

Andrew B. Clawson (10409)
PEARSON CARSON & BUTLER, PLLC
1682 Reunion Ave., Ste 100
Telephone: (801) 702-8262
Email: andrew@abclawutah.com

Former Counsel for Castle Arch Secured Development Fund

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH
CENTRAL DIVISION

| | |
|---|--|
| <p>In re</p> <p>CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC; CASTLE ARCH OPPORTUNITY PARTNERS I, LLC; CASTLE ARCH OPPORTUNITY PARTNERS II, LLC; CASTLE ARCH KINGMAN, LLC; CASTLE ARCH SECURED DEVELOPMENT FUND, LLC; CASTLE ARCH SMYRNA, LLC; AND CAOP MANAGERS, LLC</p> <p>Debtors.</p> | <p>Bankr. Nos. 11-35082, 11-35237, 11-35241, 11-35242, 11-35243, 11-35246 (JTM)</p> <p>(Consolidated)</p> <p>(Filed Electronically)</p> <p>FIRST AND FINAL APPLICATION FOR ALLOWANCE OF FEES AND COSTS BY PEARSON BUTLER & CARSON, PLLC</p> |
|---|--|

Pursuant to Federal Rule of Bankruptcy Procedure 2016, and 11 U.S.C. §§ 330 and 331, Pearson Butler & Carson, PLLC (“**Applicant**”), respectfully requests allowance of Applicant’s fees incurred, in the amount of \$21,577.70, and costs advanced, in the amount of \$898.16, during

the course of Applicant's service as counsel for Castle Arch Secured Development Fund, LLC. ("CASDF"). In support of the Application, Applicant respectfully represents as follows:

1. Relevant Case Information. The main bankruptcy case of Castle Arch Real Estate Investment Fund was commenced on October 17, 2011 by the filing of a voluntary chapter 11 petition.

2. CASDF and the other named debtors above, which were managed by CAREIC, filed separate petitions for relief under Chapter 11 of the United States Bankruptcy Code on October 10, 2011.

3. On February 13, 2013, Applicant filed an Application to Employ application as counsel for CASDF; An order appointing Applicant as counsel for CASDF was entered by this Court on February 23, 2012.

4. On April 30, 2012, the Court entered an Order for Appointment of Trustee in the CAREIC bankruptcy case, and D. Ray Strong (the "**Trustee**") was appointed as the chapter 11 trustee of the CAREIC case shortly thereafter.

5. On February 8, 2013, the Court entered an order substantively consolidating CASDF, CAREIC and all of the other above-named debtors into the CAREIC case.

6. At the request of the Trustee, as manager of CASDF, Applicant remained counsel for CASDF after the Trustee was appointed, through the February 8, 2013, when the Court substantively consolidated all of the above-named debtors.

7. The time period covered by this Application is: February 11, 2012 through September 5, 2013 (the "**Application Period**").

8. Billing Rates and Information Concerning Professionals and Paraprofessionals Rendering Services. Information concerning the billing rates and experience of professionals and paraprofessionals providing services are set forth below.

a. Attorney:

i. Name: Andrew B. Clawson

Billing rate: \$225.00 per hour

Hours billed: 95.90

Total fees: \$21,577.70

Admission date: 2004 (Nevada), 2005 (Utah)

Experience: 9 years private practice with emphasis in bankruptcy and bankruptcy litigation.

Mr. Clawson's hourly billing rate is determined and adjusted at least annually and is reasonable for a bankruptcy lawyer with Mr. Clawson's experience. Mr. Clawson's hourly rate in this matter is the same or less than the amounts charged to other clients for similar work in non-bankruptcy contexts.

9. Summary of Services Provided. As counsel for CASDF, Andrew Clawson has consulted with and advised CASDF and its manager concerning the rights, powers, and duties of a debtor in possession under Chapter 11; represented CASDF in all proceedings before this Court; prepared pleadings, notices, and other documents for Debtor, as necessary in this case. Attached hereto as Exhibits are detailed itemizations of the services performed by Applicant, as counsel for CASDF during the Application Period, which describe the nature of the services

rendered, the attorney who performed the services, and the amount of time expended, as required by 11 U.S.C. § 330.

