses. The table below reflects the efficiencies recognized by the Receiver in administering the estate’s assets, as compared to Retirement Value.

	Retirement Value (April 2010)	Receiver’s Average Monthly Fees (Application Period)	Average Efficiencies Recognized
<i>Expenses</i>			
Payroll	161,598.27		
Other Expenses	<u>107,384.87</u>		
<i>Total Expenses</i>	<u>\$268,983.14</u>	\$ 84,876.80	\$184,106.34

The fees requested for services rendered in the months covered by this Application are, on average, \$184,106.34 less than Retirement Value’s expenses in April 2010. Moreover, the fees requested in this application are 29% less than the average monthly fees in all preceding fee applications.

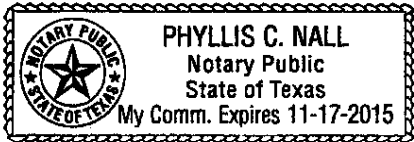
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FURTHER AFFIANT SAYETH NOT.


Eduardo S. Espinosa

SUBSCRIBED AND SWORN TO BEFORE ME this 6th day of July 2012.


Notary Public



My Commission Expires: 11-17-2015

Exhibit A

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

April 18, 2012
Invoice: 2563550
Matter Desc.: State of Texas vs.
Retirement Value LLC, et. al.
Client/Matter #: 1203981.00001

This statement covers fees for legal services rendered for your account during the period ending 03/31/2012.
Detailed information regarding these fees is attached.

Current Charges:

Fees 85,947.01

Total Current Charges

\$85,947.01

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE MAY 18, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2563550

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2563550

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

April 18, 2012
Invoice: 2563550

FOR PROFESSIONAL SERVICES RECORDED AS OF 03/31/12:

Matter: 1203981.00001

Matter Description: State of Texas vs. Retirement Value LLC, et. al.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/1/12	Espinosa, E. S.	0.70	224.00	Correspond with G. Pronske and M. Napoli regarding scheduling mediation (.2); confer with M. Napoli regarding actuarial modeling of Clearview plan (.4); correspond with D. Horowitz (.1)
3/1/12	Napoli, M. D.	5.00	2,488.75	Prepare for Beste settlement conference (.5); prepare presentation for court (3.0); prepare supplement to motion to approve plan (1.5)
3/2/12	Espinosa, E. S.	2.00	640.00	Telephone conference with D. Horowitz regarding Proposed Plan (.5); correspond with M. Napoli and Lewis & Ellis regarding modeling (.2); correspond with S. Crohn regarding unavailable LE's (.2) confer with J. Thomas regarding R. Thorburn (.4); telephone conference with L. Cower at HBW regarding W. Orr settlement (.4); review Levin/Schroeder notice of appeal (.2); confer with M. Napoli regarding pending due diligence request (.1)
3/2/12	Napoli, M. D.	6.60	3,285.15	Review and respond to Thorburn settlement offer (.2); review status of AVS LE reports and prepare memo regarding same (.5); e-mail correspondence with J Lee regarding updated stochastic model and modeling of Beste plan (.5); telephone conference with E Espinosa and D Horowitz (.8); prepare for Beste/James settlement conference (3.0); work on supplement to motion to approve plan (1.5); e-mail correspondence with G Pronske regarding Clearview documents (.1)
3/5/12	Brown, A. G.	0.60	114.03	Review incoming court filings and update pleading files (.3); conduct and respond to telephone inquiry from two investors (.3)

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 Invoice: 2563550

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/5/12	Espinosa, E. S.	3.30	1,056.00	Telephone conference with J. Lee (at Lewis & Ellis) and M. Napoli regarding modeling Clearview (.8); confer with J. Thomas regarding R. Thorburn; Trifiletti; (.6) review Motion to Stay response (.4); confer with S. Crohn regarding missing LE's (.4); correspond with A. Cullen regarding LE's (.2); correspond with G&B regarding expert expense (.1); review letters to clerk (.2); research detail regarding W. Orr and M. Pety and forward same (.5); review correspondence from R. Wright (.1)
3/5/12	Napoli, M. D.	7.00	3,484.25	Telephone conference with J. Lee and E. Espinosa regarding new actuarial studies (.8); analyze new LE information (.5); respond to inquiry from Vida regarding new LE information (.5); e-mail correspondence with L. Cowen regarding licensee Pety (.2); e-mail correspondence with J. Lee regarding new LE reports (.1); e-mail correspondence with J. Thomas regarding Thorburn negotiations (.1); review filings in trial and appellate court (.3); prepare for Beste/James settlement conference (1.0); prepare supplement to motion to approve (3.5)
3/6/12	Espinosa, E. S.	2.20	704.00	Confer with D. Young & M. Napoli regarding Protective Order's effectiveness (.2); correspondence with R. Kipp regarding coordination with Craig Franklin (.3); Review Analysis of AP&G offer and correspondence with J. Thomas regarding same (.7); Confer with M. Napoli regarding objective for the 3/19 meeting and coordination of efforts (.6); Research M. Pety's comp and correspondence with M. Napoli regarding same (.4).
3/6/12	Napoli, M. D.	5.60	2,787.40	Prepare supplement to motion to approve plan (4.5); confer with E. Espinosa regarding Beste/James conference (.5); e-mail correspondence with G. Pronske regarding conference (.5); e-mail correspondence with G. Weisbart (.1)
3/7/12	Espinosa, E. S.	1.60	512.00	Correspond w/ K. Henderson, A. Cullen, M. Murigi and M. Napoli regarding policy information and missing updated medicals and the corresponding LE's (.4); conference with M. Napoli regarding 3/19 meeting with Pronske's clients (.3); Confer with J. Thomas and review analysis regarding AG&P's offer (.3) correspondence with J. Thomas, J. George and M. Napoli regarding Milkie's "finder" theory.
3/7/12	Napoli, M. D.	8.10	4,031.77	Review/revise reply in support of MSJ (1.0); e-mail correspondence regarding Beste deposition (.2); confer with E. Espinosa regarding updated medicals (.2); e-mail correspondence with G. Pronske

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 Invoice: 2563550

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/8/12	Brown, A. G.	1.60	304.08	regarding Clearview due diligence materials (.2); review policies for STOLI issues (.5); prepare supplement to motion to approve plan (6.0)
3/8/12	Espinosa, E. S.	1.50	480.00	Review incoming email and draft responses to same (.7); conduct research regarding A. Cooper account and forward documentation regarding payment of commissions (.6); conduct and respond to telephone inquiry from one investor (.3)
3/8/12	Napoli, M. D.	5.00	2,488.75	Correspond with G&B regarding Milkie's "Finder" defense (.5); confer with J. Thomas regarding California Defendants (.2); confer with J. Thomas regarding Beste deposition and Thorburn (.4); correspond with ASG regarding consideration for updated medicals (.2); confer with TSSB and Tx AG regarding scheduling matters (.2)
3/9/12	Brown, A. G.	0.70	133.04	Review and revise 4th Amended petition (2.0); e-mail correspondence with J. Thomas regarding AGP settlement negotiations (.2); e-mail correspondence with D. Young (.3); prepare supplement to motion to approve plan (2.5)
3/9/12	Espinosa, E. S.	1.80	576.00	Conduct and respond to telephone inquiry from one investor (.2); review incoming email and respond to same (.2); review incoming court filings and update pleading files (.3)
3/9/12	Napoli, M. D.	4.50	2,239.88	Review correspondence regarding Rentea's objection to Beste's deposition location and the Siegel/Arazona depositions (.3); confer with J. George regarding Proof of Claim date (.2); confer with D. Young and M. Napoli regarding Vida depositions (.4); address license settlements with J. Thomas (.4); correspond with T. Triesh regarding Comal Texas insurance (.2); confer with Napoli regarding receiver's representation vis-a-vis Vida
3/12/12	Brown, A. G.	0.80	152.04	Review correspondence b/w B. Rentea and D. Young regarding Vida depositions (.1); e-mail correspondence and teleconferences with D. Young regarding Vida depositions (.4); e-mail correspondence and teleconferences with J Thomas and E Espinosa regarding licensee settlement offers (.4); Prepare for meetings with State, George & Brothers and G. Weisbart (.5); prepare for Beste James settlement conference (.6); prepare supplement for motion to approve (2.5)
3/12/12	Espinosa, E. S.	6.00	No Charge	Conduct and respond to telephone inquiry with two investors (.3); update investor index (.2); review incoming email and draft responses to same (.3) Travel to/from Austin, TX

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/12/12	Espinosa, E. S.	3.50	1,120.00	Meeting at George & Bros (1.5); Meeting with TSSB and OAG (1.0); meeting with G. Weisbart and M. Adams (1.0)
3/12/12	Napoli, M. D.	3.30	1,642.58	Meet with J. Thomas and J George (1.5); meet with A. Goldate, K. Kennedy and J. Hohengarten (1.0); meet with G. Weisbart and M. Adams (.8)
3/12/12	Napoli, M. D.	8.00	No Charge	Travel to/from Austin, TX
3/13/12	Brown, A. G.	0.90	171.04	Conduct and respond to telephone inquiry of two investors (.2); review incoming email and respond to same (.2); review incoming court filings and update pleading files (.3); review incoming mail and update client index (.2)
3/13/12	Dietel, K.	1.00	384.63	Confer with M. Napoli regarding motion to quash (.2); review notices and information regarding quashing apex deposition (.8)
3/13/12	Espinosa, E. S.	5.50	1,760.00	Telephone conference with J. Lee and M. Napoli to refine Clearview modeling (.6); review and refine draft power point presentation (.7); review invoicing and projections from ASG, confer regarding same with M. Murigi (.3); attend to settlement negotiations with AG&P, R. Wright's clients and M. Wood (.9); review licensee payment history of Granite Pacific and J. Ranhofer, discuss same with J. Thomas (.6); review Levin & Schroeder's discovery response (.2); monitor correspondence between B. Rentea and M. Napoli regarding Austin Ventures personnel, confer with M. Napoli regarding same (.7); review Settlement correspondence with L. York (.2); review McDermott's answers (.4); attend to Order denying PMSJ (.3); respond to investor inquiries regarding Special Receiver's correspondence and redirect to J. Mortensen (.6)
3/13/12	Napoli, M. D.	5.30	2,638.08	Prepare supplement to motion to approve plan (3.0); e-mail correspondence with B. Rentea regarding Vida depositions (.4); telephone conference with E. Espinosa and J. Lee (.4); review/revise order denying Receiver's MSJ (.2); review/analyze McDermott answer (.5); working session with E. Espinosa regarding March 22 conference (.8)
3/14/12	Dietel, K.	1.50	576.95	Draft motion to quash (1.3); confer with M. Napoli regarding motion to quash (.2)
3/14/12	Espinosa, E. S.	7.70	2,464.00	Analyze AGL130 and LFG081 Client Participation Examples (6.3); review BKD January 2012 Invoice (.2); Review ComalTex renewal (.3); review Cash Balance and correspondence with J. Lee (L&E) and L. Haxel (Chase) regarding same (.3); conference with J. Thomas regarding settlements (.3); review

