

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civil Action No: 09-C-506

WEALTH MANAGEMENT, LLC,
JAMES PUTMAN, and SIMONE FEVOLA,

Defendants, and

WML GRYPHON FUND, LLC;
WML WATCH STONE PARTNERS, L.P.; WML
PANTERA PARTNERS, L.P.; WML PALISADE
PARTNERS, L.P.; WML L3, LLC;
WML QUETZAL PARTNERS, L.P., and
EMPLOYEE SERVICES OF APPLETON, INC.,

Relief Defendants.

**ELEVENTH INTERIM APPLICATION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION TO, AND FOR REIMBURSEMENT OF EXPENSES OF,
(I) FAYE B. FEINSTEIN, RECEIVER FOR WEALTH MANAGEMENT LLC
AND THE RELIEF DEFENDANTS, AND (II) QUARLES & BRADY LLP,
AS COUNSEL TO THE RECEIVER, FOR THE PERIOD FROM
JUNE 1, 2017, THROUGH MAY 31, 2018, AND STATUS REPORT**

Faye B. Feinstein, Receiver for Wealth Management LLC (“WM”), and the Relief Defendants, WML Gryphon Fund LLC (“Gryphon”), WML Watch Stone Partners, L.P. (“Watch Stone”), WML Pantera Partners, L.P. (“Pantera”), WML Palisade Partners, L.P. (“Palisade”), WML L3, LLC (“L3”), and WML Quetzal Partners, L.P. (“Quetzal”, and together with Gryphon, Watch Stone, Pantera, Palisade, and L3, the “WM Funds”) and Employee Services of Appleton, Inc. (“ESA”), hereby requests entry of an Order (i) allowing the Receiver and her counsel, Quarles & Brady LLP (“Q&B”) (collectively, the “Receiver Team”), an interim award of compensation for services rendered to the Receiver Estate (as defined below) in the amount of

\$59,705.70, and for reimbursement of expenses incurred in connection therewith, in the amount of \$222.72, for the one-year period from June 1, 2017, through May 31, 2018 (the “Subject Period”), and (ii) authorizing payment of such allowed amounts from the Receiver Estate as set forth herein.

This Eleventh Interim Application is made pursuant to (a) the Court’s *Order Appointing Receiver* dated May 20, 2009 (Docket No. 8) (the “Initial Receiver Order”); (b) the Court’s *First Modified Order Appointing Receiver* (Docket No. 14) (the “Modified Receiver Order” and, with the Initial Receiver Order, the “Appointment Orders”), and (c) the “Billing Instructions for Receivers in Civil Actions Commenced by the U.S. Securities and Exchange Commission”, dated October 1, 2008 (the “Billing Instructions”), provided to the Receiver by the United States Securities and Exchange Commission (“SEC”) and with which the Receiver has agreed to comply. In support, the Receiver Team states:

Procedural Background

1. WM and Gryphon were originally organized as Wisconsin limited liability companies; Palisade, Pantera, Quetzal, and Watch Stone were organized as Delaware limited partnerships; L3 was organized as a Delaware limited liability company, and ESA was organized as a Wisconsin corporation. WM, L3, and ESA have been dissolved under the laws of their respective jurisdictions.

2. Each of the WM Funds is or was itself invested in other investment funds and/or directly in alternative investments (such investment funds and direct investments shall be collectively referred to herein, for convenience, as the “sub-funds”).

3. The captioned enforcement action was initiated by a complaint filed by the SEC on May 20, 2009. On that same date, this Court entered the Initial Receiver Order, pursuant to

which the Receiver was appointed. Also on that date, the Court entered (a) an Order Freezing Assets (Docket No. 9), which prohibited WM and the WM Funds and anyone holding their monies or other assets from withdrawing, transferring, pledging, or otherwise dissipating any of their monies or other assets (excluding the segregated, individual accounts of advisory clients which were not invested in the WM Funds); and (b) a Temporary Restraining Order and Order For Emergency Relief (Docket No. 7) against WM and the WM Funds. At the request of WM, the Court scheduled an expedited hearing for May 26, 2009, on the SEC's request for entry of a preliminary injunction.

4. On May 26, 2009, by agreement of the parties, the Court entered (a) the Modified Receiver Order; (b) an Order Extending Asset Freeze (Docket No. 15); and (c) a Preliminary Injunction Order (Docket No. 17) against WM, James Putman, Simone Fevola, and the WM Funds. Subsequently, by minute order entered November 4, 2009, the Court struck, *nunc pro tunc*, any reference to Mr. Fevola in the Preliminary Injunction Order.

Retention of Q&B and Interim Fee Applications

5. Among other things, the Modified Receiver Order authorizes the Receiver "to engage and employ persons in her discretion to assist her in carrying out her duties and responsibilities . . . including, but not limited to, lawyers, accountants, and investment advisers". Modified Receiver Order at 4.

6. Pursuant to the Modified Receiver Order, the Receiver retained the attorneys and other professionals of Quarles & Brady LLP to assist her in performing her duties as Receiver.

7. The Receiver has filed ten previous interim fee applications, which have been granted as follows and as to which the allowed amounts have all been paid to Q&B:

- (a) the Receiver's first interim fee application was granted by order of this Court entered on the docket on September 11, 2009 (Docket No. 67,

which was amended by an order entered at Docket No. 146 to correct a scrivener's error) (the "First Interim Fee Order"); the First Interim Fee Order allowed Q&B interim fees in the sum of \$235,029.25 and interim reimbursement of expenses in the sum of \$4,093.69, for a total of \$239,122.94, for the period from May 18, 2009 (two days before the Receiver's appointment), through June 30, 2009;

- (b) the Receiver's second interim fee application was granted by order of this Court entered on the docket on May 27, 2010 (Docket No. 281) (the "Second Interim Fee Order"); the Second Interim Fee Order allowed Q&B interim fees in the sum of \$466,789.20 and interim reimbursement of expenses in the sum of \$17,717.03, for a total of \$484,506.23, for the period from July 1, 2009, through December 31, 2009;
- (c) the Receiver's third interim fee application was granted by order of this Court entered on the docket on September 17, 2010 (Docket No. 311) (the "Third Interim Fee Order"); the Third Interim Fee Order allowed Q&B interim fees in the sum of \$459,890.60 and interim reimbursement of expenses in the sum of \$19,378.08, for a total of \$479,268.68, for the period from January 1, 2010, through May 31, 2010;
- (d) the Receiver's fourth interim fee application was granted by order of this Court entered on the docket on September 26, 2011 (Docket No. 380) (the "Fourth Interim Fee Order"); the Fourth Interim Fee Order allowed Q&B interim fees in the sum of \$576,065.75 and interim reimbursement of expenses in the sum of \$28,646.96, for a total of \$604,712.71, for the period from June 1, 2010, through May 31, 2011;
- (e) the Receiver's fifth interim fee application was granted by order of this Court entered on the docket on September 17, 2012 (Docket No. 419) (the "Fifth Interim Fee Order"); the Fifth Interim Fee Order allowed Q&B interim fees in the sum of \$223,476.60 and interim reimbursement of expenses in the sum of \$3,908.93, for a total of \$227,385.53, for the period from June 1, 2011, through May 31, 2012;
- (f) the Receiver's sixth interim fee application was granted by order of this Court entered on the docket on September 10, 2013 (Docket No. 433) (the "Sixth Interim Fee Order"); the Sixth Interim Fee Order allowed Q&B interim fees in the sum of \$217,590.80 and interim reimbursement of expenses in the sum of \$913.48, for a total of \$218,504.28, for the period from June 1, 2012, through May 31, 2013;
- (g) the Receiver's seventh interim fee application was granted by order of this Court entered on the docket on September 3, 2014 (Docket No. 441) (the "Seventh Interim Fee Order"); the Seventh Interim Fee Order allowed Q&B interim fees in the sum of \$100,682.20 and interim reimbursement

of expenses in the sum of \$348.87, for a total of \$101,031.07, for the period from June 1, 2013, through May 31, 2014;

- (h) the Receiver's eighth interim fee application was granted by order of this Court entered on the docket on September 24, 2015 (Docket No. 448) (the "Eighth Interim Fee Order"); the Eighth Interim Fee Order allowed Q&B interim fees in the sum of \$99,241.20 and interim reimbursement of expenses in the sum of \$933.40, for a total of \$100,174.60, for the period from June 1, 2014, through May 31, 2015;
- (i) the Receiver's ninth interim fee application was granted by order of this Court entered on the docket on August 22, 2016 (Docket No. 456) (the "Ninth Interim Fee Order"); the Ninth Interim Fee Order allowed Q&B interim fees in the sum of \$54,528.80 and interim reimbursement of expenses in the sum of \$385.31, for a total of \$54,914.11, for the period from June 1, 2015, through May 31, 2016, and
- (j) the Receiver's tenth interim fee application was granted by order of this Court entered on the docket on August 15, 2017 (Docket No. 462) (the "Tenth Interim Fee Order"); the Tenth Interim Fee Order allowed Q&B interim fees in the sum of \$49,181.00 and interim reimbursement of expenses in the sum of \$57.48, for a total of \$49,238.48, for the period from June 1, 2016, through May 31, 2017.

8. By this Eleventh Interim Application, the Receiver seeks entry of an interim order (a) approving, as reasonable and commensurate with the Receiver Team's duties and obligations, total fees incurred by the Receiver Team on behalf of the Receiver Estate during the Subject Period in the amount of \$59,705.70 ("Subject Period Fees") and \$222.72 in related disbursements ("Subject Period Expenses"), and (b) authorizing the Receiver, pursuant to Section VI of the Modified Receiver Order, to pay to Q&B, on an interim basis, from the Receiver Estate, the Subject Period Fees and Subject Period Expenses. Q&B's fiscal year end is September 30, 2018; therefore, the Receiver respectfully requests that this Court consider this Eleventh Interim Application and enter an order prior to that date, thereby alleviating the financial burden to Q&B of carrying this receivable into its next fiscal year.

Redaction of Certain Portions of Eleventh Interim Application

9. On August 27, 2012, the Court entered its *Order (A) Authorizing the Filing Under Seal of Documents Containing Sensitive Information and (B) Sealing Certain Previously-Filed Documents Containing Sensitive Information* (Docket No. 417) (the “Seal Order”). Pursuant to the Seal Order and the Receiver’s motion for entry thereof, “Sensitive Information” includes information regarding (a) the cash contained in each WM Fund at any given time and (b) amounts paid and to be paid to special counsel to the Receiver in connection with the prosecution of the Baetis-Brown Litigation (as defined below). **[REDACTED per Seal Order, Docket No. 417]**

10. This Application contains Sensitive Information. However, the Receiver wishes to balance the prudential concerns that led to her request for entry of the Seal Order against the legitimate interests of investors in having access to this Application. Therefore, rather than filing this entire Application under seal (as the Seal Order authorizes), she has instead redacted portions from the filed version of this Application. An unredacted version of this Application has been supplied to the SEC for its review prior to filing and will be supplied to the Court.