- a. Claims Administration (Exhibit A). This category includes services relating to providing notice to creditors and investors, objecting to claims, and other related matters.
- b. Case Administration (Exhibit B). This category itemizes time spent providing services to Debtor to administer this case, including general advise, strategy, and consultation, services related to monthly financial reports; preparing reports, motions, summaries and related documents regarding the same and attending hearings and conferences, reviewing and preparing emails, phone calls, and general legal services related to CASDF not described in other categories.
- c. Cash Collateral (Exhibit C). Matters relating to the use of cash collateral and cash management agreements between CAREIC, CASDF, and the other above-named debtors.
- d. Contested Matter - CASDF Investor Motion to Appoint Trustee (Exhibit D). Matters relating to the Motion to Appoint Trustee in the CASDF case, including research relating to defense of the motion, counseling with the Trustee, communicating with counsel for the moving investors, and other related services.
- e. Contested Matter - Creditors' Committee Motion to Appoint Trustee or Convert. Matters relating to the Creditors' Committee's Motion to Appoint Trustee or Convert the CAREIC case, including consulting with CAREIC and its counsel, preparing objections, reviewing documents, attending court hearings, and other related services.

f. Longview Litigation / Motion for Relief (Exhibit E). Matters relating to the litigation involving Longview in New York State and in this bankruptcy case and Longview's motion for relief from the automatic stay, including including consulting with CAREIC, its Trustee, and their counsel, preparing objections, legal research, reviewing documents, attending court hearings, and other related services.

g. CAREIC's Motion to Consolidate (Exhibit F). Services relating to CAREIC's Motion to Consolidate, including representing CASDF's interests relating to the Motion, counseling with the Trustee re the effect of consolidation on CASDF, reviewing pleadings and related documents, attending hearings and other related services.

h. Plan / Disclosure Statement (Exhibit G). This category includes consulting relating to the Plan and Disclosure statement with an eye to protecting the interests of CASDF, counseling with the Trustee regarding the effect of the Plan on CASDF and communicating with creditors/investors, the Trustee, and his counsel.

10. Information Regarding Costs.

a. The actual and necessary costs incurred by Applicant in connection with its representation of Debtors are limited to the costs associated with serving notice of Applicant's *Notice of Hearing on Application For Compensation*, which costs are described with particularity in Exhibit H.

11. Additional Disclosures. The compensation sought is reasonable compensation for actual, necessary services rendered by Applicant. No payments have previously been made or promised to Applicant for the provided services for which compensation is sought, except as set forth herein. No agreement or understanding exists between Applicant and any other person or

entity for the sharing of compensation received or to be received for the services described herein.

WHEREFORE, Applicant respectfully requests that this court enter an order as follows:

- A. Granting this Application.
- B. Allowing reasonable compensation to Applicant for actual and necessary services rendered in connection with the representation of the CASDF during the Application Period, in the amount of \$21,577.70.
- C. Allowing reimbursement to Applicant of its actual, necessary out-of-pocket costs and expenses incurred during the Application Period in the amount of \$898.16; and
- D. Authorizing the consolidated debtors or the reorganized debtor to pay Applicant such allowed compensation, in the amount of \$21,577.70, and such costs, in the amount of \$898.16, as an administrative expense, as required by the approved plan of reorganization in this consolidated case.
- E. Granting such other relief as the Court deems appropriate.

DATED this 5th day of September, 2013.

PEARSON BUTLER & CARSON, PLLC

By: /s/ Andrew B. Clawson
Andrew B. Clawson
Former Counsel for Castle Arch Secured
Development, LLC

(Exhibit A)