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 Client/Matter #: 1203981.00001

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 Invoice: 2563550

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/14/12	Napoli, M. D.	4.20	2,090.55	deLeon's filings (.3) Prepare supplement to motion to approve plan (3.0); e-mail correspondence with J. Thomas (.2); work session with E. Espinosa regarding March 22 presentation and Beste James settlement conference (1.0)
3/15/12	Brown, A. G.	1.00	190.05	Review incoming court filings and update pleading files (.3); conduct and respond to telephone inquiry of two investors (.7)
3/15/12	Espinosa, E. S.	5.00	1,600.00	Telephone conference with J. Lee about initial run (.4); confer with S. Crohn regarding subpoena, HCF and missing LE's (.5); reviewed presentation for Settlement Conference (1.3); review AGL 130 analysis (1.1); review correspondence from L. Moseley (.2); attend to correspondence between B. DeLeon and J. Thomas (.3); working session with M. Napoli regarding presentation (1.2)
3/15/12	Napoli, M. D.	2.30	1,144.82	Telephone conference with E. Espinosa and J. Lee (.4); telephone conference with S. Crohn regarding subpoena, LEs and HCF policies (.3); review orders from court of appeals (.1); working sessions with E. Espinosa regarding settlement presentation (1.2); correspondence with J. Thomas regarding settlements and McDermott (.3)
3/16/12	Brown, A. G.	0.90	171.04	Conduct and respond to telephone inquiry from one investor (.2); review incoming court filings and update pleading files (.5); revise certificate of service on Motion to Quash (.2)
3/16/12	Dietel, K.	0.70	269.24	Draft Motion for Protective Order (.7)
3/16/12	Espinosa, E. S.	3.90	1,248.00	Review Anderson's offer; analyze disbursement and receipts to convey final settlement offer to J. Thomas (1.5); review L&E draft analysis; telephone conference with J. Lewis regarding same (.6); telephone conference with J. Lee regarding results of initial run refocusing the model; review initial actuarial analysis (.5); renew Comal Texas policy, remit premiums; correspond with T. Triesch regarding same (.6); review McDermott's Motion for Clarification (.2); confer with M. Napoli regarding Clearview's due diligence response (.3)
3/16/12	Napoli, M. D.	4.80	2,389.20	Work on settlement presentation (1.5); prepare for meeting with Beste/James (2.0); e-mail correspondence with G. Pronske (.2); review preliminary analysis from J. Lee (.5); telephone conference with J. Lee and E. Espinosa regarding preliminary analysis (.4); review McDermott motion for clarification of order (.2)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/16/12	Sanchez, J. R.	0.60	114.03	Prepare, stage and load production docs into Ringtail in preparation for attorney review per the request of M. Napoli
3/19/12	Brown, A. G.	0.10	19.01	Review incoming court filings and update pleading files (.1)
3/19/12	Dietel, K.	2.80	1,076.96	Draft Motion to Quash and for Protective Order, supporting affidavits regarding depositions of J. Arazona and P. Siegel and proposed Order
3/19/12	Espinosa, E. S.	5.50	1,760.00	Meeting with J. Thomas regarding James et al (1.5); meeting with G. Pronske, M. Beste, M. Hammond, D. James, J. Thomas and M. Napoli (4.0)
3/19/12	Napoli, M. D.	8.30	4,131.33	Telephone conference with B. Rentea and D. Young regarding Vida depositions (.4); telephone conference and e-mail correspondence with D. Young regarding Vida depositions (.2); review and revise motion to quash notices of deposition (.3); prepare for Beste/James settlement conference (2.0); meeting with J. Thomas regarding settlement conference (1.5) attend Beste/James settlement conference (4.0)
3/20/12	Brown, A. G.	1.80	342.09	Organize, review and finalize Motions and prepare for filing with court (1.2); conduct and respond to telephone inquiry of one investor (.2); review incoming court filings and update pleading files (.4)
3/20/12	Dietel, K.	3.50	1,346.21	Draft Motion to Quash and Motion for Protective Order and Proposed Order regarding same (3.0); coordinate regarding finalization of documents, filing same with court and service of documents (.5)
3/20/12	Espinosa, E. S.	1.40	448.00	Review correspondence from J. Thomas regarding 3/19 meeting (.4); correspond with J. Thomas regarding AG&P and Trifiletti (.2); correspond with BDK regarding Chase statement (.1); telephone conference with T. Gallanis (.1); conference with J. Lee regarding revised model (.2); review L&E updates (.4)
3/20/12	Napoli, M. D.	5.40	2,687.85	Respond to Vida due diligence requests (.3); review and revise motion to quash depositions (.4); prepare memo regarding Beste/James settlement conference (.4); conference with E. Espinosa regarding ISC LE's (.1); correspondence with J. Lee regarding updated actuarial reports (.2); prepare supplement to motion to approve plan (4.0)
3/20/12	Sanchez, J. R.	0.40	76.02	Prepare PDF files of "Vida HCF Policies" documents in Ringtail and burn to CDs per M. Napoli's request
3/21/12	Brown, A. G.	0.90	171.05	Conduct and respond to telephone inquiry of one investor (.2); review incoming court filings and update pleading files (.5); review incoming email and prepare responses to same (.2)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/21/12	Espinosa, E. S.	3.10	992.00	Respond to Rentea's inquiry regarding representation of Austin Venturer; confer with Napoli regarding same (.3); preparation for 3/22 hearing (2.3); review correspondence from J. Travish regarding R. Kessler (investor) (.2); review revised actuarial analysis (.3)
3/21/12	Napoli, M. D.	4.20	2,090.55	Review latest actuarial reports from L&E (.4); e-mail correspondence with J. Lee regarding same (.2); correspondence with J. Parsons regarding motion for confidentiality order (.2); review and analyze response to motion to quash (.3); prepare for hearings and settlement conference (2.5); correspondence with J. Thomas regarding policy information (.3); respond to Rentea e-mail inquiry regarding Austin Ventures (.3)
3/22/12	Brown, A. G.	0.70	133.04	Conduct and respond to telephone inquiry from one investor (.2); review incoming court filings and update pleading files (.2); review incoming emails and respond to same (.3)
3/22/12	Espinosa, E. S.	4.00	1,280.00	Attend hearing on Wells Fargo's Motion to Compel Arbitration (3.0); meeting with J. Thomas, M. Napoli post hearing (1.0)
3/22/12	Espinosa, E. S.	5.00	No Charge	Travel to/from Austin, TX
3/22/12	Napoli, M. D.	3.30	1,642.58	Attend hearings (2.5); conference with J. Thomas (.5); confer with D. Young (.3)
3/22/12	Napoli, M. D.	5.00	No Charge	Travel to/from Austin, TX
3/23/12	Brown, A. G.	1.30	247.07	Conduct and respond to telephone inquiry of two investors (.5); conduct research regarding investments of C. Nixon and L. Fowler and forward relevant documentation to investor (.4); review incoming court filings and update pleading files (.4)
3/23/12	Espinosa, E. S.	2.00	640.00	Correspondence with B. Fanc regarding 3606 (.2); Confer with D. Young regarding Deposition notice and supporting materials (.4); research RV's initial sale of an RSLIP interest (.4); correspondence with C. Franklin and R. Kipp regarding 2012 1120S & k-1s (.3); review 4th amended Cross Claim (.4); confer with J. Thomas regarding AG&P (.3)
3/23/12	Napoli, M. D.	5.70	2,837.18	E-mail correspondence with C. Franklin regarding taxes (.1); research and e-mail correspondence with M. Adams regarding first sale (.3); telephone conference and e-mail correspondence with D. Young regarding depositions and medial inquiries (.3); review deposition notices for Vida depositions (.3); review orders from court (.2); prepare for hearing on plan approval (4.5)
3/26/12	Brown, A. G.	0.30	57.02	Review incoming court filings and update pleading files

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/26/12	Espinosa, E. S.	1.60	512.00	Telephone conference with D. Yang regarding side-letter agreement and deposition (.4); telephone conference with J. Thomas regarding Rentea's Motion for Clarification (.5); Confer with M. Napoli and A. Brown regarding Plan objections (.2); correspond with R. Kipp regarding Gray redemption; confer with J. Thomas regarding RG&P (.1); correspond with L. Edwards regarding 3606
3/26/12	Gonzalez, M.	2.30	374.67	Organize and prepare selected production documents and otherwise prepare M. Napoli for meeting with the client.
3/26/12	Napoli, M. D.	7.80	3,882.45	Analyze Rentea clients' motion to clarify (.6); confer with J. Thomas regarding motion to clarify (.2); prepare for meeting with D. Young (1.5); confer with R. Sanchez regarding inadvertent production of privilege documents (.2); prepare correspondence with G. Pronske regarding inadvertent production (.2); confer with K. Dietel regarding amended responses to discovery regarding Vida (.1); review response to motions to stay (); e-mail correspondence with D. Young regarding confidentiality order and depositions (.1); e-mail correspondence with R. Kipp regarding redemption of Gray membership interests and tax returns (.3); prepare order regarding Fee App 10 (.2); work on outline for plan hearing (4.0)
3/27/12	Brown, A. G.	1.00	190.05	Conduct and respond to telephone inquiry from one investor (.2); review and finalize Amended Responses to Request for Production and prepare for mailing to parties (.5); review incoming court filings and update pleading files (.3)
3/27/12	Dietel, K.	3.70	1,423.13	Review Vida document production (1.0); exchange e-mail correspondence with R. Sanchez regarding document production (.2); draft Receiver's Amended Responses to Beste First Request for Production (1.8); exchange e-mail correspondence with M. Napoli regarding same (.2); prepare Amended Responses for service and draft correspondence regarding same (.5)
3/27/12	Espinosa, E. S.	1.60	512.00	Telephone conference with J. Thomas regarding AG&P and document review (.4); confer with J. Thomas regarding J.T. Donnatuonni and TL Borok (.5); review response to Emergency Motion to Stay (.3); address M. Gioilance with TDI (.2); review response to Beste's RFP (.2)
3/27/12	Napoli, M. D.	4.50	No Charge	Travel to Austin, TX
3/27/12	Napoli, M. D.	2.50	1,244.38	Meet with D. Young, J. Serra and S. Crohn