Case History and Status Report¹

A. The Receiver Estate

11. The Receiver Estate comprises (a) cash in WM’s accounts and in the accounts of the WM Funds; (b) investments in sub-funds held by the WM Funds (including investments by one WM Fund in another); (c) WM’s own investments in certain WM Funds, and (d) causes of action of the Receiver Estate.

¹ Matters reported on in prior fee applications, but that have been concluded without further substantive developments, will not be included in the following discussion.

12. *Cash Balances as of May 31, 2018:* As of May 31, 2018, the cash balances in the accounts of WM and of the WM Funds were as follows:

[REDACTED per Seal Order, Docket No. 417]

13. *Investments Held by WM Funds in Sub-Funds:* The Receiver Estate includes the investments held by the WM Funds in the sub-funds. Since the Receiver's appointment, certain sub-funds have made cash distributions to the WM Funds as follows:

[REDACTED per Seal Order, Docket No. 417]

14. The majority of the sub-fund investments of the WM Funds have been liquidated, rendered valueless (by, for example, foreclosure on the property of the sub-fund by a secured creditor), or abandoned by the Receiver. The status of the remaining active sub-funds is described below. The Receiver has negotiated exits from several of the sub-fund investments made by the WM Funds, where the likely benefit of remaining invested in the sub-fund did not justify the cost of potential future expenditures. Some exits have involved, and others may involve in the future, negotiated settlements; others have entailed, and future resolutions may also entail, abandoning sub-fund interests whose values are negative or highly uncertain.

15. *Status of Remaining Sub-Fund Investments:* During the Subject Period, Ravinia Funding LLC completed its liquidation and made final distributions to Palisade and Watch Stone, the two WM Funds invested in it. The following are the only remaining sub-funds that may generate cash for the WM Funds and the status of those investments:

(a) The Baetis Fund, L.P. ("Baetis") [Gryphon and Pantera], and The Brown Investment Fund, L.P. ("Brown") [Palisade and Watch Stone]: Each WM Fund that had invested in Baetis or Brown has received its share of the cash that remained in those sub-funds. Further proceeds have been realized from settlements with certain defendants in

the Baetis-Brown Litigation (as defined below); any other monetary recoveries in connection with Baetis and Brown will come from the proceeds of the Baetis-Brown Litigation.

(b) MKA Real Estate Qualified Fund I, LLC (“MKA”) [Palisade and Watch Stone]: MKA made or acquired real estate loans and also invested directly in real estate. Palisade and Watch Stone together invested \$20,575,000 in MKA. Since 2011, MKA has been liquidating its portfolio; the manager of MKA, MKA Capital Group Advisors LLC (“MKA Capital”), has closed its office, and MKA’s liquidation is being overseen by MKA Capital’s remaining officers – its president and acting chief financial officer – who have informed us that they have been working without compensation since 2016.

Based upon documents and an interview provided by MKA in response to a subpoena issued by the Receiver, the Receiver understands that MKA has two remaining assets to liquidate: (a) a partial interest in a mortgage loan secured by a golf course and resort in Oregon and (b) ownership, acquired through foreclosure, of approximately 590 acres of real estate in La Paz, Mexico. MKA has retained a separate broker to market each these properties, but interest in them has been limited, with the La Paz property being the subject of only two offers in nine years. Proceeds from prior sales of property have largely been consumed by maintenance, taxes, and other carrying costs as well as legal and other professional fees. However, MKA believes that, absent unusual legal or other expenses going forward, it is possible that there will be some distribution on the interests of Palisade and Watch Stone when MKA’s remaining assets are liquidated, although MKA cannot predict when that will be. The Receiver will continue to monitor the MKA liquidation.

(c) Murvin & Meier Oil Company (“M&M”) [Pantera only]: The investments in M&M are fractional interests in oil and gas leases. The underlying wells produced sufficient product at then-current prices to generate modest monthly distributions to Pantera through August 2016, the last month during which M&M made a payment to Pantera. M&M has informed investors that it cannot predict when distributions may resume and that some wells may prove to be unprofitable at current prices for oil and natural gas. The Receiver is continuing to monitor this investment.

(d) Valstone Opportunity Fund III(b), LLC, and Valstone Opportunity Fund III(b)-AIV I, LLC (collectively “Valstone”) [Gryphon only]: Pursuant to a prior global settlement of all of Gryphon’s interests in Valstone (which included a release of all claims alleged by the management of Valstone against Gryphon), Gryphon owns a 6.699% in Valstone. Valstone has liquidated most of its portfolio; its sole remaining assets are bonds secured by a first mortgage on residential property in Alabama, some of which property has been developed and some of which is still to be developed. Valstone has obtained bank financing for the construction of homes on the available lots and has informed investors that a prospective purchaser is investigating making an offer for the whole of the remaining real estate. The Receiver will continue to monitor developments regarding the liquidation of Valstone.

16. *Causes of Action Arising from Investments in Life Insurance Premium Financing Vehicles*: Among the sub-funds in which the WM Funds invested are two life insurance premium financing vehicles: The Baetis Fund, L.P. (“Baetis”), and The Brown Investment Fund, L.P. (“Brown”). Gryphon and Pantera invested a total of \$32.2 million in Baetis (Gryphon:

\$31.2 million; Pantera: \$1 million), while Palisade and Watch Stone invested a total of \$16.2 million in Brown (Palisade: \$1.2 million; Watch Stone: \$15 million).

17. Upon the Receiver's motion, this Court authorized the Receiver to retain attorney David Melnick, attorney Stephanie Melnick, and the firm of Melnick & Melnick, S.C. (collectively, "Melnick") to investigate potential causes of action against various entities for the losses sustained by investors in Palisade, Watch Stone, Gryphon, and Pantera on account of the investments made by them in Baetis and Brown.

18. On December 11, 2012, that investigation culminated in Melnick filing in Wisconsin state court (the "Wisconsin Court") a 125-page, 20-count complaint brought on behalf of Gryphon, Watch Stone, Pantera, Palisade, and two individual investors who are not equity holders in the WM Funds (collectively, "Plaintiffs") against 23 defendants (including three "nominal" defendants), including Wood, Hat & Silver, LLC ("WHS") (the general partner of Baetis and Brown), that firm's principal, and several insurance companies and insurance agents (the "Baetis-Brown Litigation"). The complaint alleges claims that include: (a) fraud; (b) fraud in the inducement; (c) unjust enrichment; (d) breach of fiduciary duty; (e) aiding and abetting a breach of fiduciary duty; (f) strict liability misrepresentation; (g) conspiracy to convert assets; (h) breach of duty of good faith and fair dealing, and (i) breach of contract.

19. The defendants moved to dismiss the complaint, but the Wisconsin Court substantially denied that motion to dismiss in April 2014. However, as to certain counts, the Wisconsin Court allowed the complaint to be amended. In June 2014, the six defendant insurance companies (the "Insurer Defendants") moved the Wisconsin Court for reconsideration of its refusal to dismiss Plaintiffs' unjust enrichment claim. The Wisconsin Court denied the motion, and, shortly thereafter, Plaintiffs filed an expanded, 256-page amended complaint in

October 2014. In addition to expanding upon Plaintiffs' fraud claims, Plaintiffs added a Wisconsin antitrust claim against the Insurer Defendants. The Insurer Defendants moved to dismiss the amended complaint in January 2015. On November 11, 2015, the Wisconsin Court granted the Insurer Defendants' motions to dismiss Plaintiffs' fraud claims, but denied their motions to dismiss Plaintiffs' antitrust claim.

20. The parties are engaged in discovery, a process that has dragged as certain defendants have been slow in producing relevant documents. Pursuant to a scheduling order entered by the Wisconsin Court in December 2017, a four-week trial on the Baetis-Brown Litigation is to begin on September 30, 2019; however, the parties are also required to engage in out-of-court mediation, which must be completed by mid-October 2019. If the mediation is successful, some or all of the Plaintiffs' claims may be resolved without trial.

21. During the Subject Period, the Plaintiffs consummated settlements with two defendants – Sun Life Assurance Company of Canada (“Sun Life”) and Robert Fink (“Fink”). Each settlement contains confidentiality provisions, but each permits the terms of the relevant settlement agreement to be disclosed to investors in the relevant WM Funds and to this Court.

22. The general terms of the settlement agreements are:

(a) **Settlement with Sun Life**: In April 2018, Plaintiffs settled with Sun Life [REDACTED per Seal Order, Docket No. 417]. Sun Life has been dismissed from the Baetis-Brown Litigation with prejudice; the parties exchanged mutual releases, and the agreement contains language that assures Sun Life that it will not be liable for any contribution claims from non-settling defendants.

(b) **Settlement with Fink**: In January 2018, Plaintiffs settled with Fink [REDACTED per Seal Order, Docket No. 417]. Fink has been dismissed from the Baetis-Brown Litigation with prejudice and the parties exchanged mutual releases.

23. [REDACTED per Seal Order, Docket No. 417]

B. Expenses of the Receivership

24. All accounts of the Receiver Estate are maintained at Rabobank, N.A. Only the Receiver and her authorized agents have access to the Rabobank accounts. In order to pay operating expenses, and as authorized by the Appointment Orders, the Receiver deposits to her Rabobank operating account any amounts she receives on behalf of WM, as well as amounts she transfers to her operating account from the accounts maintained for each of the WM Funds. The Rabobank operating account and the WM Fund accounts (except for that of L3, which has no cash) contain unencumbered funds available for paying administrative expenses of the Receiver Estate, including interim fees and costs allowed to Q&B.

25. Attached hereto as Group Exhibit A are the SEC's Standardized Fund Accounting Reports showing all receipts and payments made during the second through fourth quarters of calendar year 2017 and the first quarter of calendar year 2018.²

26. During the period from April 1, 2018 (the beginning of the second calendar quarter of 2018), through May 31, 2018, additional administrative expenses have been paid out of the Rabobank accounts, as follows:

5/11/18	Access Information - document storage (4/2018)	\$ 92.92
5/11/18	Heartland Business Systems - web hosting (3/2018)	\$ 25.00
5/11/18	Heartland Business Systems - web security certificate	\$ 95.61
5/11/18	Heartland Business Systems - web hosting (4/2018)	\$ 25.00
5/11/18	NRAI, Inc. (registered agent services for Gryphon)	\$189.00

² Group Exhibit A has been supplied to the SEC in connection with its review of this Application and to the Court with the unredacted version of this Application. However, pursuant to the Seal Order, Group Exhibit A has been redacted from the filed and served versions of this Application.

