

**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.

**STATUS REPORT AND THIRTEENTH 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, 2019, THROUGH MAY 31, 2020**

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 submits her status report to the Court, and 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 \$107,635.65, and for reimbursement of expenses incurred in connection therewith, in the amount of \$126.50, for the one-year period from June 1, 2019, through May 31, 2020 (the “Subject Period”), and (ii) authorizing payment of such allowed amounts from the Receiver Estate as set forth herein.

This Thirteenth 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 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 twelve 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;
- (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, and
- (k) the Receiver's eleventh interim fee application was granted by order of this Court entered on the docket on August 21, 2018 (Docket No. 469) (the "Eleventh Interim Fee Order"); the Eleventh Interim Fee Order allowed Q&B interim fees in the sum of \$59,705.70 and interim reimbursement of expenses in the sum of \$222.72, for a total of \$59,928.42, for the period from June 1, 2017, through May 31, 2018, and
- (l) the Receiver's twelfth interim fee application was granted by order of this Court entered on the docket on August 23, 2019 (Docket No. 491) (the "Twelfth Interim Fee Order"); the Twelfth Interim Fee Order allowed Q&B interim fees in the sum of \$81,223.05 and interim reimbursement of expenses in the sum of \$267.99, for a total of \$81,491.04, for the period from June 1, 2018, through May 31, 2019.

8. By this Thirteenth 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 \$107,635.65 ("Subject Period Fees") and \$126.50 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, 2020; therefore, the Receiver respectfully requests that this Court consider this Thirteenth 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 Thirteenth 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. Moreover, the Receiver, on behalf of Gryphon, Watch Stone, Pantera, and Palisade, has executed settlement agreements in the Baetis-Brown Litigation (as defined below) requiring the Receiver, among others, to keep those agreements confidential and not to disclose the terms of those agreements.¹ However, the Receiver wishes to balance these concerns 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

¹ **[REDACTED per Seal Order, Docket No. 417]**

Application. An unredacted version of this Application was supplied to the SEC for its review prior to filing and is available to the Court through its electronic filing system.

Case History and Status Report²

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.

12. *Cash Balances as of May 31, 2020:* As of May 31, 2020, 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 now 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 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

² Matters reported on in prior fee applications, but that have been concluded without further substantive developments, will not be included in the following discussion.

future resolutions may also entail, abandoning sub-fund interests whose values are negative or highly uncertain.

15. *Status of Remaining Sub-Fund Investments:* Following is the current status of the sub-funds that remained open and had the potential for generating further cash distributions during the Subject Period:

(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. **[REDACTED per Seal Order, Docket No. 417]**; any other monetary recoveries in connection with Baetis and Brown will come from the proceeds of the Baetis-Brown Litigation (as defined below). (See below for a more detailed discussion 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. In 2011, MKA began liquidating its portfolio; the manager of MKA, MKA Capital Group Advisors LLC (“MKA Capital”), later closed its office, and MKA’s liquidation was then overseen by MKA Capital’s president and acting chief financial officer, who informed us that they worked without compensation since 2016.

The Receiver has been informed by MKA’s counsel that (i) MKA has completed its liquidation and was dissolved, effective December 31, 2019 and (ii) because the administrative expenses of the MKA sub-fund consumed all available cash from the

liquidation, MKA made no final distribution to its investors, including Palisade and Watch Stone. Future status reports will no longer discuss MKA.

(c) Murvin & Meier Oil Company (“M&M”) [Pantera]: 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. Thereafter, distributions ceased as energy prices declined and expenses associated with the wells either remained the same or rose. Distributions began again, in small amounts (*i.e.*, tens of dollars per distribution), in October 2018 and have continued through the Subject Period, although the most recent statement shows that cash available for distribution was more than offset by the expenses charged against those distributions. The Receiver continues to monitor this investment and will investigate how and when it is best to divest from M&M.

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 attorneys David and 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 alleged 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, in October, 2014, Plaintiffs filed an expanded, 256-page amended complaint. 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. In March of 2019, Lincoln National Life Insurance Company (“Lincoln”) moved this Court for authority to intervene in the captioned enforcement proceeding for the purpose of

pursuing a motion to disqualify the Receiver from mediating or otherwise settling with any defendants in the Baetis-Brown Litigation. This Court denied Lincoln's request to intervene. The Receiver Team has not sought in this Thirteenth Interim Application or any prior applications, and will not seek in any future applications, payment from the Receiver Estate of any fees or costs incurred in addressing the motion to intervene.