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/27/12	Sanchez, J. R.	2.20	418.11	Remove privilege docs from Vida production; prepare documents in Ringtail for production
3/28/12	Brown, A. G.	0.80	152.04	Conduct and respond to telephone inquiry of one investor (.2); review incoming court filings and update pleading files (.2); draft letter to G. Pronske enclosing revised Vida production and arrange for delivery of same (.4)
3/28/12	Dietel, K.	0.20	76.93	Draft correspondence and prepare revised Vida Production for service on counsel for Beste (.2)
3/28/12	Napoli, M. D.	6.20	3,086.05	Attend hearing (2.2); meet with D. Young (1.0); attend deposition of Dan Young (3.0)
3/28/12	Napoli, M. D.	4.50	No Charge	Return travel to Dallas, TX
3/29/12	Brown, A. G.	1.50	285.08	Conduct and respond to telephone inquiry from two investors (.4); conduct research regarding J. Burian investment and forward documents to investor (.4); update client information index (.2); review incoming court orders, filings and update pleading files (.5)
3/29/12	Napoli, M. D.	4.10	2,040.78	Review and analyze Beste/James answer and counterclaim (1.0); e-mail correspondence with J Thomas regarding same (.3) review and analyze new Beste plan materials including research on proposed service providers (2.0); prepare correspondence to J. Lee regarding actuarial analysis of Beste plan (.5); prepare correspondence to G. Pronske regarding information still needed for Beste plan (.3)
3/30/12	Brown, A. G.	0.60	114.03	Conduct and respond to telephone inquiry from one investor (.2); revise investor client index (.1); review incoming court filings and update pleading files (.3)
3/30/12	Dietz, M.S.	0.30	No Charge	Telephone conference with M. Napoli regarding document preparation and hearing preparation; emails regarding same.
3/30/12	Napoli, M. D.	8.00	3,982.00	Prepare for plan hearing (3.0); work on supplement to motion to approve (5.0)
TOTAL HOURS				242.80
TOTAL FOR SERVICES				\$85,947.01

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TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	117.20	497.75	58,336.33
Dietel, K.	13.40	384.63	5,154.05
Espinosa, E. S.	57.90	320.00	18,528.00
Brown, A. G.	15.50	190.05	2,945.80
Sanchez, J. R.	3.20	190.05	608.16
Gonzalez, M.	2.30	162.90	374.67
Total for All Timekeepers	242.80	\$353.98	\$85,947.01

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	85,947.01	0.00	85,947.01
TOTAL BALANCE DUE THIS MATTER			\$85,947.01

PAYMENT DUE IN FULL ON OR BEFORE MAY 18, 2012

Exhibit B

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

May 21, 2012
Invoice: 2582810
Matter Desc.: State of Texas vs.
Retirement Value LLC, et. al.
Client/Matter #: 1203981.00001

This statement covers fees for legal services rendered for your account during the period ending 04/30/2012.
Detailed information regarding the fees is attached.

Current Charges:

Fees 98,358.15

Total Current Charges \$98,358.15

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JUNE 20, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2582810

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2582810

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

May 21, 2012
Invoice: 2582810

FOR PROFESSIONAL SERVICES RECORDED AS OF 04/30/12:

Matter: 1203981.00001

Matter Description: State of Texas vs. Retirement Value LLC, et. al.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/2/12	Brown, A. G.	0.40	76.02	Conduct and respond to telephone inquiry from one investor (.2); review incoming court filings and update pleading files (.2)
4/2/12	Espinosa, E. S.	7.00	2,240.00	Review Receiver Supplemental Motion for Plan of Distribution and confer with M. Napoli regarding same (1.0); meeting with S. Gibson, J. Lee and M. Napoli regarding hearing preparation (6.0)
4/2/12	Napoli, M. D.	1.00	No Charge	Travel to/from McKinney, TX
4/2/12	Napoli, M. D.	8.00	3,982.00	Meet with E. Espinosa, J. Lee and S. Gibson (5.5); prepare supplement to motion to approve plan (2.5)
4/3/12	Brown, A. G.	2.70	513.14	Review incoming court filings and update pleading files (.3); organize and review documents in preparation for April 9th hearing and prepare notebook of same (2.4)
4/3/12	Napoli, M. D.	8.50	4,230.88	Prepare for plan hearing including identifying exhibits for hearing, conferring with E. Espinosa, drafting outline of proof and outline of argument (8.0); review new plan proposed by Beste (.5)
4/4/12	Brown, A. G.	6.70	1,273.34	Review incoming court filings and update pleading files (.5); conduct and respond to telephone inquiry of one investor (.3); organize and review case filings and update April 9th hearing notebook (1.7); collect, organize and review exhibits for April 9th hearing (3.9); office conference with K. Dietel regarding exhibits for hearing (.3)
4/4/12	Dietel, K.	3.50	1,346.21	Conference with M. Napoli regarding preparation for hearing on Plan (.2); review Cauthen expert report (.3); conduct research regarding expert witness (.8); review documents and prepare for hearing on Plan (2.2)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/4/12	Espinosa, E. S.	8.10	2,592.00	Telephone conference with P. Burrell at UKISD regarding management strategy; review ISD/LSC materials (1.3); conference with C. Tea and M. Napoli regarding Beste consent/counterclaim (1.5); witness preparation with M. Napoli (5.0); review L&E exhibits (.3)
4/4/12	Napoli, M. D.	8.50	4,230.88	Working session with C. Tea and E. Espinosa on response to Beste counterclaim (1.5); working session with E. Espinosa on testimony for plan hearing (5.0); continue work on exhibits and outline of proof (2.0)
4/5/12	Brown, A. G.	6.60	1,254.33	Organize and finalize April 9th hearing notebook (.9); collect, organize and review additional exhibits for April 9th hearing (3.1); assist attorneys in preparation for hearing (2.6)
4/5/12	Espinosa, E. S.	5.10	1,632.00	Review revised Beste claims (.5); correspond with R. Kipp regarding Texas Public Information Report (.6) remit February and March NBU bills (.4); correspond with J. Lee and S. Gibson regarding 4/9 hearing (.2); telephone conference with K. Kennedy and a. Goldate regarding 4/9 hearing (.4); correspond with R. Carter and R. Kipp at BKD (.3); correspond with L. Edwards regarding 3606 Comal Springs (.1); draft Fee Application #11, Affidavit (1.2); draft Professional Fee Application #8 (.8); conference with M. Napoli regarding 4/9 hearing (.6)
4/5/12	Napoli, M. D.	8.10	4,031.77	E-mail correspondence with J. Thomas and J. George regarding Beste deposition (.5); legal research regarding Beste counterclaim (1.5); telephone conference with G. Weisbart regarding rescission and plan hearing (.8); prepare for plan hearing (5.3)
4/6/12	Brown, A. G.	7.50	1,425.38	Review and revise exhibits to fee applications (.2); update certificates of service (.3); review and finalize Eleventh Application for Receiver and Receiver's Counsel fees and prepare for filing with court (.4); review and finalize Receiver's Eighth Motion for Approval of Professionals fees and prepare for filing with court (.3); arrange for delivery of pleadings to counsel (.3); review incoming court filings and update pleading files (.2); review and revise distribution plan hearing exhibits and update exhibit index (5.8)
4/6/12	Dietel, K.	8.80	3,384.74	Preparation for hearing on Motion to Approve Plan of Distribution (6.0); conference with M. Napoli regarding strategy for hearing (1.5); revise outline for hearing (1.3)
4/6/12	Dietz, M.S.	0.80	No Charge	E-mail and filing updates

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/6/12	Espinosa, E. S.	7.40	2,368.00	Conference with A. Brown regarding filings (.1); review correspondence from G. Pronske regarding Nasser and conference with M. Napoli regarding same (.2); exhibit review (1.2); correspond with BKD (.2); compilation of Quantitative Analysis Exhibits in printable format (4.2); working session with M. Napoli to review for 4/9 hearing (1.1); telephone conference with S. Crohn regarding 4/9 hearing (.4)
4/6/12	Napoli, M. D.	7.80	3,882.45	Prepare for plan hearing, including working sessions with K. Dietel, E. Espinosa and A. Brown (7.0); telephone conference and email correspondence with S. Crohn and D. Young regarding plan hearing (.5); email correspondence with G. Pronske regarding Nasser testimony (.3)
4/7/12	Brown, A. G.	4.80	912.24	Organize, review and finalize distribution plan hearing exhibits, prepare copies for parties and finalize exhibit index (4.0); assist attorneys in preparation for hearing (.8)
4/7/12	Espinosa, E. S.	4.60	1,472.00	Review due diligence process and materials regarding VLF (2.1); working session with M. Napoli regarding Beste Plan and my testimony (1.2); review Beste Plan materials (1.3)
4/7/12	Napoli, M. D.	6.00	2,986.50	Prepare for plan hearing
4/8/12	Dietel, K.	1.20	461.56	Review documents in preparation for hearing on plan of distribution
4/8/12	Dietel, K.	4.50	No Charge	Travel to Austin, TX
4/8/12	Espinosa, E. S.	1.20	384.00	Hearing preparation
4/8/12	Espinosa, E. S.	4.50	No Charge	Travel to Austin, TX
4/8/12	Napoli, M. D.	4.50	No Charge	Travel to Austin, TX
4/9/12	Brown, A. G.	0.40	76.02	Conduct and respond to telephone inquiry from one investor (.2); conduct research regarding same and forward commission information to investor (.2)
4/9/12	Dietel, K.	6.00	2,307.78	Appear for and attend plan hearing (5.0); meeting with S. Gibson and J. Lee regarding plan hearing (.5); meeting with J. Thomas regarding plan hearing (.5)
4/9/12	Dietel, K.	3.00	No Charge	Return travel from Austin, TX
4/9/12	Espinosa, E. S.	6.50	2,080.00	Hearing preparation (1.0); Plan of distribution hearing (4.0); post-hearing meeting with S. Gibson and J. Lee (1.0); meeting with J. Thomas et al (.5)
4/9/12	Espinosa, E. S.	3.00	No Charge	Return travel to Dallas, TX
4/9/12	Napoli, M. D.	4.00	1,991.00	Attend hearing on plan (3.5); conference with J. Thomas regarding Beste deposition (.5)
4/9/12	Napoli, M. D.	4.50	No Charge	Return travel to Dallas, TX
4/10/12	Brown, A. G.	0.70	133.04	Conduct and respond to telephone inquiries of four investors (.5); review incoming court filings and update pleading files (.2)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/10/12	Dietz, M.S.	0.50	No Charge	Telephone conference with E. Espinosa regarding status and strategy.
4/10/12	Espinosa, E. S.	1.50	480.00	Conference with M. Napoli regarding B. Renters MTN for Class Counsel (.3); correspond with P. Burrell at LSC (.2); draft response to S. Morrison and A. Peterson (.4); telephone conference with D. Young (.2); telephone conference with M. Dietz (N/C .5); review Vida due diligence materials (.4)
4/11/12	Brown, A. G.	0.50	95.03	Conduct and respond to telephone inquiries of two investors (.3); review incoming court filings and update pleading files (.2)
4/12/12	Brown, A. G.	2.50	475.13	Conduct and respond to telephone inquiry of one investor (.2); organize and prepare documents for loading to website and draft email to webmaster enclosing same; (.4); review and organize case files (1.9)
4/12/12	Espinosa, E. S.	2.20	704.00	Telephone conference with M. Kaye (investor) (.3); conference with J. Thomas regarding Beste's deposition; RV's Attorney-Client Privilege (.4); conference with J. George regarding Nasser (.2); confer with A. Brown regarding website update (.3); research payments to J. Champion's M. McDermott and T. Borok (.5); review invoice from Court Reporters Clearinghouse regarding D. Young (.1); conference with M. Napoli and C. Tea regarding Beste claims (.2); correspond with D. Young (.2)
4/12/12	Napoli, M. D.	0.80	398.20	Teleconference with J. Thomas regarding Beste, James and Nasser depositions (.4); review McDermott filings (.4)
4/13/12	Espinosa, E. S.	9.40	3,008.00	Telephone conference with J. Ball (investor) (.4); telephone conference with D. Young; draft and transmit Confidentiality Agreement for Deutshce Bank (.3); telephone conference with S. Crohn (.3); research payments to R. Hill and off set (.3); conference with C. Tea regarding 3rd, 4th and 5th Amended X Class (.4); correspond with T. Morar (.2); correspond with J. Thomas regarding Beste/Bennett dialogue; confer with M. Napoli and C. Tea regarding same (.4); review McDermott's Brief in Support of Special Exemption; Motion to Intervene (.3); analyze AJB Y/E journal voucher entries (4.0); research payments to G.J. Young and conference with J. Thomas regarding same (.3); review RV 1120S and supporting documents (.8); conference with R. Carter regarding AJE journal entries (.4); review QB Balance Sheet and reconciliation (.7); review invoice for 3606 picture