27. During the Subject Period, no disbursements have been made from the WM Funds except to (a) pay directly, or transfer monies to the Receiver's operating account for, operating expenses, including for corporate taxes and registered-agent fees; (b) pay the Court-approved fees and expenses of the Receiver and Quarles & Brady LLP; (c) pay fees to (i) Alan D. Lasko & Associates, Ltd., the accounting firm retained by the Receiver for WM, and (ii) Patke & Associates, Ltd. ("Patke"), the WM Fund accountants, for preparation of tax returns for the WM Funds³, and (d) pay legal fees and reimbursements of expenses to Melnick, pursuant to the Court's orders and for the purposes described above.

28. The Receiver has been paying general administrative expenses on a regular basis. Administrative expenses include only the costs of maintaining document storage, document retrieval, maintaining the corporate existence in good-standing of the WM Funds, and maintaining the Receiver Web Site. As of May 31, 2018, all then-due invoices had been paid.

C. Plan of Distribution and the Interim Distributions

29. *Plan of Distribution:* By orders entered on November 20 and November 30, 2009 (Docket Nos. 161 and 167, respectively) (the "Plan Approval Orders"), the Court approved the Receiver's *Second Amended Proposed Plan of Allocation of the Assets of Wealth Management LLC, WML Gryphon Fund LLC, WML Watch Stone Partners, L.P., WML Pantera Partners, L.P., WML Palisade Partners, L.P., WML L3, LLC, and WML Quetzal Partners, L.P.* (Docket No. 163) (the "Plan"). Following an appeal by certain investors, the United States Court of Appeals for the Seventh Circuit affirmed the Plan Approval Orders in all respects.

³ The WM Funds made an aggregate payment during the Subject Period of (a) \$2,541.27 to Lasko, which was paid from Gryphon, and (b) \$27,750 to Patke & Associates, which was paid in the following amounts: Gryphon – \$6,500; L3 – \$2,250; Palisade – \$5,000; Pantera – \$3,500; Quetzal – \$6,500; Watch Stone – \$4,000; the amounts for L3 and Watch Stone were paid from Gryphon.

30. *Distributions to WM Investors:* The Receiver has made five (5) interim distributions of receivership assets to investors in the WM Funds, totaling almost \$13 million; interim distributions during prior periods were as follows:

- (a) On May 3, 2010, the Receiver distributed to investors in Gryphon, Palisade, Pantera, Quetzal, and Watch Stone an aggregate total of \$4,274,079.92 (the “First Interim Distribution”);
- (b) On July 14, 2011, the Receiver distributed to investors in those same WM Funds an additional aggregate total of \$2,036,252.26 (the “Second Interim Distribution”);
- (c) On August 15, 2012, the Receiver distributed to investors in those same WM Funds an additional aggregate total of \$5,596,182.66 (the “Third Interim Distribution”);⁴
- (d) On November 26, 2013, the Receiver distributed to investors in **Watch Stone only** an additional aggregate total of \$449,973.87 (the “Fourth Interim (Watch Stone) Distribution”), and
- (e) On December 26, 2014, the Receiver distributed to investors in **Gryphon and Quetzal only** an additional aggregate total of \$499,999.99 (the “Fifth Interim (Gryphon/Quetzal) Distribution”).

31. The Receiver made no distributions of Receiver Estate assets during the current Subject Period. She came to that decision only after careful consideration and balancing, in her judgment, the interests of individual investors in receiving payments against the cost to the Receiver Estate of making distributions of small amounts of money to many investors, and the need to maintain prudent reserves to fund the Baetis-Brown Litigation and the ongoing (though limited) administrative expenses of the Receiver Estate described above. **[REDACTED per Seal Order, Docket No. 417]**

32. However, given the settlement proceeds obtained during the Subject Period, in addition to the proceeds received from earlier settlements in the Baetis-Brown Litigation, and

⁴ At the time of each of the First, Second, and Third Interim Distribution, the L3 Fund, in the Receiver’s judgment, contained too little cash to justify the administrative expense of making distributions therefrom.

after a prudent reserve for future costs of the Baetis-Brown Litigation and the general administrative expenses of the Receiver Estate, the Receiver believes that she will be able to make a sixth interim distribution to investors in Gryphon and, potentially, to investors in one or more of the other WM Funds, before the end of 2018. At this time, the Receiver has not determined what the amount of the sixth interim distribution will be. **[REDACTED per Seal Order, Docket No. 417]**

Services Provided to Receiver Estate During the Subject Period

33. During the Subject Period, the Receiver Team devoted a total of not less than 162.10 hours to the performance of reasonable and necessary services on behalf of the Receiver Estate.

34. Attached to this Application as Exhibit B is an itemized statement of the services performed by the Receiver and Q&B during the Subject Period, setting forth, by subject matter category, (a) a detailed description of services rendered, on a daily basis, by each timekeeper employed by the Receiver Team who performed services for the Receiver Estate during the Subject Period, with the hours spent on such services by each such timekeeper and the amounts charged therefor; and (b) the total number of hours devoted by each lawyer, paraprofessional, and other timekeeper to performing services for the Receiver Estate in each such subject matter category and the aggregate value of such services during the Subject Period. Exhibit B was prepared from the time sheets and computer records regularly kept by Q&B, its attorneys, paraprofessionals, and other timekeepers.⁵ Attached to this Application as Exhibit C is a chart that summarizes, by professional or paraprofessional and by subject matter category, the hours

⁵ To preserve individual privacy, the practice of the Receiver Team is to exclude or redact from Exhibit B references to the names of individual investors who contacted the Receiver during the Subject Period or with whom the Receiver or members of the Receiver Team communicated during the Subject Period. If any such information is included in the time records, that inclusion was inadvertent.

spent and fees charged by each timekeeper who performed services for Debtors during the Subject Period. Exhibit C also contains cumulative totals for the entire Subject Period.

35. The professional services performed by the Receiver Team during the Subject Period are summarized below. Each dollar amount below is calculated based upon the discounted hourly rates described later in this Application. No fees have been or will be charged in connection with preparing this Eleventh Interim Application or any prior Application.

(a) Case Administration (Q&B Matter 00004): During the Subject Period, the Receiver Team handled the regularly recurring tax matters related to WM and the WM Funds, including obtaining information needed for the preparation of tax returns for WM and the WM Funds and working with the Receiver's accountants to prepare and review the tax returns for WM and the WM Funds.

During the Subject Period, the Receiver Team learned that the company that had hosted the Receiver Web Site had been acquired by a larger company and was no longer maintaining the site. The Receiver Team established a relationship with the new web hosting company and negotiated favorable contracts for maintaining the Receiver Web Site and providing current industry-standard security for the contents thereof.

The Receiver Team continued, as it has in prior Subject Periods, to assist, when and as requested by individual investors, with transfers of individual retirement accounts from existing custodians to new custodians, and saw to the preparation and execution of related transfer documents. During the current Subject Period, as it has during prior Subject Periods, the Receiver Team conferred with custodians Charles Schwab & Co., Inc. and Millennium Trust Company LLC on the unique issues arising from the

receivership proceedings in response to inquiries regarding the investments in the WM Funds.

Time in this category includes responding to inquiries from investors regarding multiple matters, including (a) the status of the receivership proceedings and of the WM Funds; (b) the timing and availability of certain tax documents, and (c) inquiries from certain investors regarding abandonment of their interests in certain WM Funds. The Receiver Team also worked with professionals for certain deceased investors to assist in the treatment of those investors' accounts.

This category also includes all other tasks related to administration of the Receiver Estate not accounted for under other matter numbers. Such services include: updating investor information for communications and for the preparation of future distributions; the preparation and submission to the SEC of the required Standardized Fund Accounting Reports for WM and the WM Funds; preparation and filing of annual reports for certain WM Funds; maintaining the books and records of the receivership estates; managing and reconciling the multiple receivership bank accounts; managing the payment of administrative expenses of the Receiver Estate on a regular and timely basis, and reviewing, evaluating, and determining appropriate responses to incoming correspondence addressed to WM and the various WM Funds. **Hours: 85.90 / Total Fees: \$26,432.40**

(b) Baetis & Brown (Q&B Matter 00005)⁶: As noted above, the Receiver retained the Melnick firm to investigate potential causes of action against various entities

⁶ The portion of Exhibit B related to Q&B Matter 00005 has been supplied to the SEC in connection with its review of this Eleventh Interim Application and to the Court with the unredacted version of this Application. However, pursuant to the Seal Order, that portion of Exhibit B has been redacted from the filed and served versions of this Eleventh Interim Application.

for the losses sustained by investors in Palisade, Watch Stone, Gryphon, and Pantera on account of the investments made by those WM Funds in Baetis and Brown; Melnick's investigation led to the filing of the Baetis-Brown Litigation. The Receiver's principal focus during the Subject Period was on negotiating, researching underlying law regarding, and assisting in documenting settlements with two of the defendants in the Baetis-Brown Litigation, each of which resulted in payments to the Receiver Estate. Because one of the settling defendants insisted on Wisconsin-specific release language, the Receiver Team researched the underlying law regarding such releases and worked with Melnick to negotiate language that the settling defendant found acceptable and that also protected the Receiver Estate's ability to continue to pursue claims against non-settling defendants.

The Receiver also conferred with Melnick on the status of discovery efforts and on the use of third-party services to assist in the review of the nearly one million pages of documents produced to the Plaintiffs during the discovery process. The Receiver strategized with Melnick on the retention of experts for use in the Baetis-Brown Litigation and on the conduct of mediation and trial.

The Receiver has continued to analyze the costs of the Baetis-Brown Litigation in light of its potential benefits to the Receiver Estate. At this time, the Receiver's judgment remains that the potential benefits of the Baetis-Brown Litigation justify the costs of pursuing it – including by continuing informal settlement discussions with the remaining defendants; analyzing and evaluating the enormous body of information received from defendants in discovery; preparing for the court-ordered mediation, and, if ultimately necessary, preparing for trial. **Hours: 39.70 / Total Fees: \$18,955.90**

(c) MKA Fund (Q&B Matter 00006): As described above, Palisade and Watch Stone together invested \$20,575,000 in MKA Real Estate Qualified Fund I, LLC. Although MKA had previously responded to informal requests for information regarding the status of MKA's liquidation, when the Receiver Team sought detailed information about MKA's remaining assets, their values, and the plans for, and supervision of, the liquidation process, MKA was not responsive to informal requests. Consequently, the Receiver Team prepared and served detailed document subpoenas upon MKA and its manager, MKA Capital, seeking that information. The Receiver Team also examined MKA's operating agreement and California law regarding investors' rights to information, to support the demands made in the subpoenas. As a result, MKA provided responsive documents and made its president and acting CFO available for a telephone interview with the Receiver and her counsel. The Receiver Team analyzed the information provided by MKA, prepared for and conducted the telephone interview, and followed up with other inquiries, to which MKA has been responsive. The information regarding the status of the MKA liquidation is summarized above in the Application.