21. During the Subject Period, the Plaintiffs consummated settlements with two defendants [REDACTED per Seal Order, Docket No. 417]. Each settlement contains confidentiality provisions, [REDACTED per Seal Order, Docket No. 417] Both of the settling defendants have been dismissed from the Baetis-Brown Litigation with prejudice.

22. The remaining parties continue to engage in discovery, with multiple depositions (including that of the Receiver) still to be conducted.

23. Due to the significant discovery yet to be completed, and the court closures and delays associated with the COVID-19 pandemic, the Wisconsin Court has rescheduled the trial date to October 4, 2021. A copy of the currently-effective scheduling order in the Baetis-Brown Litigation is attached hereto as Exhibit A.

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

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

B. Expenses of the Receivership

26. All accounts of the Receiver Estate are maintained at Mechanics Bank (formerly Rabobank, N.A.). Only the Receiver and her authorized agents have access to the Mechanics Bank accounts. In order to pay operating expenses, and as authorized by the Appointment Orders, the Receiver deposits to her Mechanics Bank 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 Mechanics Bank 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 reimbursement of certain interim fees and expenses to Melnick and Q&B.

27. Attached hereto as Group Exhibit B are the SEC’s Standardized Fund Accounting Reports showing all receipts and payments made during the second through fourth quarters of calendar year 2019 and the first quarter of calendar year 2020.³

28. During the period from April 1, 2020 (the beginning of the second calendar quarter of 2020), through May 31, 2020, additional administrative expenses have been paid out of the Mechanics Bank accounts, as follows:

4/7/20	Registered Agents Legal Services, LLC - Delaware Annual Registered Agent Fee - Palisade	\$99.00
4/14/20	Heartland Business Systems - Website Hosting	\$25.00
4/23/20	Delaware Secretary of State - Annual LLC Tax - Palisade	\$300.00
4/23/20	Delaware Secretary of State - Annual LLC Tax - Pantera	\$300.00
4/23/20	Delaware Secretary of State - Annual LLC Tax - Watchstone	\$300.00
4/23/20	Delaware Secretary of State - Annual LLC Tax - Quetzal	\$300.00
4/30/20	Mechanic's Bank – Account Fees (April 2020)	\$200.00 ⁴
5/19/20	Heartland Business Systems - Website Hosting	\$25.00
5/29/20	Mechanic's Bank – Account Fees (May 2020)	\$550.00

29. During the Subject Period, no disbursements for expenses 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

³ Group Exhibit B 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 B has been redacted from the filed and served versions of this Application.

⁴ This amount represents an initial reduced fee for April 2020; the regular fee will be \$550.00 per month for so long as aggregate account balances total more than \$1,000,000.00.

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) Wipfli LLP (“Wipfli”), the WM Fund accountants⁵, for preparation of tax returns, including K-1 Forms and Internal Revenue Service Form 1099s for the WM Funds⁶, and (d) pay legal fees and reimbursements of expenses to Melnick (or directly to third-party service providers retained by Melnick), pursuant to the Court’s orders and for the purposes described above.

30. The Receiver has been paying general administrative expenses on a regular basis. Administrative expenses include 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. All invoices due on or before May 31, 2019 have been paid.

C. Plan of Distribution and the Interim Distributions

31. *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.

32. *Distributions to WM Investors:* The Receiver has made seven (7) interim distributions of receivership assets to investors in the WM Funds **[REDACTED per Seal**

⁵ Patke & Associates, Ltd., the original accounting firm for the WM Funds, merged with Wipfli in August 2019.

⁶ The WM Funds made an aggregate payment during the Subject Period of (a) Court-approved fees and costs of \$9,111.43 to Lasko, which was paid by Gryphon and Watch Stone for work done for those two WM Funds, and (b) \$26,010 to Wipfli, which was paid in the following amounts: Gryphon – \$6,630; Palisade – \$5,100; Pantera – \$3,570; Quetzal – \$6,630; Watch Stone – \$4,080.

Order, Docket No. 417], 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”);⁷
- (d) On November 26, 2013, the Receiver distributed to investors in Watch Stone an additional aggregate total of \$449,973.87 (the “Fourth Interim (Watch Stone) Distribution”);
- (e) On December 26, 2014, the Receiver distributed to investors in Gryphon and Quetzal an additional aggregate total of \$599,999.99 (the “Fifth Interim (Gryphon/Quetzal) Distribution”);
- (f) On December 26, 2018, the Receiver distributed to investors in Gryphon an additional aggregate total of \$1,350,000 (the “Sixth Interim (Gryphon) Distribution”), and
- (g) In June 2020, the Receiver distributed to investors in Gryphon, Palisade, Pantera, and Watch Stone [**REDACTED per Seal Order, Docket No. 417]** (the “Seventh Interim (Four-Fund) Distribution”).