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/13/12	Napoli, M. D.	2.50	1,244.38	(.1); correspond with B. Schaers regarding e-file (.1) Research regarding Beste counterclaim (2.0); review correspondence from M. Bennett regarding counterclaim (.2); working session with J. Birch regarding response to counterclaim (.3)
4/14/12	Espinosa, E. S.	1.50	480.00	Telephone conference with A. Williams and R. Kipp regarding Y/E journal entries
4/16/12	Brown, A. G.	1.30	247.07	Conduct and respond to telephone inquiries from three investors (.3); review incoming court filings and update pleading files (.5); review Cain intervenor's Objections to Receiver's Eleventh Application for Fees and prepare spreadsheet regarding objections (.5)
4/16/12	Espinosa, E. S.	2.30	736.00	Attend to 1120S and confer with Kipp and C. Franklin regarding same (1.0); correspond with P. Bussell at ISD (.2); correspond with B. Rose at HSG regarding invoice, projection and American General (.2); conference with J. Thomas and J. Butler (.2); review Intervenor Objection to Fee App #11 (.2); review settlement history and conference with J. Thomas regarding same (.5)
4/17/12	Brown, A. G.	1.00	190.05	Conduct and respond to telephone inquiries of three investors regarding status after hearing (.4); review incoming court filings and update pleading files (.3); review and respond to email inquiries from investors (.3)
4/17/12	Dotson, J. R.	1.90	No Charge	Drafting Motion to Withdraw regarding Mary Dietz's departure and proposed Order regarding same; e-mails to/from M. Napoli regarding same; coordinating filing and service of same; checking updated service list regarding same; draft proposed e-mail to be sent by M. Napoli to all parties and Court Clerk regarding same
4/17/12	Espinosa, E. S.	4.90	1,568.00	Draft update to website, draft response to M. Morris and M. Peterson (1.2); attend to A/P (1.3); correspond with A. Williams and R. Kipp (.2); respond to L. Tauchert's inquiry (.4); telephone conference with D. Horowitz (.5); review Settlement Reconciliation (.3); review Affidavit and confer with J. McConnell (.5); conference with K. Gray at ASG (.2); confer with A. Varshosaz regarding bankruptcy billing (.1); correspond with BKD regarding IRS - CP161 (.2)
4/17/12	Napoli, M. D.	1.30	647.08	Working session with J. Thomas regarding claims against Beste/James (1.0); e-mail correspondence with D. Horowitz (0.3); e-mail correspondence regarding Dietz motion to withdraw (N/C.1)

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4/18/12	Espinosa, E. S.	4.30	1,376.00	Telephone conference with P. Burrell and I. Stamp at LSC (1.5); correspondence with J. Trawick (Kessler's counsel) (.2); execute and transmit Affidavit (.2); correspondence with G. Quinones regarding website administration (.2); conference with A. Brown regarding S. Morris and A. Petersen (investors) and revise correspondence to same (.5.); attend to A/P matters with BKD (.3); conference with J. Thomas regarding Old Money, Inc. (licensee) review file regarding same (.4); telephone conference with B. Sullivan at Apollo Capital (.3); transfer funds and schedule wires for A/P reload and Premium funding, correspondence with ASG & BKD regarding same (.7)
4/18/12	Napoli, M. D.	0.70	348.43	Prepare responses to J. Thomas questions regarding insurance policies and LE's (.5); conference with E. Espinosa regarding treatment of funds received by investors from third parties (.2)
4/19/12	Brown, A. G.	2.00	380.10	Conduct and respond to telephone inquiry of one investor (.1); review and respond to email inquiries from investors (.2); assist attorney in preparations for deposition, collect and finalize possible exhibits and prepare index of same (1.4); review incoming court filings and update pleading files (.3)
4/19/12	Espinosa, E. S.	2.80	896.00	Telephone conference with D. Young regarding LBR Article (.4); review Nasser data (.5); conference with M. Napoli regarding Nasser testimony Beste Plan (.8); review LSC materials (.4); correspond with B. Rose at ASG regarding updated authorization (.2); review responses to McDermott's Motion to Intervene and certain 2nd Party Defendants Special Exemption (.5)
4/19/12	Napoli, M. D.	8.00	3,982.00	Review filings by various parties (.2); conference with J. Thomas regarding claims and settlement discussions (.5); review response to motions to stay and special exceptions (.5); prepare for Nasser deposition (6.8)
4/20/12	Brown, A. G.	1.10	209.06	Review and finalize Receiver's Certification of No Objections to the Eighth Motion for Approval of Professionals fees and prepare for filing with court (.6); arrange for delivery of pleadings to counsel (.3); review incoming court filings and update pleading files (.2)
4/20/12	Espinosa, E. S.	2.80	896.00	Attend to ASG authorizations (.2); conference with J. Thomas regarding McDermott settlement efforts (.4); telephone conference with J. Thomas regarding W. Rogers settlement efforts (.8); conference with M.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				Napoli regarding LSC/Apollo (.2); review settlement correspondence; answers (1.2)
4/20/12	Napoli, M. D.	12.00	No Charge	Travel to/from San Francisco, CA
4/20/12	Napoli, M. D.	3.10	1,543.03	Attend Nasser deposition (3.0); e-mail correspondence with B. Rentea regarding validity of receivership order (.1)
4/23/12	Brown, A. G.	1.20	228.06	Conduct and respond to telephone inquiries from two investors (.3); review incoming investor emails and respond to same (.4); office conference with E. Espinosa regarding response to letter from S. Morris (.2); review incoming court filings and update pleading files (.3); revise certificate of service template and email service list (.1)
4/23/12	Dietel, K.	0.90	346.17	Conference with M. Napoli regarding defense strategy to counterclaim against Receiver and counsel (.4); review Third Party Complaint against Receiver and counsel (.5)
4/23/12	Espinosa, E. S.	3.50	1,120.00	Conference with J. Thomas regarding settlement/mediation efforts (.8); research R. Tauchert (investor) (.2); review ISD fact sheet (.2); conference with R. Kipp regarding R. Carter (.4); conference with M. Napoli regarding status conference Nasser's testimony, conversation with G. Pronske (1.0); conference with C. Tea, J. Birch and M. Napoli (.3); conference with J. Thomas regarding D. Thomas (investor)(.2); review/revise demand letters (.3); review draft correspondence to B. Rentea (.1)
4/23/12	Napoli, M. D.	2.40	1,194.60	Attend bankruptcy status conference, including conference with G. Pronske (.5); review numerous filings in RV case from last week (.5); conference with J. Thomas regarding proposed settlement conference with McDermott (.3); review e-mails from B. DeLeon regarding settlement conference (.1); review proposed demand letter to licensees (.2); conference with E. Espinosa regarding Nasser deposition, Beste plan and bankruptcy hearing (.8)
4/24/12	Brown, A. G.	0.90	171.05	Conduct and respond to telephone inquiries from three investors (.3); review email correspondence from investors and respond to same (.2); review incoming court filings and update pleading files (.4)
4/24/12	Dietel, K.	4.70	1,807.76	Research and analyze case authority regarding defenses to counterclaim
4/24/12	Espinosa, E. S.	4.50	1,440.00	Respond to IRS inquiry regarding Real Talk Network Inc (.3); review and revise proposed correspondence with B. Rentea (.3); conference with J. Thomas regarding mediation efforts (.6); conference with M.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				Napoli regarding settlements and portfolio tax aspects (.7); review and revise settlements with multiple licensees, confirm amounts and necessary parties regarding same (2.4); correspondence with R. Carter at BKD regarding premium reserve subaccounts (.2)
4/24/12	Napoli, M. D.	6.20	3,086.05	Review Nasser deposition and select excerpts for court (1.5); prepare correspondence to Judge Triana regarding Nasser deposition excerpts (4.5); conference with J. Thomas regarding mediation with McDermott (.2)
4/24/12	Varshosaz, A.	0.90	252.50	Review and analyze docket (.2); draft proposed order continuing abatement and setting status conference (.4); draft notice of hearing (.2); correspondence to court clerk regarding same (.1)
4/25/12	Brown, A. G.	0.90	171.04	Conduct and respond to telephone inquiries of two investors (.3); review incoming court filings and update pleading files (.3); conduct research regarding proposed settlements (.3)
4/25/12	Dietel, K.	5.40	2,077.00	Research and analyze case authority regarding defenses to counterclaim (4.3); draft analysis regarding same (1.0); conference with M. Napoli regarding analysis (.1)
4/25/12	Espinosa, E. S.	5.90	1,888.00	Conference with A. Brown regarding IR custodian for investors (.3); conference with J. Thomas regarding B. Rentea (.6); review and revise draft correspondence to court regarding Nasser's deposition (.8); review NDA markup and correspond with B. Sullivan (Apollo) (.5); review Record regarding McDermott's participation (.5); review Rentea motion for Distribution of Assets (.1); correspond with L. Tauchert (Investor/Licensee) (.1); prepare for Austin trip (.8); address Rentea's "Removal to Federal Court" email (.2); conference with M. Napoli regarding arbitration (2.0)
4/25/12	Napoli, M. D.	4.60	2,289.65	Prepare letter to court regarding Nasser deposition (.5); respond to Rentea e-mail regarding removal (.3); telephone conference with B. Rentea regarding tax issues, class action and objections to Dietz withdrawal order (.4); conference with J. Thomas regarding further plan discussions with Beste group (.8); conference with E. Espinosa regarding further plan discussions with Beste (1.0); prepare for mediation with McDermott and Rogers (1.0); review research by K. Dietel regarding counterclaim (.3); conference with J. Thomas regarding responding to various Rentea e-mails (.2); review and consider Rogers motion for payment of taxes (.1)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/25/12	Varshosaz, A.	0.30	84.17	Correspondence with courtroom deputy regarding hearing dates (.1); finalize proposed order and notice of hearing and circulate to working group (.2)
4/26/12	Brown, A. G.	2.50	475.12	Review and finalize Receiver's Designations of Stephen Nasser Deposition and prepare for filing with court (1.2); arrange for delivery of pleadings to counsel (.5); review incoming court filings and update pleading files (.3); conduct and respond to telephone inquiry of three investors (.5)
4/26/12	Dietel, K.	2.20	846.19	Conduct legal research regarding defenses to counterclaim (2.2)
4/26/12	Espinosa, E. S.	8.20	2,624.00	Attend hearings re various scheduling matters and motions (1.2); mediate claims with McDermott and W. Rogers (7.0)
4/26/12	Espinosa, E. S.	3.50	No Charge	Travel to/from Austin, TX
4/26/12	Napoli, M. D.	8.20	4,081.55	Attend hearing and status conference (1.2); attend mediation with Rogers and McDermott (7.0)
4/26/12	Napoli, M. D.	3.50	No Charge	Travel to/from Austin, TX
4/26/12	Varshosaz, A.	0.40	112.22	Finalize and upload proposed order continuing abstention and notice of hearing (.3); instruct staff to serve notice and coordinate calendar for status conference (.1)
4/27/12	Brown, A. G.	0.40	76.02	Conduct and respond to telephone inquiry of two investor (.2); review incoming court filings and update pleading files (.2)
4/27/12	Espinosa, E. S.	0.80	256.00	Correspond with A. Williams regarding Y/E journal entries (.2); correspond with J. Thomas regarding L&E reports, settlement letter, etc. (.6)
4/27/12	Napoli, M. D.	2.70	1,343.93	Prepare revised plan order (2.5); e-mail correspondence with J. Thomas regarding LE issues (.2)
4/30/12	Brown, A. G.	0.60	114.03	Conduct and respond to telephone inquiry of two investors (.2); review and respond to incoming email from investors (.1); review incoming court filings and update pleading files (.3)
4/30/12	Espinosa, E. S.	2.20	704.00	Confer with L. Edward regarding 3606 (.3); telephone conference with J. Hohengarten regarding Rogers Settlement/Plan Mediation (.8); correspond with D. Young regarding VCH/Intervenors Plan (.2); conference with J. Thomas regarding settlement strategies (.5); conference with S. Barge regarding tax implications (.1); correspond with B. Paige (bidder) (.1); attend to records administration (.2)
4/30/12	Napoli, M. D.	0.80	398.20	Telephone conference with I. Antongiorgi and D. Taylor regarding HCF consolidation (0.2); teleconference with J. Thomas regarding Rogers settlement and McDermott negotiations (.3); confer