Matter: Claims Administration

Hours: 7.8
Fees: 1,755.00

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-------------|--|-----------------|--------------------|--------------|-------------|
| 2/17/2012 | Review motion to extend time to object to intercompany claims and supporting memorandum and file notice of endorsement re same (.5). Review creditors' committee's objection to motion to extend claims bar date for intercompany claims (.3) | ABC | 225 | 0.80 | \$ 180.00 |
| 2/18/2012 | Review proposed order extending deadline to file inter-company claims and endorse same. (.2) | ABC | 225 | 0.20 | \$ 45.00 |
| 2/29/2012 | Review motion to approve form of notice to equity interest holders and file endorsement re same (.8). | ABC | 225 | 0.80 | \$ 180.00 |
| 4/3/2012 | Prepare amended notice to equity security holders and related documents (1.3); Prepared and sent emila to Glen Marisen re amended notice to equity security holdersa and request for information (1). Telephone conference with and prepare email to Glen re list of equity security holders (.2). | ABC | 225 | 1.60 | \$ 360.00 |
| 4/3/2012 | Finalize List of Equity Security Holders and notice and prepare and send email to Glen and Jeff re their final review of the Amended list of Equity Security Holders- Amended (.3). | ABC | 225 | 0.30 | \$ 67.50 |
| 4/4/2012 | Final review and file notice to equity security holders and amended matrix adding equity security holders (.4). | ABC | 225 | 0.40 | \$ 90.00 |
| 8/29/2012 | Review email from P. Hunt re omnibus objection to claims (.1). Review proposed omnibus objection to claims and exhibits thereto (.3). Review schedules and proofs of claim filed in case (.3). | ABC | 225 | 0.70 | \$ 157.50 |
| 9/4/2012 | Correspondence re omnibus objection to claims (.3). Review omnibus objection to claims (.5). | ABC | 225 | 0.80 | \$ 180.00 |

| | | | | | | |
|---------|--|-----|-----|-------------|-----------|-----------------|
| | Review email from N. Seim regarding objections to omnibus objection to claims (.1). | | | | | |
| 10/16/2 | Review reply and prepare email to N. Seim re authorization to file reply with signature (.3). | ABC | 225 | 0.40 | \$ | 90.00 |
| | Review voice messages and email from Richard Danse re his response to the omnibus objection to claims. (.1). Telephone call with Mr. Danse re questions he has about the omnibus objection to claims (.2). | | | | | |
| 10/25/2 | Telephone call with counsel for Trustee re Mr. Danse's questions re omnibus objection to claims. (.2) | ABC | 225 | 0.30 | \$ | 67.50 |
| 10/26/2 | Review Prince Yeates' response to CAREIC's objection to Prince Yeates fee request. (.4) | ABC | 225 | 0.20 | \$ | 45.00 |
| 11/14/2 | Research re statute of frauds and defenses to statute of frauds (.9) | ABC | 225 | 0.40 | \$ | 90.00 |
| 11/16/2 | | ABC | 225 | 0.90 | \$ | 202.50 |
| | TOTALS | | | 7.80 | \$ | 1,755.00 |

(Exhibit B)

Category: Case Administration

Hours: 20.80
Fees: \$4,680.00

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-------------|---|-----------------|--------------------|--------------|-------------|
| 2/11/2012 | Review CASF, CAREIC, and CA Kingman docket. (.4). Review SOFA, schedules, and related documents for CAREIC, CAREIC, and CA Kingman to prepare for meeting with Adam Affleck (.8). Review motion for joint administration (.4). Meeting with Adam Affleck re relationship between CASDF, CAREIC, and the affiliate debtors, issues involved in case, and general overview and status of case (2.1). Telephone call to Jeff Austin re status of his review and signature of application to employ (left voice message) (.1) | ABC | 225 | 3.40 | \$ 765.00 |
| 2/17/2012 | Telephone conference with CA debtors and counsel to discuss cases status, planning, and other matters (.9). | ABC | 225 | 0.90 | \$ 202.50 |
| 2/22/2012 | Review and file monthly operating report for CASDF | ABC | 225 | 0.30 | \$ 67.50 |
| 2/24/2012 | Telephone conference with CA debtors and counsel to discuss cases status, planning, and other matters (.9) | ABC | 225 | 0.90 | \$ 202.50 |
| 3/7/2012 | Telephone conference with CA debtors and counsel to discuss cases status, planning, and other matters (1.5) | ABC | 225 | 1.50 | \$ 337.50 |
| 3/12/2012 | Telephone conference with CA debtors and counsel to discuss cases status, planning, and other matters (1.5) | ABC | 225 | 1.00 | \$ 225.00 |
| 3/15/2012 | Review application to employ Barbara Smith and file endorsement of same. (.2). | ABC | 225 | 0.20 | \$ 45.00 |
| 3/19/2012 | Telephone conference with CA Debtors and counsel to discuss status, planning, and other matters (1.8). | abc | 225 | 1.80 | \$ 405.00 |