Hours: 35.60 / Total Fees: \$13,904.30

(d) Valstone Liquidation (Q&B Matter 00023): As described above, Gryphon invested in Valstone. During the Subject Period, the Receiver Team monitored the status of the liquidation of the sub-fund's assets, including reviewing quarterly financial information received from Valstone. **Hours: 0.90 / Total Fees: \$413.10**

36. The members of the Receiver Team have attempted to identify their services and record the time spent thereon in a manner which would most clearly and accurately explain and segregate by project the services rendered. However, because conferences, telephone

conversations, and document review often involved multiple subjects, and because some tasks might fairly be classified in more than one category, strict segregation by category was not always possible. Any misclassification of time is inadvertent.

37. During the Subject Period, Q&B has continued to charge for the services of the Receiver Team at the same rates which were in effect during the period covered by the Receiver's *fifth* interim fee application (June 2011 through May 2012), notwithstanding that Q&B increased its usual hourly rates for other clients effective October 1 of each of 2012 through 2017. Further, the hourly partner rates charged by the Receiver Team for services rendered to the Receiver Estate during the Subject Period represent a 10% discount from the ordinary rates that were charged during the period of the fifth interim fee application by partners in Q&B for similar work performed for other clients (the rates of non-partner Q&B professionals have not been discounted). The discount to Q&B's regular partner billing rates, including the billing rate of the Receiver, and the overall rates billed during the Subject Period were approved by the SEC.⁷

38. The principal tasks for the Receiver Team going forward fall substantially into three categories: (a) monitoring the prosecution of the Baetis-Brown litigation and providing assistance, as need, to Melnick; (b) monitoring the remaining active sub-funds, and (c) related administrative tasks, including making further and/or final distributions to investors, responding to investor inquiries, and preparing K-1 forms and tax returns for WM and the WM Funds until the receivership is closed. The Receiver will continue her efforts to control administrative costs.

⁷ From the beginning of the receivership proceedings through the end of the Subject Period, Q&B also incurred approximately \$234,000 in fees and costs for which it has not sought payment in its interim fee applications; Q&B reserves the right to seek payment of some or all of those fees and costs, depending upon the total amounts realized from litigation and from liquidation of the WM Funds' interests in the various sub-funds.

39. Based upon the time, nature, extent, and value of the described professional services, the responsibilities assumed by the Receiver and Q&B herein, the results achieved to date, and the Receiver Team's experience and expertise in insolvency proceedings and practice, the fair value of the services rendered during the Subject Period is not less than \$59,705.70, the amount of the Subject Period Fees. The Receiver asks that the Subject Period Fees be allowed and that she be authorized to pay them to Q&B, on an interim basis, from the Receiver Estate.

40. In addition to the time expended by the Receiver Team in its representation of the Receiver Estate, Q&B incurred actual and necessary costs and expenses on behalf of the Receiver Estate during the Subject Period in the amount of \$222.72,⁸ as itemized on Exhibit D attached hereto.

41. The Receiver asks that the Subject Period Expenses be allowed and that she be authorized to pay them to Q&B, on an interim basis, from the Receiver Estate.

**Allocation of the Subject Period Fees and Subject Period Expenses
among WM and the WM Funds**

42. As a general rule, the Receiver intends – as she has in the past, but subject to the exceptions described below – to allocate allowed fees and expenses of the Receiver Team to the WM Funds on a straight *pro rata* basis, by charging to each WM Fund a percentage of such allowed fees and expenses equal to the percentage that the cash then available (at the time of payment) in each WM Fund represents of the aggregate cash available in all WM Funds.

43. However, the Receiver has observed, and will continue to observe, the following exceptions to the straight *pro rata* approach described above: as shown in the matter-by-matter descriptions above, the Receiver has created separate billing numbers for certain sub-fund matters; relevant to the current Subject Period, there is a separate matter number for work

⁸ Pursuant to the Billing Instructions, the Receiver notes the following specific expense items for the Subject Period: (a) total outgoing fax charges of \$0.00 and (b) total photocopy charges of \$0.00.

involving the Baetis and Brown, MKA Qualified, and Valstone sub-funds. Maintaining separate billing numbers for certain sub-funds enables the Receiver to charge the Receiver Team's fees and expenses incurred in connection with those matters *pro rata* only to those WM Funds invested in such sub-funds. The Receiver has separated these matters from the straight *pro rata* approach because these matters comprise the largest investments of some of the WM Funds, and/or it is not administratively difficult to separate these matters from other work in this case.⁹ Further, to the extent practicable, the Receiver will continue to allocate fees associated with the liquidation of interests in specific sub-funds to the WM Funds benefitted by such liquidation.

Notice

44. On July 3, 2018, the Receiver submitted this Eleventh Interim Application, in unredacted form, to the SEC for its review, in compliance with the SEC's Billing Instructions. Counsel for the SEC has informed the Receiver that the SEC has no objections to this Eleventh Interim Application or to the proposed order approving the requested Subject Period Fees and Subject Period Expenses and has authorized the Receiver to file this Eleventh Interim Application.

45. Concurrently with this Eleventh Interim Application, the Receiver is filing a proposed scheduling order (the "Scheduling Order"), which provides that (i) any party wishing to object to this Eleventh Interim Application must file a written objection with the Court on or before the thirtieth (30th) day after entry of the Scheduling Order on the docket of this case (or, if such thirtieth day is not a business day, then, on or before the first day thereafter that is a business day); (ii) if no objection is timely filed, the Court may grant the Eleventh Interim

⁹ The Court has determined that the Receiver's allocation of the Receiver Team's allowed fees and expenses pursuant to the protocols described herein is reasonable. *See Order Granting Plaintiff's Motion to Dismiss Defendant Putman's Counterclaims and Denying Defendant Putman's Motion for Consideration* (Docket No. 150) at 5 & n.2.

Application without a hearing; (iii) if one or more objections are filed, the Court will determine whether or not a hearing is necessary, and (iv) if a hearing is scheduled, a separate notice of the date and time of that hearing will be served by the Receiver. Substantially this same procedure was followed by the Receiver and the Court in connection with the Receiver's prior Interim Applications.

46. A copy of the redacted version of this Eleventh Interim Application, along with copies of the entered Scheduling Order and a Notice of Filing and Objection Procedures will be served (i) electronically, each on the date it is filed, by the Court's CM/ECF System, upon all entities, or their counsel, that have filed notices of appearance through the Court's CM/ECF System, and (ii) by first-class U.S. mail, postage prepaid, on the date the Scheduling Order is entered or as soon as practicable thereafter, upon all counsel who have contacted the Receiver on behalf of investors or creditors and asked to receive copies of papers filed in the captioned case, whether or not such counsel have filed appearances. The Receiver will post this Eleventh Interim Application (in redacted form), the Scheduling Order, and the Notice of Filing and Objection Procedures to the Receiver Web Site. The Receiver will also serve a copy of the Notice of Filing and Objection Procedures (a copy of which is attached hereto as Exhibit E) on all investors and known creditors, including all entities that submitted proofs of claim to the Receiver, which notice will contain instructions as to how the recipient may obtain a copy of the Eleventh Interim Application. The Receiver submits that these procedures will provide all parties entitled thereto with sufficient notice of the Eleventh Interim Application.

WHEREFORE, Faye B. Feinstein, as Receiver, respectfully requests entry of an order, in the form attached hereto as Exhibit F:

A. Finding that reasonable compensation, commensurate with the Receiver Team's duties and obligations, for actual and necessary services rendered to the Receiver Estate by the Receiver and Q&B during the Subject Period is the sum of \$59,705.70 and allowing the Receiver and Q&B interim compensation for the Subject Period in that amount;

B. Allowing the Receiver and Q&B reimbursement for actual and necessary Subject Period Expenses incurred on behalf of the Receiver Estate in connection with such services during the Subject Period in the sum of \$222.72;

C. Authorizing the Receiver to pay to Q&B the Subject Period Fees and Subject Period Expenses to the extent allowed by the Court;

D. Approving notice of this Eleventh Interim Application as sufficient and finding that no other or further notice is required; and

E. Granting such other and further relief as this Court deems appropriate.

Respectfully submitted this 17th day of July, 2018.

s/ Faye B. Feinstein
Faye B. Feinstein, Receiver

s/ Christopher Combest
Christopher Combest
One of the Receiver's Attorneys

QUARLES & BRADY LLP
300 North LaSalle Street, Suite 4000
Chicago, IL 60654
Phone: (312) 715-5000

CERTIFICATION OF COUNSEL UNDER CIVIL L.R. 7.1(a)

I, Christopher Combest, counsel for the Receiver in the captioned proceeding, hereby certify, pursuant to Civil L.R. 7.1(a)(2) of this Court, that the Applicants hereunder do not intend

to file a brief or supporting documents with respect to this Application other than the exhibits attached to the Application itself.

Respectfully submitted this 17th day of July, 2018.

s/ Christopher Combest
Christopher Combest
One of the Receiver's Attorneys

QUARLES & BRADY LLP
300 North LaSalle Street, Suite 4000
Chicago, IL 60654
Phone: (312) 715-5000

CERTIFICATION OF FAYE B. FEINSTEIN, RECEIVER

I, Faye B. Feinstein, Receiver for Wealth Management LLC, WML Gryphon Fund LLC, WML Watch Stone Partners, L.P., WML Pantera Partners, L.P., WML Palisade Partners, L.P., WML L3, LLC, WML Quetzal Partners, L.P., and Employee Services of Appleton, Inc., on my own behalf and on behalf of Quarles & Brady LLP (collectively, the "Applicants"), hereby certify as follows:

- (a) I have read the foregoing *Eleventh Interim Application for Allowance and Payment of Compensation to, and for Reimbursement of Expenses of, (I) Faye B. Feinstein, Receiver for Wealth Management LLC and the Relief Defendants, and (II) Quarles & Brady LLP, as Counsel to the Receiver, for the Period from June 1, 2017, through May 31, 2018* (the "Application");
- (b) to the best of the Applicants' knowledge, information and belief formed after reasonable inquiry, the Application and all fees and expenses therein are true and accurate and comply with the Billing Instructions, with no exceptions;
- (c) all fees contained in the Application are based on the rates listed in the Applicants' fee schedule attached to the Application, and such fees are reasonable, necessary, and commensurate with the skill and experience required for the activity performed;
- (d) the Applicants have not included in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment, or capital outlay (except to the extent that any such amortization is included within the permitted allowable amounts set forth herein for photocopies and facsimile transmission); and,

- (e) in seeking reimbursement for a service which the Applicants justifiably purchased or contracted for from a third party (such as copying, imaging, bulk mail, messenger service, overnight courier, computerized research, or title and lien searches), the Applicants request reimbursement for no more than the amount billed to the Applicants by the third-party vendor and paid by the Applicants to such vendor. The Receiver certifies that neither the Receiver nor Quarles & Brady LLP is making a profit on any such reimbursable service performed by the Receiver or by Quarles & Brady LLP.