33. [**REDACTED per Seal Order, Docket No. 417]**

Services Provided to Receiver Estate During the Subject Period

34. During the Subject Period, the Receiver Team devoted a total of not less than 245.90 hours to the performance of reasonable and necessary services on behalf of the Receiver Estate.

35. Attached to this Application as Exhibit C is an itemized statement of the services performed by the Receiver and Q&B during the Subject Period, setting forth, by subject matter

⁷ 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.

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 C was prepared from the time sheets and computer records regularly kept by Q&B, its attorneys, paraprofessionals, and other timekeepers.⁸ Attached to this Application as Exhibit D is a chart that summarizes, by professional or paraprofessional and by subject matter category, the hours spent and fees charged by each timekeeper who performed services for Debtors during the Subject Period. Exhibit D also contains cumulative totals for the entire Subject Period. 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 Thirteenth 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 also reviewed and negotiated new engagement letters with the WM Funds'

⁸ 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.

accountants, Wipfli, following the merger into Wipfli of the WM Funds' original accounting firm of Patke & Associates, Ltd.

During the Subject Period, the Receiver Team conferred with custodians for investors' individual retirement accounts in response to the custodians' inquiries regarding the investments of those IRAs in certain WM Funds. Time in this category also includes responding to inquiries from investors regarding multiple matters, including (a) the status of the receivership proceedings, of the WM Funds generally, and of certain investors' investments in particular WM Funds; (b) the timing and availability of certain tax documents, and (c) abandonment of interests in certain WM Funds. The Receiver Team also worked with representatives of deceased investors to assist in the treatment of those investors' WM Fund accounts, including investigating how to effect transfers pursuant to late investors' wills.

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; preparing projections for receivership administrative and litigation expenses under various scenarios for the remaining life of the receivership; 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; updating the status of various sub-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: 129.20**
/ Total Fees: \$44,019.75

(b) Baetis & Brown (Q&B Matter 00005)⁹: As noted above, the Receiver retained 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 those WM Funds in Baetis and Brown; Melnick's investigation led to its filing of the Baetis-Brown Litigation. During the Subject Period, the Receiver, through Melnick as special counsel, continued to pursue a two-pronged approach of responding to and negotiating settlement offers, while also working with Melnick as that firm prepares for trial. During the Subject Period, settlements were reached with two defendants. Each required extended negotiations over weeks or months, reflected in multiple revisions of the related settlement agreements, which required review and input from the Receiver Team and the Melnick firm.

[REDACTED per Seal Order, Docket No. 417]

The Receiver reviewed and approved of Plaintiffs' responses to interrogatories posed by certain defendants, reviewed and commented on a retention agreements with an expert witness, and coordinated with Melnick on the scope, timing, and terms of the Receiver's deposition.

The Receiver Team also worked with Melnick to provide updates to investors regarding the Baetis-Brown Litigation, addressed tax issues raised by the failure of Baetis to provide tax documents for 2018, and regularly reviewed the past and estimated future

⁹ The portion of Exhibit C related to Q&B Matter 00005 has been supplied to the SEC in connection with its review of this Thirteenth Interim Application and may be reviewed by the Court in the unredacted version of this Application filed under seal. However, pursuant to the Seal Order, that portion of Exhibit C has been redacted from the unsealed and served version of this Thirteenth Interim Application.

expenses of pursuing the Baetis-Brown Litigation in light of the results so far achieved.

Hours: 91.10 / Total Fees: \$51,311.10

(c) MKA Fund (Q&B Matter 00006): Palisade and Watch Stone together invested \$20,575,000 in MKA. During the Subject Period, through multiple exchanges of e-mails and telephone calls with counsel for MKA, the Receiver Team determined the final disposition of the MKA sub-fund and obtained tax documents for 2018 and 2019, the latter being the final tax information for the Palisade and Watch Stone investments in that sub-fund. **Hours: 1.50 / Total Fees: \$792.00**

(d) Asset Analysis and Recovery (Q&B Matter 00009): During the Subject Period, the Receiver Team investigated the current financial status of James Putman, in connection with the non-dischargeable debt owed by Mr. Putman to the Receiver Estate. The Receiver Team obtained and reviewed reports regarding the ownership and value of Mr. Putman's assets and his current employment. **Hours: 5.30 / Total Fees: \$1,586.40**

(e) Distribution (Q&B Matter 00025): In May and June 2020, the Receiver Team performed the necessary work to initiate the Seventh Interim (Four-Fund) Distribution [REDACTED per Seal Order, Docket No. 417].