| | | | | | | |
|---------------|---|-----|-----|--------------|-----------|-----------------|
| 3/25/2012 | Telephone conference with CA Debtors and counsel to discuss status, planning, and other matters (2.0). | ABC | 225 | 2.00 | \$ | 450.00 |
| 4/2/2012 | Telephone conference with CA debtors and counsel to discuss status, planning, claims objections, motion to appoint trustee in CAREIC, and other matters (1.9). | ABC | 225 | 1.90 | \$ | 427.50 |
| 4/9/2012 | Telephone conference with CA debtors to discuss status, planning, and other related matters (.7). | ABC | 225 | 0.70 | \$ | 157.50 |
| 5/8/2012 | Telephone call with Peggy Hunt re the new trustee, case status, request for information, and need for extension to answer the Longview complaint (.2) | ABC | 225 | 0.20 | \$ | 45.00 |
| 5/17/2012 | Legal research re disinterestedness. | ABC | 225 | 0.50 | \$ | 112.50 |
| 5/21/2012 | Email correspondence with Trustee and CA debtors' counsel re scheduling meeting (.2) | ABC | 225 | 0.20 | \$ | 45.00 |
| 5/25/2012 | Travel to meeting (.4). meeting with Ray Strong and counsel of affiliated CA debtors re case status, Longview claims, cash management issues, and other related matters (2.1) | ABC | 225 | 2.50 | \$ | 562.50 |
| 6/18/2012 | Email correspondence with Trustee and counsel for affiliated debtors re schedule for meeting. | ABC | 225 | 0.10 | \$ | 22.50 |
| 6/26/2012 | Meeting with CAREIC trustee and counsel for affiliated debtors re case status, cash management motion and order, discussion re plan issues and other related matters (1.5). Travel to meeting. meeting (.4) | ABC | 225 | 1.90 | \$ | 427.50 |
| 7/19/2012 | Respond to emails from Glen Marison re legal accruals and monthly operating reports. (.2). Review May MOR and file same with the Corut (.2). | ABC | 225 | 0.40 | \$ | 90.00 |
| 7/30/2012 | Review and file June monthly operating report for CASDF (.2) | ABC | 225 | 0.20 | \$ | 45.00 |
| 10/15/2012 | Prepare and send September professional fee accrual to Glen Marrison (.2) | ABC | 225 | 0.20 | \$ | 45.00 |
| TOTALS | | | | 20.80 | \$ | 4,680.00 |

(Exhibit C)

Matter: Cash Collateral

Hours: 5.0
Fees: \$1,125.00

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-------------|--|-----------------|--------------------|--------------|-------------|
| 3/14/2012 | Review motion for authorization to use cash management system and provide for intercompany lending and file endorsement re same (.9). | ABC | 225 | 0.90 | \$ 202.50 |
| 5/16/2012 | Review email from Peggy Hunt re proposed emergency cash management order and attached motion for order (.3.) | ABC | 225 | 0.30 | \$ 67.50 |
| 5/18/2012 | Travel to court for hearing on emergency cash management motion. (.4). Attend hearing on motion. (.5) | ABC | 225 | 0.90 | \$ 202.50 |
| 5/18/2012 | Review proposed order granting cash management order and and ex parte motion to extend inter-company claims bar date and ensorse same via ECF | ABC | 225 | 0.20 | \$ 45.00 |
| 5/29/2012 | Review email from Peggy Hunt re proposal for cash management motion and order. (.1) | ABC | 225 | 0.10 | \$ 22.50 |
| 5/30/2012 | Review email from Peggy Hunt re status update on motion for cash management order (.1) | ABC | 225 | 0.10 | \$ 22.50 |
| 6/1/2012 | Review draft of cash management motion prepared by counsel for CAREIC (.6) | ABC | 225 | 0.60 | \$ 135.00 |
| 6/28/2012 | Tavel to hearing re cash management motion. (.4). Attend hearing (.7) | ABC | 225 | 1.10 | \$ 247.50 |
| 9/27/2012 | Email correspondence with Trustee and other CA counsel re motion for continued use of cash collateral and cash management agreement (.2). Review motion re same (.4) | ABC | 225 | 0.60 | \$ 135.00 |
| 10/3/2012 | Review email and monthly operating report from Ray Strong and file MOR | ABC | 225 | 0.20 | \$ 45.00 |