Respectfully submitted this 17th day of July, 2018.

s/ Faye B. Feinstein

Faye B. Feinstein, Receiver

QUARLES & BRADY LLP
300 North LaSalle Street, Suite 4000
Chicago, IL 60654
Phone: (312) 715-5000

EXHIBIT A

[redacted per Seal Order, Docket No. 417]

EXHIBIT B

[Q&B matter 00005 redacted per Seal Order,
Docket No. 417]

Feinstein, Faye B., Receiver
 RE: Case Administration
 Q & B Matter Number: 136328.00004

Date	Description	Professional	Hours	Amount
06/09/17	Draft detailed response to Fidelity Investments' denying representations sought in May 10 letter regarding Wealth Management 's purported status as sophisticated fiduciary and advisor.	C. Combest	1.10	\$504.90
06/09/17	Payment of invoices; update spreadsheets regarding same; update check register for account reconciliation.	P. Fedor	1.20	\$240.00
06/12/17	Finalize and forward custodial transfer form to Millennium Trust.	C. Combest	0.20	\$91.80
06/26/17	Follow up with contacts at CIP Equity and SVP I sub-funds for final K-1s.	C. Combest	0.40	\$183.60
06/26/17	Review and sign tax returns.	F. Feinstein	0.80	\$428.00
06/29/17	Payments of case fees and expenses; updates to spreadsheets regarding same; update file regarding same.	P. Fedor	0.80	\$160.00
07/06/17	Review and respond to e-mail from Fiduciary Partners regarding changes to certain investor payee information (0.7); call with Scott Lingenfelter of Patke regarding same (0.3).	C. Combest	1.00	\$459.00
07/07/17	Exchange further e-mails with Fiduciary Partners regarding change in investor payee information, K-1s, and related matters (0.3); call with Scott Lingenfelter regarding the same (0.2); e-mail to Lasko and Patke regarding same (0.1).	C. Combest	0.60	\$275.40
07/10/17	Review and respond to inquiry from Millennium Trust regarding status of Watch Stone fund.	C. Combest	0.20	\$91.80

Date	Description	Professional	Hours	Amount
07/10/17	Follow up on final K-1 forms for subfunds in L3.	C. Combest	0.20	\$91.80
07/11/17	E-mail to Scott Lingenfelter of Patke regarding K-1s from L3 sub-funds.	C. Combest	0.30	\$137.70
07/17/17	Respond to numerous investor inquiries regarding case status.	C. Combest	1.50	\$688.50
07/18/17	Telephone call with S. Love regarding revised SFARs to be prepared.	P. Fedor	0.10	\$20.00
07/18/17	Exchange e-mails with investor and Scott Lingenfelter of Patke regarding certain final K-1s (0.2); attention to amending certain SFARs. (0.1).	C. Combest	0.30	\$137.70
07/27/17	Attention to payment of invoices (0.9); update account spreadsheets and file regarding same (0.6).	P. Fedor	1.50	\$300.00
07/27/17	Review SFARs from 2Q16 to present to reconcile discrepancy (0.5); review file regarding same (0.4); e-mail to attorney regarding same (0.1).	P. Fedor	1.00	\$200.00
07/31/17	Work on contacting Ark Media (web hosting firms) and determining status of web site maintenance, payments for same, and possible options for hosting.	C. Combest	0.70	\$321.30
07/31/17	Telephone calls with attorney regarding Wealth Management website payments (0.1); review check register and credit cards receipts to verify most recent payment to Ark Media and report findings to attorney (0.4).	P. Fedor	0.50	\$100.00
08/01/17	Follow-up on status of web site.	C. Combest	0.10	\$45.90

Date	Description	Professional	Hours	Amount
08/07/17	Respond to investor inquiry re status of receiverships and litigation.	C. Combest	0.50	\$229.50
08/10/17	Call with Scott Lingenfelter (Patke) regarding Ravinia management and need for K-1 (0.1); locate and call Ravinia manger re current status of sub-fund management and K-1s (0.2).	C. Combest	0.30	\$137.70
08/15/17	Review Patke invoices (0.1); confer with Receiver re same (0.1).	C. Combest	0.20	\$91.80
08/15/17	Call with Irwin Bernstein (Ravinia management) regarding K-1s (0.1); forward K-1s to Scott Lingenfelter (0.1).	C. Combest	0.20	\$91.80
08/25/17	Initiate wire transfer requests for payments to Patke & Associates, Ltd. for preparation of 2016 tax returns (.6); telephone call with and e-mail to Mr. Morgan Wisbey regarding same (.1).	P. Fedor	1.20	\$240.00
08/31/17	Call lawyer for SVP I re K-1 delay (0.1); e-mail to investor re status inquiry (0.1).	C. Combest	0.20	\$91.80
08/31/17	Review tax returns (.6); e-mail exchanges regarding same (.5).	F. Feinstein	1.10	\$588.50
09/05/17	Exchange e-mails with Scott Lingenfelter of Patke regarding status of tax returns and K-1s.	C. Combest	0.10	\$45.90
09/05/17	Update spreadsheets regarding invoices paid (.6); attention to file (.1); e-mails to Rabobank regarding cancellation of wire transfer initiation requests (.4).	P. Fedor	1.10	\$220.00
09/05/17	Payment of invoices from Gryphon, Quetzal, Pantera.	P. Fedor	1.00	\$200.00
09/07/17	Review e-mails from Millennium Trust regarding valuation requests for interests in certain WM funds.	C. Combest	0.10	\$45.90

Date	Description	Professional	Hours	Amount
09/07/17	Call and e-mail with Scott Lingenfelter (Patke) regarding outstanding tax returns and K-1s.	C. Combest	0.20	\$91.80
09/07/17	Process account and wire transfers for payment of legal fees (0.6); e-mail to and telephone calls with RaboBank and attorneys regarding same (0.7); update account spreadsheets regarding same (.30).	P. Fedor	1.60	\$320.00
09/09/17	Draft response to Millennium Trust regarding valuation of certain interest in WM funds.	C. Combest	0.40	\$183.60
09/13/17	Review records regarding investor query about Millennium account and K- (0.1); confer with Scott Lingenfelter of Patke re same (0.1); exchange messages with investor regarding same (0.1).	C. Combest	0.30	\$137.70
09/15/17	Detailed e-mail to investor regarding history of investor's net cash and distributions from certain WM Funds and abandonment of interests, including revision of abandonment documents.	C. Combest	1.70	\$780.30
09/18/17	Review receivership records and respond to investor request regarding updating same (0.2); call with Scott Lingenfelter (Patke) regarding various tax issues (0.3); confer with Receiver re same (0.1); revise forms of abandonment agreements (0.1); e-mail to investor regarding abandonment options (0.2).	C. Combest	0.90	\$413.10
09/20/17	Attention to matters regarding K-1s for investor.	C. Combest	0.10	\$45.90
09/28/17	Review SFARs and consider whether revision is needed.	F. Feinstein	0.20	\$107.00
09/28/17	Address outstanding invoices and other matters with attorney.	P. Fedor	0.10	\$20.00

Date	Description	Professional	Hours	Amount
10/03/17	Review and respond to e-mail from Schwab regarding interests in certain WM funds.	C. Combest	0.20	\$91.80
10/05/17	Updates to check ledgers and files (1.30); address prior SFAR filings with attorney (.20).	P. Fedor	1.50	\$300.00
10/06/17	Payments of invoices (0.9); update account spreadsheets (0.5); sending invoices (0.3); attention to file (0.3).	P. Fedor	2.00	\$400.00
10/11/17	Response to Schwab inquiry regarding valuation information for certain funds.	C. Combest	0.20	\$91.80
10/25/17	Review status of investor's accounts re abandonment agreement (0.2); confirm same via e-mail to investor (0.1); e-mail to Scott Lingenfelter and Alan Lasko regarding effect of abandonment on tax documents and distributions (0.2).	C. Combest	0.50	\$229.50
10/27/17	Payments of monthly invoice (0.5); update spreadsheets regarding same (0.5); e-mail to Morgan Wisbey regarding electronic account assistance (0.2); attention to file (0.3).	P. Fedor	1.50	\$300.00
11/05/17	Exchange e-mails with Scott Lingenfelter of Patke regarding effect of investor's husband's death on tax documents.	C. Combest	0.20	\$91.80
11/09/17	Attention to website domain renewal processing.	P. Fedor	0.20	\$40.00
11/10/17	Attention to website renewal and registration (0.1); review file for account information (0.2); e-mail and telephone call to Ark Media regarding same (0.1).	P. Fedor	0.40	\$80.00
11/13/17	Review investor instructions regarding transfer of certain WM Fund investments (0.2); e-mail to S. Lingenfelter of Patke re same (0.1).	C. Combest	0.30	\$137.70

Date	Description	Professional	Hours	Amount
11/15/17	Call and e-mail with Scott Lingenfelter regarding investor transfer of WM Fund units to trust, effective date for same, and tax implications for funds.	C. Combest	0.40	\$183.60
11/16/17	Exchange messages with Margaret Zwick (trustee for investor's family trust) regarding transfer of fund investments into trust and effect on tax documentation (0.2); call with Ms. Zwick re same (0.1).	C. Combest	0.30	\$137.70
11/20/17	Attention to website domain renewal issue (0.3); review invoices received and update account statement spreadsheets regarding same (0.2).	P. Fedor	0.50	\$100.00
11/21/17	Print checks for monthly invoices (0.6); work with IT on printer reconfiguration regarding same (0.4); send payments and update file (0.2).	P. Fedor	1.20	\$240.00
11/21/17	Call with Brad DePasse regarding sale of Ark Media Receiver web site to Heartland Business Solutions and steps needed to maintain site and domain name (0.5); see to maintaining access to domain registrar and domain name (0.3); exchange e-mails with Mr. DePasse re same (0.1).	C. Combest	0.90	\$413.10
11/27/17	Call with new host of Receiver web site regarding status and maintaining site (0.2); investigate options for renewing domain name (0.1); confer with Receiver re same (0.2);.	C. Combest	0.50	\$229.50
12/12/17	Verify payment status for Ark Media and telephone call with attorney regarding same (0.1); follow-up regarding Access Information and Melnick & Melnick monthly invoices (0.1).	P. Fedor	0.20	\$40.00
12/15/17	Submit account transfers and print checks for invoices received (0.6); update check registers and account spreadsheets regarding same (0.8); communications with document storage vendor regarding outstanding invoices (0.7); e-mail to attorney regarding payments to be made (0.1).	P. Fedor	2.20	\$440.00