During the Subject Period, the Receiver Team also responded to queries from Gryphon investors regarding the Sixth Interim (Gryphon) Distribution, which was made during December 2018 and January 2019. **Hours: 18.80 / Total Fees: \$9,926.40**

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 seven years from June 2012 through May 2019, Q&B charged for the services of the Receiver Team at the same rates used for the period covered by the Receiver Team's Fifth Interim Fee Application (June 2011 through May 2012), notwithstanding that Q&B had increased its usual hourly rates for other clients during that same period.

38. To account for increases in Q&B's rates for similarly situated clients and legal work over the time that the receivership proceedings have been pending, the experience of the professionals who have worked on the Receiver Estate matters during that time, and the current market for legal services similar to those provided by Q&B, Q&B requested that the SEC approve revised discounted rates based upon Q&B's *current* ordinary billing rates. These revised billing rates represent discounts of approximately 9-20% from Q&B's ordinary rates (depending upon the professional or paraprofessional at issue.)¹⁰

39. The SEC has informed the Receiver that it does not object to Q&B's requested rate increase. Those increased billing rates are reflected in the amount of Subject Period Fees requested in this Thirteenth Interim Application.¹¹

40. The revised rates of the professionals and paraprofessionals listed on Exhibit D to this Application will remain at the levels set forth in Exhibit D unless and until the Court approves a revision to those rates; the rates of any other Q&B partners who perform services for

¹⁰ The professionals, paraprofessionals, and legal specialists who provided services during the immediately prior Subject Period and whose hourly rates would increase for the current Subject Period pursuant to Q&B's request are as follows: Christopher Combest: from \$459 to \$528; Faye B. Feinstein: from \$535 to \$615; Paula Fedor: from \$200 to \$225.

¹¹ From the beginning of the receivership proceedings through the end of the Subject Period, Q&B also incurred approximately \$291,000 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.

the Receiver Estate after this Subject Period will be charged at a 10% discount to their respective then-current rates; as has always been the case, the rates of Q&B associates will not be discounted.

41. The principal tasks for the Receiver Team going forward fall substantially into three categories: (a) monitoring the prosecution of the Baetis-Brown litigation, participating as needed in the Receiver's deposition, providing information to Melnick as requested, and advising Melnick on the acceptability of any settlement proposals received from the remaining defendants; (b) monitoring the remaining active sub-fund and evaluating whether and how to dispose of the Receiver Estate's interests therein, and (c) related administrative tasks, including making further and/or final distributions to investors, responding to investor inquiries, and preparing K-1 forms, 1099 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.

42. 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 \$107,635.65, 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.

43. 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 \$126.50,¹² as itemized on Exhibit E attached hereto.

¹² 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.

44. 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**

45. 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.

46. 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 involving the Baetis and Brown and MKA 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.¹³ 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.

¹³ 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.

Notice

47. On June 16, 2020 the Receiver submitted this Thirteenth 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 Thirteenth 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 Thirteenth Interim Application.

48. Concurrently with this Thirteenth Interim Application, the Receiver is filing a proposed scheduling order (the "Scheduling Order"), which provides that (i) any party wishing to object to this Thirteenth 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 Thirteenth Interim 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.¹⁴

49. A copy of the redacted version of this Thirteenth 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

¹⁴ Lasko has prepared its eighth interim application for payment of fees and reimbursement of expenses (the "Lasko Application"), which the Receiver submitted to the SEC for review along with this Thirteenth Interim Application. The provisions of the Scheduling Order are drafted to apply to the Lasko Application as well.

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 Thirteenth 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 F)¹⁵ 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 Thirteenth Interim Application. The Receiver submits that these procedures will provide all parties entitled thereto with sufficient notice of the Thirteenth Interim Application.

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

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 \$107,635.65 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 \$126.50;

¹⁵ The Notice of Filing and Objection Procedures is drafted to provide notice as well of the Lasko Application.

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 Thirteenth 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 3d day of July, 2020.