| | | | | | | |
|---------------|------------------|--|--|-------------|-----------|-----------------|
| | with court (.2). | | | | | |
| TOTALS | | | | 5.00 | \$ | 1,125.00 |

(Exhibit D)

Matter: Contested Matter - CASDF Investor Motion to Appoint Trustee

Hours: 7.70
 Fees: \$1,732.50

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------|---|-----------------|--------------------|--------------|--------------------|
| 12/3/2012 | Review and analyze CASDF investors' objection motion to appoint trustee in CASDF case (1.1). Telephone conference with Trustee re motion (.3). Review correspondence from Trustee re his analysis of objecting CASDF investors (.2). | ABC | 225 | 1.60 | \$ 360.00 |
| 12/10/2012 | Email correspondence with Ray Strong , Petty Hunt, and Anna Drake re scheduling meeting to discuss motion to appoing trustee in CASDF case issues (.3) | ABC | 225 | 0.30 | \$ 67.50 |
| 12/20/2012 | Prepare for meeting re CASDF investors' motion to appoint trustee (.1.0). Travel to meeting with R. Strong, Peggy Hunt, Nathan Seim and Anna Drake re CASDF investors' motion to appoint trustee in CASDF case. (.4). Meeting with R. Strong, P. Hunt & Nathan Seim re issues raised in CASDF investors' motion to appoint. (1.0), Meeting with R. Strong, P. Hunt & Anna Drake re same (3.4) | ABC | 225 | 5.80 | \$ 1,305.00 |
| Totals | | | | 7.70 | \$ 1,732.50 |

(Exhibit E)

Matter: Contested Matter - Creditors' Committee Motion to Appoint Trustee or Convert

Hours: 16.10
 Fee: \$3,622.50

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------|---|-----------------|--------------------|--------------|--------------------|
| 2/14/2012 | Review Creditors' Committee's motion to appoint trustee or convert to chapter 7. (.5) Review motion to extend exclusivity period to file plan and file notice of endorsement re same (.2) | ABC | 225 | 0.70 | \$ 157.50 |
| 3/14/2012 | Review CAREIC's opposition to Committee's Motion for Appointment of Trustee or Conversion to Chapter 7 (.5); Review CAOP I and II's opposition memoranda (.2). Prepare and file joinder to CAOP I and II's opposition memoranda (.5). | ABC | 225 | 1.20 | \$ 270.00 |
| 4/16/2012 | Telephone conference CA debtors and counsel to discuss depositions, planning for upcoming hearing on motion to appoint trustee (1.0). | ABC | 225 | 1.00 | \$ 225.00 |
| 4/18/2012 | Prepare for hearing on motion to appoint trustee by reviewing documents filed by the committee in connection with its motion to appoint trustee in the CAREIC case and prepare statement on behalf of client. (2.3) | ABC | 225 | 2.30 | \$ 517.50 |
| 4/19/2012 | Travel to hearing on motion to appoint trustee (.4). Attend hearing on motion to appoint trustee. (6.8). [7.2] | ABC | 225 | 7.20 | \$ 1,620.00 |
| 4/20/2012 | Attend hearing on motion to appoint trustee and post-hearing meeting with client and counsel re outcome and strategy going forward (3.5). | ABC | 225 | 3.50 | \$ 787.50 |
| 4/30/2012 | Review and endorse proposed order granting motion to appoint chapter 11 trustee (.2). | ABC | 225 | 0.20 | \$ 45.00 |
| Totals | | | | 16.10 | \$ 3,622.50 |

(Exhibit F)