Date	Description	Professional	Hours	Amount
12/15/17	Confer with new web site host regarding costs and terms of hosting agreement (0.2); confer with Receiver re same (0.1).	C. Combest	0.30	\$137.70
12/18/17	Initial review of contract with Heartland Business Solutions for maintaining web suite.	C. Combest	0.20	\$91.80
12/20/17	Confer with Michael Weissman regarding terms of agreement for web site hosting and information security; (0.3); review form of agreement from Heartland Business Solutions (0.2).	C. Combest	0.50	\$229.50
12/27/17	Review revisions to webs services agreement from IT department (Mike Weissman) and confer with IT regarding same.	C. Combest	0.30	\$137.70
01/11/18	Exchange e-mails with John Wypiszinski regarding transfer of investors interests in WM Fund to new custodian.	C. Combest	0.30	\$137.70
01/12/18	Review files regarding interest of deceased investor in WM Funds (0.2); e-mail, to investor's representative regarding same and documentation for transfer of interest (0.3).	C. Combest	0.50	\$229.50
01/12/18	Review correspondence from accountant and review files to respond to same.	P. Fedor	0.40	\$80.00
01/14/18	Review and payment of invoices (0.8); update account spreadsheets regarding same (0.7); e-mails to attorney regarding same (0.1).	P. Fedor	1.60	\$320.00
01/14/18	Compile data for accountants for 2017 1099 and tax returns and e-mail to attorney regarding same.	P. Fedor	0.50	\$100.00
01/16/18	Communications with Access Information Protection regarding payment of January 2018 document storage fees (0.1); update account spreadsheets regarding same (0.1).	P. Fedor	0.20	\$40.00

Date	Description	Professional	Hours	Amount
01/16/18	Updated excel spreadsheets and compile disbursement data for Gryphon Fund, Watch Stone Partners, Pantera Partners, Palisade Partners, and Quetzal Partners accounts (0.8); e-mail to Patke & Associates enclosing summaries of 2017 disbursements funds (0.4); e-mail to Alan Lasko & Associates regarding 2017 disbursements from Wealth Management LLC (0.4).	P. Fedor	1.60	\$320.00
01/18/18	Exchange e-mails with Patke regarding 1099 forms for 2017 taxes (0.2); investigate status of providing information re same (0.1).	C. Combest	0.30	\$137.70
01/19/18	Exchange e-mails with Russ Planert of Patke regarding information needed for 1099 forms.	C. Combest	0.30	\$137.70
01/23/18	Confer with Michael Weissman of IT regarding web hosting contract and security issues.	C. Combest	0.30	\$137.70
01/25/18	Update all information for distributions re investor request (0.2); confer with Michael Weissman regarding terms and costs of web hosting and current status of contract re same (0.3).	C. Combest	0.50	\$229.50
01/26/18	Review probate papers, death certificate, and related correspondence from lawyer for investor concerning death of investor's spouse and instructions regarding various funds (0.4); review files re same (0.2); e-mail to lawyer with follow-up queries (0.3).	C. Combest	0.90	\$413.10
01/29/18	Exchange e-mails with attorney for investor regarding deceased investor and disposition of that investor's investments in WM funds (0.2); review all final documents regarding migration of web site to Heartland Business Solutions, including tailoring certain paper for receivership (0.4); consultations with Michael Weissman re same (0.5); review files regarding investor seeking to rollover certain funds in order to answer queries of investment advisor (0.3); call with investment advisor (0.2).	C. Combest	1.60	\$734.40

Date	Description	Professional	Hours	Amount
01/29/18	Review file regarding previously prepared W-9s and confer with attorney regarding same.	P. Fedor	0.20	\$40.00
01/30/18	Confer with Receiver regarding terms and documentation for new web hosting agreement (0.4); consult with Michael Weissman (of Q&B IT department) regarding same (0.3); draft informational document requested by web hosting firm (0.2); respond to Schwab regarding request for valuation of certain fund interest (0.4).	C. Combest	1.30	\$596.70
02/01/18	Review revised master service agreement with new web hosting firm (0.1); confer with Michael Weissman re revised fee structure re same (0.1).	C. Combest	0.20	\$91.80
02/05/18	Attention to updating of records per investor's instructions regarding fund accounts (0.3); e-mail to investor to clarify certain matters re same (0.2).	C. Combest	0.50	\$229.50
02/06/18	Call with investor regarding information needed for changes in investment custodians (0.2); attention to updating records and tax accountants regarding changes requested by 2 investors (0.2); confer with Michael Weissman regarding final documentation for new web hosting firm (0.3); prepare execution versions of final documents re same (0.6).	C. Combest	1.30	\$596.70
02/16/18	Follow up with investor and with Patke regarding information needed for change of custodianship of certain investments in WM fund.	C. Combest	0.20	\$91.80
02/22/18	Telephone call with attorney regarding agent settlement check and disbursement.	P. Fedor	0.40	\$80.00
02/27/18	Process and payment of monthly invoices (0.7); update spreadsheets regarding same (0.8); process settlement payment allocation (1.0).	P. Fedor	2.50	\$500.00

Date	Description	Professional	Hours	Amount
02/27/18	Address with Patke investor inquiry regarding tax matters for 2017.	C. Combest	0.20	\$91.80
03/06/18	Review notice of delinquent annual report for Gryphon (0.1); review Wisconsin web site re status of report and direct Debra Millinowisch re filing preparation and filing of 2017 report (0.3).	C. Combest	0.40	\$183.60
03/07/18	Prepare and file Wisconsin annual report; correspond with Mr. Combest regarding same.	D. Millinowisch	0.60	\$174.00
03/07/18	Confer with Debra Millinowisch regarding 2017 annual report (0.1) and review draft of same (0.2).	C. Combest	0.30	\$137.70
03/20/18	Process invoices for payments; update account spreadsheets regarding same.	P. Fedor	1.60	\$320.00
03/21/18	Review files, confer with Patke, and respond to inquiry from investor regarding K-1s.	C. Combest	0.30	\$137.70
04/17/18	Assemble and review invoices to be paid.	P. Fedor	0.30	\$60.00
05/04/18	Communications with Morgan Wisbey regarding anticipated incoming wire transfer.	P. Fedor	0.10	\$20.00
05/10/18	Analysis of potential distributions, including calculation of holdback from various funds based on historical expenses of administration.	C. Combest	1.90	\$872.10
05/11/18	Submit account transfers and prepare and print checks for invoices due (2.20); update account spreadsheets regarding same (1.70); send out invoices and checks (.60); update file (.20).	P. Fedor	4.70	\$940.00
05/14/18	Address account ledger balances with Morgan Wisbey (0.3); run account balance report for attorney and e-mails regarding same (0.1).	P. Fedor	0.40	\$80.00

Date	Description	Professional	Hours	Amount
05/14/18	Review current balances post-receipt of settlement funds in furtherance of analysis of potential distribution opportunities from various funds.	C. Combest	0.30	\$137.70
05/15/18	Refine analysis of allocation of settlement amounts and potential distributions of fund assets (0.7); e-mail with recommendations to Receiver regarding the same (0.3).	C. Combest	1.00	\$459.00
05/18/18	Review bank account records to reconcile ledger versus bank balance (0.9); confer with attorney regarding same (0.2).	P. Fedor	1.10	\$220.00
05/18/18	Provide direction to P. Fedor regarding amendments to SFARs.	C. Combest	0.10	\$45.90
05/24/18	Revisions to revised SFAR for Gryphon first quarter 2017 and address same with attorney.	P. Fedor	0.50	\$100.00
05/24/18	Draft SFARs for Gryphon for second quarter 2017, third quarter 2017, fourth quarter 2017; and first quarter 2018.	P. Fedor	5.00	\$1,000.00
05/24/18	Prepare second quarter 2017 SFAR for Watchstone and address questions regarding same with attorney.	P. Fedor	0.50	\$100.00
05/24/18	Review Gryphon revised SFAR 1st quarter 2017, Gryphon SFARs 2nd, 3rd and 4th quarter 2017, 1st quarter 2018 (.7); review Watchstone 2nd quarter 2017 SFAR and exchange e-mail with paralegal regarding same (.3).	F. Feinstein	1.00	\$535.00
05/29/18	Telephone conference with P. Fedor regarding revisions needed to SFARs.	F. Feinstein	0.20	\$107.00
05/29/18	Review and respond to investor query regarding tax documents and K-1 history during receivership (0.6).	C. Combest	0.60	\$275.40

Date	Description	Professional	Hours	Amount
05/30/18	Review letter from custodian regarding re-registering of investor interests (0.1); investigate status of investor interests (0.1); communicate with investor advisor regarding same (0.2).	C. Combest	0.40	\$183.60
05/31/18	Research status and registration of investor accounts per inquiry of investor's investment advisor.	C. Combest	0.30	\$137.70
05/31/18	Review prior Gryphon SFARs for accuracy (0.6); revise 1Q 2017 SFAR and prepare revised SFARs for second quarter 2017, third quarter 2017, fourth quarter 2017, and first quarter 2018 (3.70).	P. Fedor	4.30	\$860.00
05/31/18	Review prior Quetzal SFARs for accuracy (.40); research regarding discrepancy and address same with attorney (1.0); prepare revised Quetzal SFARs for second quarter 2017, third quarter 2017, fourth quarter 2017, and first quarter 2018 (1.0).	P. Fedor	2.40	\$480.00
05/31/18	Review prior Pantera SFARs for accuracy (0.3); prepare Pantera SFARs for second quarter 2017, third quarter 2017, fourth quarter 2017, and first quarter 2018 (1.5).	P. Fedor	1.80	\$360.00
05/31/18	Review prior Watchstone SFARs for accuracy (0.3); prepare Watchstone SFARs for second quarter 2017, third quarter 2017, fourth quarter 2017, and first quarter 2018 (0.7).	P. Fedor	1.00	\$200.00
05/31/18	Review and revise Gryphon revised SFARs.	F. Feinstein	0.50	\$267.50

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Paula A. Fedor	50.90	\$200.00	\$10,180.00
Faye B. Feinstein	3.80	\$535.00	\$2,033.00
Christopher Combest	30.60	\$459.00	\$14,045.40
Debra A. Millinowisch	0.60	\$290.00	\$174.00
TOTAL	85.90		\$26,432.40

Total Fees:

\$26,432.40

[Q&B Matter 00005 redacted per Seal Order,
Docket No. 417]