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				with E. Espinosa regarding Comal Springs house (.1); conference with E. Espinosa regarding plan negotiations (.2)
		TOTAL HOURS		315.10
		TOTAL FOR SERVICES		\$98,358.15

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	92.20	497.75	45,892.58
Dietel, K.	32.70	384.63	12,577.41
Espinosa, E. S.	96.70	320.00	30,944.00
Varshosaz, A.	1.60	280.55	448.89
Brown, A. G.	44.70	190.05	8,495.27
Total for All Timekeepers	315.10	\$312.15	\$98,358.15

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	98,358.15	0.00	98,358.15
	TOTAL BALANCE DUE THIS MATTER		\$98,358.15

PAYMENT DUE IN FULL ON OR BEFORE JUNE 20, 2012

Exhibit C

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

June 19, 2012
Invoice: 2598251
Matter Desc.: State of Texas vs.
Retirement Value LLC, et. al.
Client/Matter #: 1203981.00001

This statement covers fees for legal services rendered for your account during the period ending 05/31/2012.
Detailed information regarding the fees is attached.

Current Charges:

Fees 56,733.62

Total Current Charges

\$56,733.62

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JULY 19, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2598251

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2598251

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eduardo S. Espinosa, Receiver
1717 Main Street, Suite 2800
Dallas, TX 75201

June 19, 2012
Invoice: 2598251

FOR PROFESSIONAL SERVICES RECORDED AS OF 05/31/12:

Matter: 1203981.00001

Matter Description: State of Texas vs. Retirement Value LLC, et. al.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/1/12	Napoli, M. D.	0.70	348.43	Email correspondence with D. Horowitz (.2); email correspondence with S. Gibson and J. Lee regarding additional analysis for plan negotiations (.10; email correspondence with G. Pronske regarding actuaries (.1); email correspondence with E. Espinosa regarding Comal Springs house (.1); email correspondence with A. Brown and E. Espinosa regarding investor inquiries regarding plan (.2)
5/2/12	Espinosa, E. S.	5.20	1,664.00	Telephone conference with A. Reis (investor's council) (.5); correspondence with L. Edwards and B. Fran regarding 3606 Comal Springs (.3); conference with A. Brown regarding FINRA inquiry; reconciliation of certain disbursements to Licensee and review Commissioner's roster (.8); confer with J. Thomas regarding McDermott's offer and other licensee's (1.9); reconciliation of certain accounts (.7); review revision to NDA for Apollo, review and recirculate (.3); review revised Plan of Distribution (.7)
5/3/12	Brown, A. G.	0.90	171.05	Conduct and respond to telephone inquiries of one investor (.2); telephone conference with W. Guli from FINRA regarding Milkie Ferguson (.3); draft email to M. Napoli and E. Espinosa regarding same (.1); collect documents requested by FINRA and forward same (.3)
5/3/12	Espinosa, E. S.	3.10	992.00	Conference with M. Napoli and J. Thomas regarding response to McDermott, Rentea Settlement matter (.4); correspond with W. Sullivan at Apollo Capital (.2); confer with L. Edwards regarding Septic alarm (.1); telephone conference with M. Napoli regarding VCH/Wersbert Plan (.4);

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/3/12	Napoli, M. D.	3.50	1,742.12	confer with A. Brown regarding FINRA inquiry (.2); conference with M. Napoli regarding reconciliation of Greenwich/L&E assumptions (.3); attend to mediation scheduling (.1); attend to A/P (.2); provide comments regarding proposed offer on 3606 to L. Edwards (.6)
5/4/12	Barge, J. S.	0.60	407.25	Review Antongiorgi comments on revised plan (.3); review Espinosa comments on revised plan (.3); work on McDermott settlement negotiations including numerous e-mails and teleconferences with E. Espinosa and J. Thomas, review and analysis of offers by McDermott and counteroffers by Receiver (2.0); e-mail correspondence with G. Pronske regarding actuarial reports and settlement discussions (.4); e-mail correspondence with E. Espinosa regarding Beste settlement discussions and actuarial reports (.4); e-mail correspondence with J. Thomas regarding Rogers settlement (.1)
5/4/12	Brown, A. G.	0.30	No Charge	Telephone conference with E. Espinosa regarding structure
5/4/12	Brown, A. G.	0.30	57.02	Review incoming court filings and update pleading files
5/4/12	Espinosa, E. S.	3.70	1,184.00	Conduct and respond to telephone inquiries from two investors
5/4/12	Napoli, M. D.	1.40	696.85	Telephone conference with S. Barge regarding redemption of W. Roger (.5); Letter regarding affect on entity status if no equity outstanding (.4); confer with L. Edwards regarding offer, execute and transmit (.4); compile supporting documentation regarding 3606 (.6); telephone conference with DJ at Septic Company (.2); confer with J. Thomas and M. Napoli regarding discount criteria; McDermott settlement; class certification and Harrison claims (.5); correspond with W. Sullivan (.1); review 5/3 pleadings (.3); attend to mediation (.1); confer with A. Goldate regarding settlement progression (.4); confer with J. Thomas regarding 5/7 hearing (.2)
5/6/12	Espinosa, E. S.	0.80	256.00	Telephone conference with A Goldate (.4); work on McDermott settlement negotiations including conferences with E. Espinosa and J. Thomas and review/revisions to term sheet (1.0)
5/7/12	Dietel, K.	3.20	1,230.82	Review McDermott MOU regarding Settlement; and confer with J. Thomas regarding comments
				Review documents regarding sale of Comal Springs House (1.0); draft Motion to Approve Sale (2.2)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/7/12	Espinosa, E. S.	4.20	1,344.00	Telephone conference with M. Kay (.4); conference with M. Napoli regarding HCF and Plan of Distribution (.2); telephone conference regarding M. Dermott MOU (.4); telephone conference with R. Nwaeze at IRS (1.0); review Roger's Settlement and respond with CAP valuations (.7); review and respond to T. O'Conner regarding W. Orr's investment (.4); correspond with B. Rose (ASG) regarding AXA826 (.2); telephone conference with R. Kipp; review email regarding Texas Margin Tax (.6); confer with M. Napoli and J. Thomas regarding listing of Roger's property (.3)
5/7/12	Napoli, M. D.	5.10	2,538.52	Review Rogers statement of financial condition and discuss with E. Espinosa (.4); review, revise McDermott memorandum of understanding and discuss with J. Thomas (.4); confer with E. Espinosa regarding sale of 3606 Comal (.2); prepare order consolidating estates (2.5); revise plan of distribution (1.0); e-mail correspondence with J. McConnell regarding McDermott counterclaim (.1); telephone conference with D. Horowitz (.5)
5/8/12	Brown, A. G.	0.60	114.03	Conduct and respond to telephone inquires from two investors (.2); review incoming emails from investors and respond to same (.4)
5/8/12	Brown, A. G.	0.50	No Charge	Review incoming court filings and update pleading files
5/8/12	Dietel, K.	1.40	538.48	Draft supporting affidavit and Motion to Approve Sale of Property
5/8/12	Espinosa, E. S.	6.00	1,920.00	Telephone conference with Guli at Finra; review and revise notes regarding same (1.3); telephone conference with R. Kipp regarding state franchise tax and redemption of last member; conference with Napoli regarding Consolidation Plan (1.8); telephone conference with D. Taylor regarding same (.1); attend to contract documents regarding 3606 Comal; correspond with title company regarding same (1.5); conference with K. Dietel regarding monthly expenses of holding 3606 (.3); attend to IRS FAX (.2); conference with J. Thomas regarding Beebe bankruptcy and proposed 5/9 meeting (.5); correspond with L&E new model (.2); attend to correspondence with L. Tauchert (investor/Lee) (.1)
5/8/12	Napoli, M. D.	1.50	746.63	E-mail correspondence with J. Thomas and E. Espinosa regarding Beste/James mediation and pre-mediation meeting (.2); e-mail correspondence with A. Goldate (.1); e-mail correspondence with J. Thomas and E. Espinosa regarding Rogers