Matter: Longview Litigation / Motion for Relief

Hours: 13.50
 Fee: \$3,037.00

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-------------|---|-----------------|--------------------|--------------|-------------|
| 4/3/2012 | Review Longview's motion for relief from the automatic and the supporting declaration of Bruce Shoenburg (.5). | ABC | 225 | 0.50 | \$ 112.50 |
| 4/4/2012 | Reveiw email correspondence between Adam Affleck and counsel for the affiliated debtors and counsel for the creditor's committee regarding filing a complaint against Longview (.3). Review proposed complaint against Longview in preparation for conference call (.8). Telephone converence with CA debtors to discuss complaint and objection re Longview (1.8). Legal research re subject matter jurisdicaion (.4). | ABC | 225 | 3.30 | \$ 742.50 |
| 4/30/2012 | Email correspondence with David Hague re extension of response deadlines (.1) | ABC | 225 | 0.10 | \$ 22.50 |
| 7/19/2012 | Review Longview's Amended Motion for Relief from the Automatic Stay (.9) | ABC | 225 | 0.90 | \$ 202.50 |
| 7/23/2012 | Review email from P. Hunt re response to Longview's motion for relief from the automatic stay (.1). Review draft of the response (1.3). Prepare and send email to P. Hunt re thoughts about motion and request for notice of filing (.1). Review and respond to email s from Trustee and counsel (.2). Prepare , finalize, and file CASDF's opposition to Longview's MFR (.4). | ABC | 225 | 2.10 | \$ 472.50 |
| 8/8/2012 | Review email from P. Hunt re outcome of preliminary hearing and | ABC | 225 | 0.10 | \$ 22.50 |

| | | | | | | |
|---------------|---|-----|-----|--------------|-----------|-----------------|
| | strategy. (.1) | | | | | |
| 8/21/2012 | Review email from Ray Strong and listen to email from Greg Adams re conference call (.1). Telephone call with Ray Strong re status update and upcoming hearing on motion for relief. (.3) | ABC | 225 | 0.40 | \$ | 90.00 |
| 8/22/2012 | Review email correspondence re motion to transfer venue (.2). Review memorandum in support of motion to transfer venue (.5). | ABC | 225 | 0.50 | \$ | 112.50 |
| 8/24/2013 | Review and respond to email from P. Hunt re hearing on Longview MFR (.1) | ABC | 225 | 0.10 | \$ | 22.50 |
| 8/27/2012 | Review pleadings submitted in relation to Lonview MFR. (.5). Travel to court for hearing on MFR. (.4). Attend hearing on MFR (.4) | ABC | 225 | 1.30 | \$ | 292.50 |
| 8/28/2012 | Review email from Ray Strong re relief form stay hearing and rockville insurance issues. (.2) | ABC | 226 | 0.20 | \$ | 45.20 |
| 10/9/2012 | Email correspondence with Trustee and other CA counsel re terma of longville settlement (.3) | ABC | 225 | 0.20 | \$ | 45.00 |
| 11/12/2012 | Correspondence with P. Hunt and other CA counsel re settlemente with longview and proposed motion to approve settlement (.2). Review motion to approve settlement and send email consenting to filing with electronic signature (.7). | ABC | 225 | 0.90 | \$ | 202.50 |
| 12/4/2012 | Review David Hunt's objection to the Longview settlement (.5). | ABC | 225 | 0.50 | \$ | 112.50 |
| 12/7/2012 | Review Trustee's reply to the Hunt objection to Longview settlement (.3). | ABC | 225 | 0.30 | \$ | 67.50 |
| 12/10/2012 | Prepare for and attend hearing on motion to approve settlement with Longview (2.1). Travel to hearing on motion to approve settlement with Longview. | | 225 | 2.10 | \$ | 472.50 |
| Totals | | | | 13.50 | \$ | 3,037.70 |

(Exhibit G)