Feinstein, Faye B., Receiver
 RE: MKA Fund
 Q & B Matter Number: 136328.00006

Date	Description	Professional	Hours	Amount
02/15/18	Review status of MKA.	C. Combest	0.10	\$45.90
03/16/18	Review file regarding status of MKA Qualified and last detailed reports re same (0.6), and initial preparation of requests for updated information (0.2); confer with Receiver re same (0.1).	C. Combest	0.90	\$413.10
03/21/18	Draft detailed e-mail to MKA Capital Advisors (Brian Wagoner) regarding information on status of MKA Qualified's assets, liabilities, plan for liquidation, and time-frame.	C. Combest	1.50	\$688.50
03/27/18	E-mail exchange with Brian Wagoner of MKA Capital regarding requested information on status of liquidation of MKA Qualified (0.1); detailed e-mail to Ken Lipinski of MKA Capital regarding same (0.6); consider content of, and process for serving, subpoenas (0.2); confer with Receiver regarding next steps (0.1).	C. Combest	1.00	\$459.00
03/27/18	Review MKA response regarding status (0.1); conference with C. Combest regarding issuing subpoena for information on investment in MKA (0.4).	F. Feinstein	0.50	\$267.50
04/03/18	Review file for information regarding history of MKA Qualified fund, last distributions and intent of fund managers, and operating agreement (0.5); direct David Shaneen regarding review of operating agreement and California LLC act regarding investor rights during dissolution (0.1).	C. Combest	0.60	\$275.40
04/03/18	Confer with C. Combest regarding the review of the MKA Real Estate Qualified Fund I, LLC Third Amended and Restated Operating Agreement.	D. Shaneen	0.10	\$29.50

Date	Description	Professional	Hours	Amount
04/05/18	Review the MKA Real Estate Qualified Fund I, LLC Third Amended and Restated Operating Agreement to determine member's rights to information and upon liquidation.	D. Shaneen	0.30	\$88.50
04/06/18	Confer with Receiver regarding subpoenas to MKA Qualified (0.2); follow up with Ken Lipinski of MKA Capital Advisors regarding information request (0.1) prepare subpoena, rider, and accompanying letter (2.0).	C. Combest	2.30	\$1,055.70
04/08/18	Review the MKA Real Estate Qualified Fund I, LLC Third Amended and Restated Operating Agreement and California law to determine member's rights to information.	D. Shaneen	1.10	\$324.50
04/11/18	Confer with Receiver regarding subpoena to MKA Qualified (0.2); revise subpoena and accompanying letter (0.3).	C. Combest	0.50	\$229.50
04/11/18	Review and comment on subpoenas and cover letter.	F. Feinstein	0.30	\$160.50
04/12/18	Direct Michael Hearon regarding MKA subpoena and follow-up.	C. Combest	0.10	\$45.90
04/13/18	Address procedures regarding service of Subpoena in California with attorney.	P. Fedor	0.10	\$20.00
04/13/18	Review federal procedure for issuance and service of subpoenas.	M. Hearon	0.60	\$216.00

Date	Description	Professional	Hours	Amount
04/16/18	Address form of subpoena with attorney (0.2); revise draft Subpoenas to MKA Real Estate Qualified Fund I, LLC and MKA Capital Group Advisors, LLC (1.2); draft Notice of Issuance of Subpoenas (0.2); review file and court docket to obtain service list for Notice of Issuance of Subpoenas and address same with attorney (0.3); revise and finalize letter to registered agent for MKA Real Estate Qualified Fund I, LLC and MKA Capital Group Advisors, LLC (0.1); obtain California process server and communications with process server regarding fees and to coordinate service of Subpoenas (0.2).	P. Fedor	2.20	\$440.00
04/16/18	Work on subpoenas and notice of issuance to parties.	M. Hearon	0.50	\$180.00
04/17/18	Review notice of issuance of subpoenas (0.1); e-mail to M. Hearon regarding same (0.1).	F. Feinstein	0.20	\$107.00
04/17/18	Continue work on subpoenas and notice of issuance to parties.	M. Hearon	0.40	\$144.00
04/18/18	Revise Notice of Issuance of Subpoenas.	M. Hearon	0.20	\$72.00
04/18/18	Finalize subpoenas and notice of issuance to parties (0.5); coordinate service on parties required by FRCP 45 (0.2).	M. Hearon	0.70	\$252.00
04/19/18	Revise Subpoenas to MKA (0.4); confer with attorney regarding same and service for Notices of Issuance of Subpoena (0.7); revisions to Notice of Issuance of Subpoenas (0.4).	P. Fedor	1.50	\$300.00
04/19/18	Coordinate service on parties required by FRCP 45.	M. Hearon	0.20	\$72.00

Date	Description	Professional	Hours	Amount
04/20/18	Follow-up regarding status of signed Subpoenas for service (0.2); service of Notice of Issuance of Subpoenas to MKA entities (0.1); finalize letter to MKA entities and coordinate e-mail of same to Brian Wagoner and Ken Lipinski (0.2); communications with California process server to coordinate service of process of Subpoena (0.2).	P. Fedor	0.70	\$140.00
04/24/18	Telephone call with attorney for MKA entities and e-mail to attorneys summarizing same.	P. Fedor	0.30	\$60.00
04/24/18	Attention to response and objections to subpoenas.	M. Hearon	0.10	\$36.00
04/26/18	Communication with process server regarding service of Subpoenas to MKA .	P. Fedor	0.10	\$20.00
04/27/18	Attention to responses and objections to subpoenas.	M. Hearon	0.20	\$72.00
04/27/18	Communications with process server regarding fee adjustment to invoice (0.1); coordinate payment of same (0.1).	P. Fedor	0.20	\$40.00
04/30/18	Preliminary review of responses to subpoena.	C. Combest	0.10	\$45.90
05/08/18	Attention to MKA's responses to subpoenas.	M. Hearon	0.10	\$36.00
05/08/18	Prepare download of production documents (0.7); review against production list (0.2); correspond regarding request for reproduction of tax return documents (0.1).	A. Calacci	1.00	\$205.00
05/09/18	Correspond with S. Oh-Kubisch regarding reproduction (0.2); review of documents and request missing tax returns (0.8); organize copy for attorney review (0.3).	A. Calacci	1.30	\$266.50

Date	Description	Professional	Hours	Amount
05/14/18	Review and analysis of financial information received in response to subpoenas to MKA Qualified and MKA Advisors, including financial statements, K-1s, information regarding disposition of MKA assets since 2008 (3.0); review withdrawal provisions of MKA partnership agreement and consider ability of WM Funds to utilize same (0.4); review MKA's written response and objections to document requests (0.5); evaluate need for further information and possible next steps for determining options for MKA Qualified interests owned by WM Funds (0.5).	C. Combest	4.40	\$2,019.60
05/15/18	Further analysis of material produced by MKA (0.2); prepare recommendations for Receiver (0.5).	C. Combest	0.70	\$321.30
05/16/18	Draft analysis and recommendations for Receiver regarding information received from MKA Qualified in response to subpoenas.	C. Combest	0.90	\$413.10
05/17/18	Prepare agenda for follow-up call with MKA attorney Sharon Oh-Kubisch (1.0); exchange detailed e-mails with Ms. Oh-Kubisch regarding subpoenas and follow-up information (1.8).	C. Combest	2.80	\$1,285.20
05/23/18	Confer with Receiver regarding financial and asset information received from MKA (0.4); review 2017 preliminary financial information and 2016 tax return received today from MKA (0.3); exchange e-mails with Sharon Oh-Kubisch regarding same (0.1).	C. Combest	0.80	\$367.20
05/23/18	Update file of production documents (0.4); prepare file in worksite for attorney review (0.6).	A. Calacci	1.00	\$205.00
05/23/18	Review status of responses to document subpoena and status of fund's investments.	F. Feinstein	1.50	\$802.50
05/29/18	Prepare for call with MKA Qualified attorney and principals regarding status of sub-fund and information produced per subpoenas.	C. Combest	1.00	\$459.00

Date	Description	Professional	Hours	Amount
05/30/18	Prepare for and conduct call with MKA attorneys and principals regarding investments in MKA Qualified, status of liquidation, and related issues.	C. Combest	1.50	\$688.50
05/30/18	Conference call with MKA to discuss status of investments and their liquidation.	F. Feinstein	1.00	\$535.00

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Paula A. Fedor	5.10	\$200.00	\$1,020.00
Faye B. Feinstein	3.50	\$535.00	\$1,872.50
Christopher Combest	19.20	\$459.00	\$8,812.80
Ann Marie Calacci	3.30	\$205.00	\$676.50
Michael Hearon	3.00	\$360.00	\$1,080.00
David A. Shaneen	1.50	\$295.00	\$442.50
TOTAL	35.60		\$13,904.30

Total Fees:**\$13,904.30**

Feinstein, Faye B., Receiver
 RE: Valstone Liquidation
 Q & B Matter Number: 136328.00023

Date	Description	Professional	Hours	Amount
08/17/17	Review quarterly financial and operating reports from Valstone Fund.	C. Combest	0.40	\$183.60
11/16/17	Obtain and review current reports re Valstone investments.	C. Combest	0.30	\$137.70
02/15/18	Obtain and review financial information posted by Valstone fund.	C. Combest	0.10	\$45.90
04/30/18	Preliminary review of financial information posted to Valstone web site for investors.	C. Combest	0.10	\$45.90

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Christopher Combest	0.90	\$459.00	\$413.10
TOTAL	0.90		\$413.10

Total Fees:**\$413.10**

EXHIBIT C

Professional Summary Chart
Quarles and Brady

<u>Professional</u>	<u>Case Administration</u> <u>.00004</u>		<u>Baetis & Brown</u> <u>.00005</u>		<u>MKA Fund</u> <u>.00006</u>		<u>Valstone Liquidation</u> <u>.00023</u>	
	<u>Hours</u>	<u>Fees</u>	<u>Hours</u>	<u>Fees</u>	<u>Hours</u>	<u>Fees</u>	<u>Hours</u>	<u>Fees</u>
Christopher Combest (P)	30.60	\$14,045.40	28.30	\$12,989.70	19.20	\$8,812.80	0.90	\$413.10
Jeffrey O. Davis (P)	0.00	\$0.00	0.40	\$172.80	0.00	\$0.00	0.00	\$0.00
Faye B. Feinstein (P)	3.80	\$2,033.00	10.60	\$5,671.00	3.50	\$1,872.50	0.00	\$0.00
Patrick S. Nolan (P)	0.00	\$0.00	0.40	\$122.40	0.00	\$0.00	0.00	\$0.00
Michael Hearon (A)	0.00	\$0.00	0.00	\$0.00	3.00	\$1,080.00	0.00	\$0.00
David A. Shaneen (A)	0.00	\$0.00	0.00	\$0.00	1.50	\$442.50	0.00	\$0.00
Debra A. Millinowisch (PP)	0.60	\$174.00	0.00	\$0.00	0.00	\$0.00	0.00	\$0.00
Ann Marie Calacci (PP)	0.00	\$0.00	0.00	\$0.00	3.30	\$676.50	0.00	\$0.00
Paula A. Fedor (PP)	50.90	\$10,180.00	0.00	\$0.00	5.10	\$1,020.00	0.00	\$0.00
Total	85.90	\$26,432.40	39.70	\$18,955.90	35.60	\$13,904.30	0.90	\$413.10