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/9/12	Brown, A. G.	1.00	190.05	settlement agreement and sale of real estate (.3); telephone conference with I. Antongiorgi and D. Taylor regarding consolidation of estates (.1); prepare response to FINRA inquiries regarding Milkie Ferguson (.6); confer with E. Espinosa regarding FINRA inquiry into Milkie (.2)
5/9/12	Dietel, K.	0.50	192.32	Conduct and respond to telephone inquiry of one investor (.1); review incoming investor emails and respond to same; (.3); conduct research regarding RV personnel files (.6)
5/9/12	Espinosa, E. S.	1.80	576.00	Revise Motion to Approve Sale of Property and supporting affidavit
5/10/12	Brown, A. G.	1.20	228.06	Attend to Seller's disclosure statements (.4); conference with Lewis & Ellis regarding modeling \$330 FMV portfolio (.7); conference with J. Thomas regarding 3/9 mediation (.3); attend to W. Orr's request for a transfer (.1); conference with B. Rose at ASG (.1); correspond with L&E regarding Nassar/Greenwich coordination (.2); correspond with Weisbert et al regarding Mediation Standing call
5/10/12	Brown, A. G.	0.20	No Charge	Conduct and respond to telephone inquiries of two investor (.3); review and finalize Receiver's Motion to Approve Sale of Property and prepare for filing with court (.3); draft cover letter to counsel enclosing filings (.3); arrange for delivery of pleadings to counsel (.3)
5/10/12	Dietel, K.	4.80	1,846.22	Review incoming court filings and update pleading files
5/10/12	Espinosa, E. S.	3.90	1,248.00	Conference with M. Napoli regarding settlement (.2); draft settlement documents (4.1); finalize Motion to Approve Sale of Property and prepare for filing (.5)
5/10/12	Espinosa, E. S.	3.90	1,248.00	Telephone conference with A. Williams regarding TX Franchise Tax (.3); review form of Notice to approve sale of [3606] (.7); review Wright letter (.1); review Morrow Offer and supporting documents; confer with J. Thomas regarding same (.6); attend to Texas Franchise Tax filing (.5); attend to W. Orr (investor) proposed transfer of claim (.3); conference with L. Edward regarding Court Approval of 5/30 closing (.4); confer with J. Thomas regarding experts (.2); conference with J. Thomas regarding Morrow (.1); conference with J. Thomas regarding docketing of Motion to Approve the Sale (.2); review RV records regarding Milkie (.5)

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/10/12	Napoli, M. D.	2.10	1,045.28	Revise Rogers settlement agreement (.6); review/revise motion to approve sale of 3606 Comal (.2); e-mail correspondence with A. Brown regarding service of motion to approve (.1); telephone conference with L York regarding James/Beste (.8); review/revise deposition on written questions for Pacific Northwest Title (.2); e-mail correspondence with J. McConnell regarding form of Rogers PI (.1); e-mail correspondence with J. Thomas and E. Espinosa regarding payment of mediator's fee (.1)
5/11/12	Brown, A. G.	0.40	76.02	Conduct and respond to telephone inquiries from two investors (.2); review incoming email from investors and respond to same (.2)
5/11/12	Brown, A. G.	0.30	No Charge	Review incoming court filings and update pleading files
5/11/12	Dietel, K.	0.40	153.85	Follow-up regarding hearing on Motion to Approve Sale of Property (.2); exchange e-mail correspondence with court coordinator regarding same (.2)
5/11/12	Espinosa, E. S.	3.40	1,088.00	Conference with J. Lee at Lewis and Ellis regarding new model (.8); review Letter Ruling and correspond regarding Plan of Distribution (.4); conference with M. Napoli regarding same (.3); attend to 2011 Franchise Tax filing (.2); conference with K. Dietel regarding 3606 (.2); review proposed Roger's Settlement Agreement (.7); conference with M. Kaye (investor) (.4); correspond with S. Barge regarding redemption vs. purchase (.4)
5/11/12	Napoli, M. D.	5.00	2,488.75	Review 3rd Party Defendants motion for ruling on plan (.1); e-mail correspondence with B. Rentea regarding hearings set for May 29 (.1); e-mail correspondence with M. Bennett regarding motion for ruling on plan (.2); review latest actuarial analysis for J. Lee (.3); teleconference with E Espinosa and J. Lee regarding actuarial pro forma for mediation (.4); conference with E. Espinosa regarding potential structure for mediation (.6); review letter ruling regarding plan and consider implications (.5); confer with E. Espinosa regarding letter ruling (.4); review Pronske e-mail and Parson's reply regarding letter ruling (.3); teleconference with G. Pronske regarding letter ruling (.2); review and revise Rogers settlement agreement (.5); revise order confirming plan (1.5)
5/12/12	Espinosa, E. S.	2.50	800.00	Correspond with S. Raye and M. Napoli regarding income tax (1.4); transfer fund to Operating

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5/14/12	Barge, J. S.	2.20	1,493.25	Account to cover Texas Franchise Tax; correspond with (.2); respond to R. Nwaeze (IRS) inquiry (.9)
5/14/12	Brown, A. G.	0.80	152.04	Analysis regarding structure; review materials
5/15/12	Brown, A. G.	0.50	95.03	Review incoming court filings and update pleading files and service list (.6); review emails from investors and respond to same (.2)
5/15/12	Brown, A. G.	0.30	No Charge	Conduct and respond to telephone inquiry from one investor (.1); review incoming investor emails and respond to same (.2); update certificate of service template with new parties (.2)
5/15/12	Dietel, K.	1.20	461.56	Review incoming court filings and update pleading files
5/15/12	Espinosa, E. S.	1.40	448.00	Exchange e-mail correspondence with J. Parsons regarding setting hearing on Motion to Approve Sale of Property (.2); draft e-mail correspondence to all counsel and parties regarding objections to Motion and review responses regarding same (.6); draft Notice of Hearing (.2); confer with M. Napoli regarding hearing and status of objections (.2)
5/15/12	Napoli, M. D.	1.50	746.63	Telephone conference with D. Young and S. Crohan (.5); telephone conference with S. Barge (.3); conference with J. Thomas regarding ISC and T. Burchett (.2); review D. Tomas deposition (.4)
5/16/12	Brown, A. G.	0.70	133.04	Prepare revised plan based on letter ruling from court
5/16/12	Espinosa, E. S.	3.00	960.00	Conduct and respond to telephone inquiry of one investor (.1); review Retirement Value files for personnel records relating to Tracy Moss employment case (.6)
5/16/12	Napoli, M. D.	1.40	696.85	Confer with S. Barge and R. Kipp regarding Rogers Settlement (.3); Pre-Mediation status conference (1.0); confer with J. Lee, S. Gibson and J. Thomas regarding 5/21 meeting (.1); attend to Roya Settlement (.1); attend to record storage and maintenance (.5); review Roger's et al appellant brief (.2); post mediation teleconference discussion with M. Napoli (.4); address HCF consolidation with A. Brown (.2); attend to correspondence from Pronske (.2)
5/17/12	Brown, A. G.	0.70	133.04	Attend pre-mediation teleconference regarding Beste plan (1.0); conference with E Espinosa regarding plan proposals (.4)
5/17/12	Brown, A. G.	0.50	No Charge	Conduct and respond to four telephone inquiries from investors (.5); review emails from investors and respond to same (.2)
5/17/12	Brown, A. G.	0.50	No Charge	Review incoming documentation and update case files

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/17/12	Dietel, K.	0.20	76.93	Follow-up regarding objections to Motion to Approve Sale of Property
5/17/12	Espinosa, E. S.	0.60	192.00	Attend to Bank Statement and confer with BKD regarding reconciliation (.2); conference with J. Thomas and M. Napoli regarding McDermott, Milkie and Roger (.3); review Letter Ruling regarding Motion to Stay (.1)
5/18/12	Barge, J. S.	2.10	1,425.38	Prepare for and participate in telephone call with E. Espinosa and R. Kipp regarding structure; evaluate alternate structures
5/18/12	Brown, A. G.	2.00	380.10	Conduct and respond to telephone inquiry from one investor (.1); review incoming documentation and update case files (.2); review emails from investors and respond to same (.4); conduct research regarding IRA custodian for investor R. Hill and forward to attorney (.2); review and finalize Notice of Hearing and file same with court (.3); draft letter to parties enclosing Notice of Hearing (.1); revise service list (.2); revise client index (.5)
5/18/12	Brown, A. G.	0.20	No Charge	Office conference with L. Howard regarding service on Pro Se parties
5/18/12	Espinosa, E. S.	6.20	1,984.00	Confer with A. Brown regarding J. Hunt (investor) and website (.2); review revised Plan of distribution (.3); review documents for document production (.6); telephone conference with L. Edwards regarding 3606 (.3); telephone conference with S. Borge, R. Kipp and A. Williams; preparation for same (1.2); correspond with George and Brothers regarding Licensee's list (.4); review and execute revert settlement agreement (2.2); review correspondence with G. Pronske regarding mediation (.2); preparation call with S. Barge (.5); review G. Pronske letter to J. Triaver (.2); attend to Orr Settlement (.1)
5/18/12	Napoli, M. D.	0.90	447.98	Review and revise McDermott settlement agreement (.5); review Pronske letter to court regarding plan (.2); conference with E Espinosa regarding revised plan order and plan mediation (.2)
5/21/12	Brown, A. G.	0.60	114.03	Conduct and respond to telephone inquiries from three investors (.3); review emails from investors and respond to same (.3)
5/21/12	Brown, A. G.	0.40	No Charge	Review incoming documentation and update case files
5/21/12	Espinosa, E. S.	3.20	1,024.00	Meeting with J. Thomas and J. Lee and M. Napoli regarding actuarial analysis (1.8); prepare document production for M. Kaye and W. Guli (.2); correspond with S. Donovan regarding W. Orr's