Matter: CAREIC's Motion to Consolidate

Hours: 4.50
 Fee: \$1,012.50

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-------------|--|-----------------|--------------------|--------------|--------------------|
| 12/21/2012 | Additional research re promissory estoppel and statute of frauds (.5). Revise memorandum regarding plan and consolidation issues, estoppel and disinterestedness and email same to Trustee (1.1). Correspondence by email with Ray Strong re hearing on motion to consolidate and request to review declarations and exhibits to be used at hearing (.2). Review declaration of Ray Strong in support of substantive consolidation (.1.2). | ABC | 225 | 1.20 | \$ 270.00 |
| 1/29/2012 | Prepare for hearing on motion to consolidate (.3). Travel to hearing on motion to consolidate (.4). Attend motion to consolidate (1.2). | ABC | 225 | 1.40 | \$ 315.00 |
| 1/31/2012 | | ABC | 225 | 1.90 | \$ 427.50 |
| | Totals | | | 4.50 | \$ 1,012.50 |

(Exhibit H)

Matter: Plan / Disclosure Statement

Hours: 9.0
 Fee: \$2,025.00

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------|--|-----------------|--------------------|--------------|--------------------|
| 9/20/2012 | Email corespondence with Trustee and CA counsel re draft of liquidation plan and scheduling meeting to discuss plan and strategy (.4) Begin reviewing draft liquidation plan (.9) | ABC | 225 | 1.30 | \$ 292.50 |
| 9/25/2012 | Finish reviewing and analyzing and analyze draft of plan (1.8) | ABC | 225 | 1.80 | \$ 405.00 |
| 11/21/2012 | Telephone call with investor Ken Gmeuhs. re proposed plan treatment of SDF investors (.2). Telephone call with Ray Strong re plan treatment of SDF investors/creditors. (.2). Conference with Simon Cantararero re plan treatment of SDF investors and potential conflicts. (.4). Conference with Carson Pearson re same (.6). Research re oral guarantee, estoppel, and disinterestedness and prepare draft of memorandum to R. Strong re potential issues re plan with respect to CASDF (4.5). | ABC | 225 | 5.90 | \$ 1,327.50 |
| Totals | | | | 9.00 | \$ 2,025.00 |

(Exhibit H)

Matter: Fee Application

Hours: 4.9
 Fee: \$1,102.50

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------|--|-----------------|--------------------|--------------|--------------------|
| 8/30/2013 | Begin preparing fee applicaton (1.5) | ABC | 225 | 1.50 | \$ 337.50 |
| 9/5/2013 | Finish preparing fee application (2.6) | ABC | 225 | 1.50 | \$ 337.50 |
| 9/6/2013 | Prepare notice of hearing and certificate of service re fee application (.9) | ABC | 225 | 0.90 | \$ 202.50 |
| October, 2013 | Hearing on Fee Application and Prepare Proposed Order (Anticipated) | ABC | 225 | 1 | \$ 225.00 |
| | | | | 4.90 | \$ 1,102.50 |

(Exhibit I)

Matter:

EMPLOYMENT

Hours: 5.3

Fee: \$1,192.5

| <u>Date</u> | <u>Description of Services/Costs</u> | <u>Attorney</u> | <u>Hourly Rate</u> | <u>Hours</u> | | <u>Fees</u> |
|-------------|--|-----------------|--------------------|--------------|-----------|-----------------|
| 2/7/2012 | Initial telephone call with Adam Affleck re prospect of representing CASDF (.4). Email correspondence with A. Affleck re representation of CASDF (.2). Telephone conference with Jeff Austin re employment by CASDF (.3). Prepare application to employ PBCC as counsel for CASDF (1.8). Prepare corresponding declaration (.9). | ABC | 225 | 0.40 | \$ | 90.00 |
| 2/8/2012 | Prepare order (.4). Review, edit, and revoise application to employ, corresponding declaration and proposed order authorizing employment (.4). Prepare and send email to Jeff Austin re Application to employ, corresponding declaration, and need for Mr. Austin to sign and return it to me. (.2). Telephone call to Jeff Austin re status of his review and signature of application to employ (left voice message) (.1) | ABC | \$225 | 3.70 | \$ | 832.50 |
| 2/9/2012 | Review email from Jeff Austin re application to employ and declaration (.1) Final review and file application to employ, declaration, and proposed order with the Court (.2) | ABC | 225 | 0.90 | \$ | 202.50 |
| 2/13/2012 | | ABC | 225 | 0.30 | \$ | 67.50 |
| | Totals | | | 5.30 | \$ | 1,192.50 |