	<u>Hourly Rate Charged</u>	<u>Grand Total</u>	
		<u>Hours</u>	<u>Fees</u>
Christopher Combest (P)	\$459.00	79.00	\$36,261.00
Jeffrey O. Davis (P)	\$432.00	0.40	\$172.80
Faye B. Feinstein (P)	\$535.00	17.90	\$9,576.50
Patrick S. Nolan (P)	\$306.00	0.40	\$122.40
Michael Hearon (A)	\$360.00	3.00	\$1,080.00
David A. Shaneen (A)	\$295.00	1.50	\$442.50
Debra A. Millinowisch (PP)	\$290.00	0.60	\$174.00
Ann Marie Calacci (PP)	\$205.00	3.30	\$676.50
Paula A. Fedor (PP)	\$200.00	56.00	\$11,200.00
Grand Total		162.10	\$59,705.70

P = Partner, A = Associate PP = Paraprofessional/Legal Specialist

EXHIBIT D

Feinstein, Faye B., Receiver
RE: Receivership of Wealth Management, LLC
Q & B Matter Number: 136328.00002

DISBURSEMENTS

06/06/2017	United Parcel Service of America Inc Delivery to JPMorgan Chase 5/23/17	\$11.22
12/06/2017	Combest, Christopher Reimbursement to Christopher Combest for renewal of Domain name 1-year.	\$20.50
03/07/2018	Wisconsin annual report for WML Gryphon	\$51.00
05/01/2018	OC Process Servers, INVOICE #2214872: , DATE: 5/1/2018 Fee for Service of Subpoenas TO MKA Entities	\$140.00
Total Disbursements:		\$222.72

EXHIBIT E

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civil Action No: 09-C-506

WEALTH MANAGEMENT, LLC,
JAMES PUTMAN, and SIMONE FEVOLA,

Defendants, and

WML GRYPHON FUND, LLC;
WML WATCH STONE PARTNERS, L.P.; WML
PANTERA PARTNERS, L.P.; WML PALISADE
PARTNERS, L.P.; WML L3, LLC;
WML QUETZAL PARTNERS, L.P., and
EMPLOYEE SERVICES OF APPLETON, INC.,

Relief Defendants.

**NOTICE OF (A) FILING OF ELEVENTH INTERIM APPLICATION FOR ALLOWANCE AND
PAYMENT OF FEES AND EXPENSES OF RECEIVER AND HER COUNSEL AND (B)
OBJECTION PROCEDURE**

PLEASE TAKE NOTICE that, on July 17, 2018, Faye B. Feinstein, as Receiver for Wealth Management, LLC, and the Relief Defendants named above (the "Receiver"), and Quarles & Brady LLP filed with the Clerk of the United States District Court for the Eastern District of Wisconsin (the "Court") the **Eleventh Interim Application for Allowance and Payment of Compensation to, and for Reimbursement of Expenses of, (I) Faye B. Feinstein, Receiver for Wealth Management LLC and the Relief Defendants, and (II) Quarles and Brady LLP, as Counsel to the Receiver, for the Period from June 1, 2017, through May 31, 2018** (the "Application").

PLEASE TAKE FURTHER NOTICE that the Application (i) seeks allowance of compensation in the amount of \$59,705.70 (the "Subject Period Fees") and of reimbursement of actual and necessary expenses in the amount of \$222.72 (the "Subject Period Expenses") for the period from June 1, 2017, through May 31, 2018; and (ii) asks that the Court authorize the Receiver to pay the Subject Period Fees and the Subject Period Expenses to Quarles & Brady LLP from the assets of Wealth Management, LLC, and/or the Relief Defendants.

PLEASE TAKE FURTHER NOTICE that, on _____, 2018, the Court entered a Scheduling Order regarding the Application (Docket No. _____) (the "Scheduling Order").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Scheduling Order, any objections to the Application must be filed with the Court and served on undersigned counsel (which service may be made via the Court's CM/ECF System) **on or before _____, 2018 (the "Objection Deadline")**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Scheduling Order, if no objection to the Application is filed on or before the Objection Deadline, the Court may grant that Application without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Scheduling Order, if one or more objections to the Application are filed on or before the Objection Deadline, the Court will determine whether or not to hold a hearing on the Application, and, if the Court decides to schedule a hearing, a separate notice of the date and time of such hearing will be served upon you.

PLEASE TAKE FURTHER NOTICE that Quarles & Brady LLP requests that any objection to the Application state with specificity the legal and factual bases for the objection and the item or items of compensation or expense reimbursement objected to.

PLEASE TAKE FURTHER NOTICE that, if you have not received a copy of the Application with this Notice, you may obtain a copy, without charge: (1) from the Web site for the Receiver Estate, www.wealthmgmt.com; (2) from the Office of the Clerk of the Court, 125 South Jefferson Street, Green Bay, Wisconsin, during regular business hours; or (3) by requesting the same from the Receiver at receiver@quarles.com.

DATED: July __, 2018

s/ Faye B. Feinstein
Faye B. Feinstein, Receiver

s/ Christopher Combest
Christopher Combest
One of the Receiver's Attorneys

QUARLES & BRADY LLP
300 North LaSalle Street, Suite 4000
Chicago, IL 60654
Phone: (312) 715-5000

EXHIBIT F

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Civil Action No: 09-C-506

WEALTH MANAGEMENT, LLC,
JAMES PUTMAN, and SIMONE FEVOLA,

Defendants, and

WML GRYPHON FUND, LLC;
WML WATCH STONE PARTNERS, L.P.; WML
PANTERA PARTNERS, L.P.; WML PALISADE
PARTNERS, L.P.; WML L3, LLC;
WML QUETZAL PARTNERS, L.P., and
EMPLOYEE SERVICES OF APPLETON, INC.,

Relief Defendants.

**ORDER AUTHORIZING ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES TO
(I) FAYE. B. FEINSTEIN, RECEIVER FOR WEALTH MANAGEMENT LLC
AND THE RELIEF DEFENDANTS, AND (II) QUARLES & BRADY LLP,
AS COUNSEL TO THE RECEIVER, FOR THE PERIOD FROM
JUNE 1, 2017, THROUGH MAY 31, 2018**

THIS CAUSE, coming to be heard on the Eleventh Interim Application for Allowance and Payment of Compensation to, and for Reimbursement of Expenses of, (I) Faye B. Feinstein, Receiver for Wealth Management LLC and the Relief Defendants, and (II) Quarles & Brady LLP, as Counsel to the Receiver, for the Period from June 1, 2017, through May 31, 2018 (the “Application”; all capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application); due and proper notice of the Application having been served on all entities entitled thereto and no other or further notice having been required; the Application having included a “Certification of Faye B. Feinstein, Receiver” (the

“Certification”); no objections to the Court's granting of the Application having been filed within the time period specified in the Court's related scheduling order entered at Docket No. _____, and the Court being otherwise fully advised in the premises;

BASED ON ITS REVIEW OF THE APPLICATION AND THE CERTIFICATION AND ON THE LACK OF OBJECTIONS TO THE SAME, THE COURT HEREBY FINDS THAT:

1. Pursuant to (a) the Court's *Order Appointing Receiver* dated May 20, 2009 (Docket No. 8) (the “Initial Receiver Order”), and (b) the Court's *First Modified Order Appointing Receiver* (Docket No. 14) (the “Modified Receiver Order” and, with the Initial Receiver Order, the “Appointment Orders”), Faye B. Feinstein (the “Receiver”) was duly appointed to serve as Receiver for Wealth Management, LLC, and the WM Funds, effective May 20, 2009. By order dated August 18, 2009 (Docket No. 54), the Court extended the receivership to ESA.

2. Pursuant to the Appointment Orders, the Receiver has retained the attorneys and other professionals of Quarles & Brady LLP (“Q&B” and, with the Receiver, collectively, the “Receiver Team”) to assist her in performing her duties as Receiver.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§754, 1367(a), and the inherent equitable powers of the Court. Pursuant to Fed. R. Civ. P. 66, the Federal Rules of Civil Procedure apply to this matter.

4. The hourly rates charged by the Receiver Team for services rendered to the Receiver Estate by Q&B attorneys and paraprofessionals have been the same since the rates were approved by the SEC in connection with the fifth interim fee application (for the period June 2011 through May 2012); furthermore, those 2011-2012 hourly rates charged by partners in Q&B have been further discounted by 10% from the usual and customary hourly rates charged

by partners in Q&B for similar work performed for other Q&B clients during that 2011-2012 period (the rates of non-partner Q&B professionals have not been so discounted). This discount to Q&B's regular partner billing rates, including the billing rate of the Receiver, has been agreed to between Q&B and the United States Securities and Exchange Commission ("SEC").

5. Before filing the Application, the Receiver submitted it to the SEC for review, as required by the "Billing Instructions for Receivers in Civil Actions Commenced by the U.S. Securities and Exchange Commission", dated October 1, 2008 (the "Billing Instructions").

6. During the Subject Period, the Receiver Team devoted no less than 162.10 hours to the performance of necessary and valuable services on behalf of the Receiver Estate.

7. Based upon the time, nature, extent, and value of the services performed by the Receiver Team, the responsibilities assumed by the Receiver Team, the rates charged by the Receiver Team, the results achieved to date, and the costs of comparable services, the compensation for services rendered and reimbursement of expenses sought in the Application are reasonable, necessary, and commensurate with the skill and experience required for the activities performed.

8. The fair value of services rendered by the Receiver Team during the Subject Period is not less than \$59,705.70.

9. Q&B incurred \$222.72 in actual and necessary expenses during the Subject Period, all of which are reimbursable pursuant to the Billing Instructions.

NOW, THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED that the Application is GRANTED;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Receiver Team is hereby allowed interim compensation in the sum of \$59,705.40 (the “Allowed Fees”) for actual and necessary legal services rendered during the Subject Period to the Receiver Estate;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Q&B is hereby allowed reimbursement of expenses in the sum of \$222.72 (the “Allowed Expenses”) for actual and necessary expenses incurred on behalf of the Receiver Estate during the Subject Period;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Receiver is hereby authorized to pay, on an interim basis, the Allowed Fees and Allowed Expenses to Q&B from the assets of the Receiver Estate and to allocate the Allowed Fees and Allowed Expenses among Wealth Management LLC, and the Relief Defendants as described in the Application; and

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that entry of this Order is without prejudice to the right of the Receiver Team to seek additional compensation for any services rendered to, and reimbursement of any additional expenses incurred on behalf of, the Receiver Estate subsequent to the Subject Period.

SO ORDERED this ____ day of _____, 2018

Honorable William C. Griesbach
United States District Judge