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				settlement and transfer of claims (.3); correspond with A. Williams (BKD) and J. Lee (Lewis and Ellis) (.1); telephone conference with L. Edward regarding inspection results (.4) confer with J. Lee regarding Clearview portfolio (.2); review settlement statements from George & Brothers (.2)
5/21/12	Napoli, M. D.	1.80	895.95	Meet with J. Thomas, J. Lee and E. Espinosa regarding expert reports (1.8)
5/22/12	Brown, A. G.	2.00	380.10	Conduct and respond to telephone inquiries of two investors (.3); review and finalize Receiver's Response to Motion to Determine Qualification of Current Counsel to Defend Class Action and prepare for filing with court (.5); arrange for delivery of pleadings to certified mail recipients (.4); review incoming court filings and update pleading files (.6); draft email to HCF counsel regarding listing of claimants and contact information relating to consolidation of estates (.2)
5/22/12	Espinosa, E. S.	5.10	1,632.00	Telephone conference with J. Lee and M. Napoli regarding her conversation with Bill at Greenwich (1.0); conference with J. Thomas and J. McConnell (.4); correspond with M. Kaye (.1); review TAR 1903, execute and revert (.2); attend to closing of 3606 (1.3); review, confirm, execute and revert George & Brothers settlement statements (.9); attend to staffing and website issues (.4); review draft response to Motion to Clarify (.3); address meeting with L. York and M. Napoli and John Thomas (.2); review HCF filing (.1); telephone conference with K. Henkle regarding RV/Sales site
5/22/12	Napoli, M. D.	5.60	2,787.40	Prepare response to motion to clarify on class action (3.0); teleconference with J. Lee and S. Gibson regarding Beste actuary (1.0); review and respond to e-mail correspondence with N. Laurent regarding David Gray settlement (.3); conference with E. Espinosa regarding David Gray settlement (.2); review and revise Receiver's response to motion to clarify rescission claim and status of TI (.5); e-mail correspondence with L York regarding Beste/James counterclaim and meeting (.3); e-mail correspondence with K Hinkle regarding AVS LEs (.2); e-mail correspondence with I Antongiorgi regarding HCF policy files and investor information (.1)
5/23/12	Brown, A. G.	2.00	380.10	Conduct and respond to telephone inquiries from two investors (.3); review incoming case documentation and update files (.3); prepare hearing

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 June 19, 2012
 Invoice: 2598251

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
				notebook for May 29th hearing and draft index of same (1.1); draft letter to Judge Triana forwarding courtesy copy of Receiver's Motion to Approve Sale of Property and arrange for delivery (.2); review incoming email from investors and respond to same (.1)
5/23/12	Espinosa, E. S.	3.00	960.00	Telephone conference with K. Hinkle regarding AVS Le's (.4); telephone conference with Glende M. Bede et al, regarding pre-mediation (.5); conference with M. Napoli regarding L. York meeting (.8); conference with J. McConnell regarding Rentea's Motions and review draft response (.4); conference with M. Napoli regarding Plan of Distribution (.2); conference with J. Lee regarding revised report on \$330 mm face value portfolio (.3); attend to W. Orr settlement (.4)
5/23/12	Napoli, M. D.	5.40	2,687.85	Attend pre-mediation conference call (1.0); revise order for plan of distribution (.5); prepare e-mail to counsel regarding order for plan of distribution (.3); e-mail correspondence and telephone conference with K. Hinkle regarding AVS LEs (.3); revise response to motion to clarify (.8); e-mail correspondence with J. Hohengarten (.2); confer with E Espinosa regarding meeting with York (.8); confer with E. Espinosa regarding plan of distribution (.2); telephone conference with J. Lee and E. Espinosa regarding actuarial analysis (.3); analysis of Milkie Ferguson counterclaim (.6); e-mail correspondence with C. Tea and J. Birch regarding response (.4)
5/23/12	Wilkerson, P.	0.20	No Charge	Email with A. Brown regarding status of Receivership
5/24/12	Espinosa, E. S.	4.20	1,344.00	Conference with K. Hinkle regarding AVS LE's (.3); conference with J. Lee regarding updated report to AVS LE's (.4); conference with J. Lee regarding cashflow projections (.3); conference with M. Napoli regarding meeting with L. York; Rentea response, Clearview mediation, L&E report to Irish QFF's (2.6); correspond with K. DeGodt (BKD) (.2); conference with C. Tea regarding James/Beste/Milke (.2); attend to Orr Settlement (.2)
5/24/12	Napoli, M. D.	5.80	2,886.95	Meet with John Thomas (.8); meet with J. Thomas, L. York and N Laurent regarding James/Beste (2.0); review actuarial analysis from L&E (.4); conference with E. Espinosa regarding York meeting, Irish QIF as potential structure, mediation, comments on plan (2.6)

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 June 19, 2012
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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/24/12	Napoli, M. D.	3.00	No Charge	Travel to/from Austin, TX
5/25/12	Barge, J. S.	0.60	407.25	Telephone conference with E. Espinosa regarding structure issues
5/25/12	Espinosa, E. S.	3.60	1,152.00	Telephone conference with S. Barge regarding receiver tax matters (.6); correspond with I. Antozionio regarding HCF June 2012 premiums and consolidation of the portfolio (.6); review G. Pronske's correspondence and conference with M. Napoli regarding same (.8); remit June 2012 premium for RV to HDF (.8); correspond with J. Lee regarding report (.2); correspond with ASG/Le/GKD regarding HCF consolidation (.6)
5/25/12	Napoli, M. D.	3.00	1,493.25	E-mail correspondence with E. Taube and R. Wright regarding plan order (.2); review Pronske correspondence and confer with .E Espinosa regarding response (.8); prepare response to Pronske e-mail regarding plan (.5); e-mail correspondence with L. York regarding mediation (.3); revise order approving sale of 3606 Comal Springs (.2); prepare documents and correspondence with L. York (.2); review draft report from L&E (.4); conference with E. Espinosa regarding HCF claimants and proof of claim process (.2); review information from I Antongiorgi regarding HCF claimants (.2)
5/29/12	Napoli, M. D.	2.80	1,393.70	Attend hearings on various issues (2.0); e-mail correspondence with K Boos regarding sale of 3606 Comal (.3); review and revise closing documents regarding 3606 Comal (.8)
5/29/12	Napoli, M. D.	3.00	No Charge	Travel to/from Austin, TX
5/30/12	Espinosa, E. S.	1.50	480.00	Correspond with M. Napoli and NB Title regarding 3606 closing (.8); correspond with J. Thomas and M. Napoli regarding settlements (.5); review updates from 5/7 hearing (.2)
5/30/12	Napoli, M. D.	0.80	398.20	Review and finalize documents re sale of 3606 Comal Springs
5/30/12	Sandlin, D. R.	0.40	No Charge	Coordinate with Austin office to obtain a signed and certified copy of the Order Approving Sale to be FedEx'd to Karen Reininger, New Braunfels Title Company
5/30/12	Wilkerson, P.	0.50	99.55	Telephone conferences with investors; file management regarding messages for receivership; email to Abigail Brown regarding voicemails from investors
5/31/12	Napoli, M. D.	0.90	447.98	Prepare order denying motion to determine qualifications (.2); e-mail correspondence with B Rentea re same (.1); review Pronske correspondence with court regarding plan (.3); review

Matter: State of Texas vs. Retirement Value LLC, et. al.
 Client/Matter #: 1203981.00001

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 June 19, 2012
 Invoice: 2598251

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/31/12	Wilkerson, P.	0.30	59.73	correspondence from G. Weisbart to court (.1); e-mail correspondence with K. Reinger regarding 3606 Comal Springs (.1); e-mail correspondence with G. Weisbart regarding mediation (.1) Telephone conferences with investors; email with messages to A. Brown
TOTAL HOURS				156.60
TOTAL FOR SERVICES				\$56,733.62

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Barge, J. S.	5.50	678.75	3,733.13
Napoli, M. D.	49.20	497.75	24,489.32
Dietel, K.	11.70	384.63	4,500.18
Espinosa, E. S.	66.40	320.00	21,248.00
Wilkerson, P.	0.80	199.10	159.28
Brown, A. G.	13.70	190.05	2,603.71
Total for All Timekeepers	156.60	\$362.29	\$56,733.62

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	56,733.62	0.00	56,733.62
TOTAL BALANCE DUE THIS MATTER			\$56,733.62

PAYMENT DUE IN FULL ON OR BEFORE JULY 19, 2012

Exhibit D

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

April 18, 2012
Invoice: 2563555
Matter Desc.: David & Elizabeth Gray
Client/Matter #: 1203981.00003

This statement covers fees for legal services rendered and expenses incurred for your account during the period ending 03/31/2012. Detailed information regarding these fees and expenses is attached.

Current Charges:

Fees	149.33
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Total Current Charges	\$149.33
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PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE MAY 18, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2563555

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2563555

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The Estate of Retirement Value, LLC
 c/o Eddy Espinosa
 K&L Gates, LLP
 1717 Main Street, Suite 2800
 Dallas, TX 75201

April 18, 2012
 Invoice: 2563555

FOR PROFESSIONAL SERVICES RECORDED AS OF 03/31/12:

Matter: 1203981.00003

Matter Description: David & Elizabeth Gray

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/13/12	Napoli, M. D.	0.30	149.33	Review Settlement Agreement (.2); e-mail correspondence with L York regarding tax return (.1)
		TOTAL HOURS		0.30
		TOTAL FOR SERVICES		\$149.33

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.30	497.75	149.33
Total for All Timekeepers	0.30	\$497.77	\$149.33

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	149.33	0.00	149.33
TOTAL BALANCE DUE THIS MATTER			\$149.33

PAYMENT DUE IN FULL ON OR BEFORE MAY 18, 2012

Exhibit E

**PRIVILEGED AND CONFIDENTIAL
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The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

June 19, 2012
Invoice: 2598197
Matter Desc.: David & Elizabeth Gray
Client/Matter #: 1203981.00003

This statement covers fees for legal services rendered for your account during the period ending 05/31/2012.
Detailed information regarding the fees is attached.

Current Charges:

Fees	224.00
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Total Current Charges	\$224.00
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PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JULY 19, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2598197

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2598197

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The Estate of Retirement Value, LLC
 c/o Eddy Espinosa
 K&L Gates, LLP
 1717 Main Street, Suite 2800
 Dallas, TX 75201

June 19, 2012
 Invoice: 2598197

FOR PROFESSIONAL SERVICES RECORDED AS OF 05/31/12:

Matter: 1203981.00003

Matter Description: David & Elizabeth Gray

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
5/4/12	Espinosa, E. S.	0.10	No Charge	Attend to Moss litigation
5/22/12	Espinosa, E. S.	0.70	224.00	Analyze D. Gray's tax return and respond to settlement proposal

TOTAL HOURS 0.80

TOTAL FOR SERVICES \$224.00

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Espinosa, E. S.	0.70	320.00	224.00
Total for All Timekeepers	0.80	\$280.00	\$224.00

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	224.00	0.00	224.00
TOTAL BALANCE DUE THIS MATTER			\$224.00

PAYMENT DUE IN FULL ON OR BEFORE JULY 19, 2012

Exhibit F

**PRIVILEGED AND CONFIDENTIAL
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The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

April 18, 2012
Invoice: 2563556
Matter Desc.: Tracy Moss Lawsuit
Client/Matter #: 1203981.00004

This statement covers fees for legal services rendered and expenses incurred for your account during the period ending 03/31/2012. Detailed information regarding these fees and expenses is attached.

Current Charges:

Fees	2,310.67
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Total Current Charges	\$2,310.67
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PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE MAY 18, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2563556

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2563556

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The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

April 18, 2012
Invoice: 2563556

FOR PROFESSIONAL SERVICES RECORDED AS OF 03/31/12:

Matter: 1203981.00004

Matter Description: Tracy Moss Lawsuit

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
3/5/12	Napoli, M. D.	0.30	149.33	E-mail correspondence with R. Alito regarding status and discussions with Moss counsel
3/6/12	Cousland, F. E.	1.20	282.36	Draft memo regarding telephone call with W. Rogers
3/6/12	Espinosa, E. S.	0.20	64.00	Review substitution of counsel and correspond with internal team.
3/20/12	Barbatsuly, G. P.	0.20	80.55	Receive and review plaintiff's motion for leave to amend complaint; confer with F. Cousland regarding strategy for same
3/20/12	Cousland, F. E.	1.50	352.95	Review Plaintiff's motion to amend complaint
3/22/12	Cousland, F. E.	2.10	494.13	Review Plaintiff's motion to amend complaint; research potential counter-claims; draft email to client
3/26/12	Barbatsuly, G. P.	0.10	40.27	Conference with R. Alito regarding plaintiff's motion for leave to amend and consideration of viability of opposing same
3/26/12	Cousland, F. E.	1.30	305.89	Review client documents in connection with initial disclosures
3/30/12	Cousland, F. E.	2.30	541.19	Daft Rule 26 disclosures
TOTAL HOURS				9.20
TOTAL FOR SERVICES				\$2,310.67

Matter: Tracy Moss Lawsuit
Client/Matter #: 1203981.00004

Page: 2
April 18, 2012
Invoice: 2563556

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.30	497.75	149.33
Barbatsuly, G. P.	0.30	402.73	120.82
Espinosa, E. S.	0.20	320.00	64.00
Cousland, F. E.	8.40	235.30	1,976.52
Total for All Timekeepers	9.20	\$251.16	\$2,310.67

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	2,310.67	0.00	2,310.67
TOTAL BALANCE DUE THIS MATTER			\$2,310.67

PAYMENT DUE IN FULL ON OR BEFORE MAY 18, 2012

Exhibit G

**PRIVILEGED AND CONFIDENTIAL
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The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

May 25, 2012
Invoice: 2583766
Matter Desc.: Tracy Moss Lawsuit
Client/Matter #: 1203981.00004

This statement covers fees for legal services rendered for your account during the period ending 04/30/2012.
Detailed information regarding the fees is attached.

Current Charges:

Fees	6,994.04
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Total Current Charges	\$6,994.04
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PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JUNE 24, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2583766

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2583766

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

May 25, 2012
Invoice: 2583766

FOR PROFESSIONAL SERVICES RECORDED AS OF 04/30/12:

Matter: 1203981.00004

Matter Description: Tracy Moss Lawsuit

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/2/12	Barbatsuly, G. P.	0.30	120.82	Plan and prepare for conference call with co-defendant regarding plaintiff's motion to amend; appear for and attend same
4/2/12	Cousland, F. E.	1.40	329.42	Telephone call from R. Gray and preparation, draft initial disclosures
4/3/12	Cousland, F. E.	1.30	305.89	Draft proposed initial disclosures
4/4/12	Cousland, F. E.	1.30	No Charge	Draft initial disclosures
4/5/12	Cousland, F. E.	2.80	658.84	Review client documents in connection with initial disclosures and legal hold notice
4/10/12	Cousland, F. E.	1.40	No Charge	Draft initial disclosures
4/12/12	Cousland, F. E.	4.20	No Charge	Review plaintiff's discovery demands, review client documents
4/13/12	Cousland, F. E.	4.40	1,035.32	Review case management plan prepared by plaintiff's counsel and discovery demands, draft Rule 26 disclosures
4/16/12	Alito, R.	0.20	92.31	Conference with F. Cousland regarding the plaintiff's proposed discovery plan and the initial conference with Magistrate-Judge Williams
4/16/12	Cousland, F. E.	1.80	423.54	Discuss proposed joint discovery plan with R. Alito; draft response; draft Rule 26 disclosures and review related documents
4/17/12	Cousland, F. E.	5.20	1,223.56	Draft responses to discovery demands; respond to proposed joint scheduling order
4/18/12	Cousland, F. E.	2.40	No Charge	Review plaintiff's discovery demands and draft responses
4/19/12	Cousland, F. E.	1.90	447.07	Complete Joint Discovery Plan, draft initial disclosures
4/20/12	Cousland, F. E.	1.30	305.89	Update initial disclosures, draft responses to discovery demands

Matter: Tracy Moss Lawsuit
 Client/Matter #: 1203981.00004

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 May 25, 2012
 Invoice: 2583766

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
4/23/12	Cousland, F. E.	0.80	188.24	Draft and file letter to court regarding scheduling conference; draft initial discovery demands
4/24/12	Cousland, F. E.	1.20	282.36	Draft initial disclosures, discovery demands, and responses to discovery demands, review client documents
4/25/12	Cousland, F. E.	1.20	282.36	Finalize and serve initial disclosures, prepare for scheduling conference, draft document demands
4/25/12	Espinosa, E. S.	0.20	64.00	Confer with T. Cousland and M. Napoli regarding Rule 26 Disclosure
4/25/12	Napoli, M. D.	0.40	199.10	Review and revise Rule 26 disclosures (.3); provide insurance information for discovery (.1)
4/26/12	Cousland, F. E.	6.10	No Charge	Travel to and attend Scheduling Conference
4/27/12	Cousland, F. E.	2.10	494.13	Draft discovery demands and responses
4/30/12	Cousland, F. E.	2.30	541.19	Telephone and email R. Sexton regarding initial discovery demands, draft discovery responses
TOTAL HOURS				44.20
TOTAL FOR SERVICES				\$6,994.04

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.40	497.75	199.10
Alito, R.	0.20	461.55	92.31
Barbatsuly, G. P.	0.30	402.73	120.82
Espinosa, E. S.	0.20	320.00	64.00
Cousland, F. E.	27.70	235.30	6,517.81
Total for All Timekeepers	44.20	\$158.24	\$6,994.04

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	6,994.04	0.00	6,994.04
TOTAL BALANCE DUE THIS MATTER			\$6,994.04

PAYMENT DUE IN FULL ON OR BEFORE JUNE 24, 2012

Exhibit H

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

June 25, 2012
Invoice: 2600186
Matter Desc.: Tracy Moss Lawsuit
Client/Matter #: 1203981.00004

This statement covers fees for legal services rendered and expenses incurred for your account during the period ending 05/31/2012. Detailed information regarding these fees and expenses is attached.

Current Charges:

Fees	3,919.55
Expenses	44.02

Total Current Charges

\$3,963.57

PAYMENT FOR "CURRENT AMOUNT" IS DUE IN FULL ON OR BEFORE JULY 25, 2012

Please Return a Copy of This Page With Your Payment to K&L Gates, RCAC, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104-1158, Reference Invoice: 2600186

Payment Can Also be Made by wire to: US Bank, Private Financial Services, 1420 5th Ave. Suite 2100, Seattle, WA 98101, ABA Routing Number: 125000105, Account # 153557906580, Reference Invoice 2600186

**PRIVILEGED AND CONFIDENTIAL
DO NOT DISCLOSE**

The Estate of Retirement Value, LLC
c/o Eddy Espinosa
K&L Gates, LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

June 25, 2012
Invoice: 2600186

FOR PROFESSIONAL SERVICES RECORDED AS OF 05/31/12:

Matter: 1203981.00004

Matter Description: Tracy Moss Lawsuit

Date	Attorney	Hours	Amount	Description
5/1/12	Cousland, F. E.	3.10	729.43	Draft responses to document demands
5/2/12	Cousland, F. E.	1.80	423.54	Update initial discovery demands to reflect amended complaint; draft answer to amended complaint
5/3/12	Alito, R.	0.30	138.46	Review and revise draft discovery requests; review defendant Gray's answers to interrogatories and document request
5/3/12	Cousland, F. E.	1.80	423.54	Draft deposition notice, revise and update initial discovery demands, draft answer to first amended complaint, review Gray's responses to plaintiff's initial demands
5/3/12	Napoli, M. D.	0.60	298.65	Review and revise draft discovery to Moss
5/4/12	Cousland, F. E.	0.90	211.77	Serve initial discovery demands; draft answer to amended complaint
5/8/12	Cousland, F. E.	4.80	1,129.44	Review client documents in connection with responses to document demands and interrogatories, draft responses; draft Answer to Amended Complaint
5/14/12	Cousland, F. E.	0.90	211.77	Email R. Sexton and R. Gray regarding discovery and 26 d conference, update answer to amended complaint
5/15/12	Cousland, F. E.	0.30	70.59	Update Answer to Amended Complaint
5/16/12	Cousland, F. E.	0.50	117.65	Revise and file Answer to Amended Complaint
5/17/12	Cousland, F. E.	0.70	164.71	Update responses to interrogatories and document demands

TOTAL HOURS

15.70

Matter: Tracy Moss Lawsuit
 Client/Matter #: 1203981.00004

Page: 2
 June 25, 2012
 Invoice: 2600186

TOTAL FOR SERVICES \$3,919.55

EXPENSES RECORDED AS OF 05/31/12:

<u>Description</u>	<u>Amount</u>
Copying Expense	24.00
Long Distance Courier	19.72
Pacer Research	0.30

EXPENSES TOTAL \$44.02

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Napoli, M. D.	0.60	497.75	298.65
Alito, R.	0.30	461.55	138.46
Cousland, F. E.	14.80	235.30	3,482.44
Total for All Timekeepers	15.70	\$249.65	\$3,919.55

INVOICE TOTAL

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Current Charges	3,919.55	44.02	3,963.57

TOTAL BALANCE DUE THIS MATTER \$3,963.57

PAYMENT DUE IN FULL ON OR BEFORE JULY 25, 2012