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 3d day of July, 2020.

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 *Thirteenth 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, 2019, through May 31, 2020* (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 3d day of July, 2020.

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

FILED
06-01-2020
Clerk of Circuit Court
Outagamie County
2012CV001704

DATE SIGNED: June 1, 2020

Electronically signed by Mitchell J. Metropulos
Circuit Court Judge

STATE OF WISCONSIN

CIRCUIT COURT

OUTAGAMIE COUNTY

WML GRYPHON FUND, LLC, et al.,

Plaintiffs,

v.

WOOD, HAT & SILVER, LLC, et al.,

Defendants,

THE BAETIS FUND, L.P.

THE BROWN INVESTMENT FUND, L.P.

THE TIPPET FUND, L.P.,

Nominal Defendants.

Case No. 12-CV-1704

Case Code: 30106, 30301, 30703

GREATER THAN \$10,000

STIPULATION AND ORDER AMENDING SCHEDULING ORDER

Plaintiffs WML Gryphon Fund LLC, WML Watch Stone Partners, L.P., WML Pantera Partners, L.P., WML Palisade Partners, L.P., (collectively the “WM Funds”), Dr. John Leschke, and Ms. Julie Leschke (collectively with the WM Funds, the “Plaintiffs”) and PHL Variable Life Insurance Company and Phoenix Life Insurance Company, and Transamerica Life Insurance Company (collectively “Insurer Defendants”), by their attorneys, stipulate to the following:

Plaintiffs and Insurer Defendants have agreed to extend certain deadlines as indicated below and that the Amended Scheduling Order last modified on April 3, 2020, shall be amended as follows:

Event/Task	Old Deadline	New Deadline
Deadline for Plaintiffs to serve expert disclosures with expert reports	May 29, 2020	June 5, 2020
Deadline for Defendants to serve expert disclosures with expert reports	September 11, 2020	September 18, 2020

Plaintiffs and Insurer Defendants stipulate that the Court may enter an order to this effect.

All other dates listed in the Amended Scheduling Order dated April 3, 2020 remain unchanged.

Dated: May 29, 2020

MELNICK & MELNICK, S.C.
Attorneys for the Plaintiffs

By: /s/ Stephanie L. Melnick
Stephanie L. Melnick
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Sarah K. Haas
State Bar No. 1095779
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shaas@melnickmelnick.com

Dated: May 29, 2020

CHITTENDEN, MURDAY & NOVOTNY LLC
Attorneys for Transamerica Life Insurance
Company

By: /s/ Julie F. Wall
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Chittenden, Murday & Novotny LLC
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(312) 281-3678 (fax)
jwall@cmn-law.com

Dated: May 29, 2020

MCDOWELL HETHERINGTON LLP
Attorneys for Phoenix Life Insurance Company and
PHL Variable Insurance Company

By: /s/ Randy J. Duncan
Randy J. Duncan (*pro hac vice*)
McDowell Hetherington LLP
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Houston, Texas 77002
713.337.8873
randy.duncan@mhlhp.com

BY THE COURT

Dated:

 The Honorable Mitchell J. Metropulos
 Outagamie County Circuit Court Judge

STATE OF WISCONSIN

CIRCUIT COURT

OUTAGAMIE COUNTY

WML GRYPHON FUND, LLC, et al.,

Plaintiffs,

Case No. 12-CV-1704

Case Code: 30106, 30301, 30703

GREATER THAN \$10,000

v.

WOOD, HAT & SILVER, LLC, et al.,

Defendants,

THE BAETIS FUND, L.P.

THE BROWN INVESTMENT FUND, L.P.

THE TIPPET FUND, L.P.,

Nominal Defendants.

ORDER

The Amended Scheduling Order last modified on April 3, 2020, shall be amended, and the new deadlines are listed below:

Event/Task	Old Deadline	New Deadline
Deadline for Plaintiffs to serve expert disclosures with expert reports	May 29, 2020	June 5, 2020
Deadline for Defendants to serve expert disclosures with expert reports	September 11, 2020	September 18, 2020

Deadline to file summary judgment motions and all supporting briefs/materials	October 2, 2020	December 3, 2020
Deadline to file responses to summary judgment motions	December 30, 2020	March 2, 2021
Deadline to file replies in support of summary judgment motions	February 5, 2021	April 5, 2021
Deadline for Plaintiffs to file witness lists (lay and expert)	March 31, 2021	May 26, 2021
Deadline to file motions in limine, proposed jury instructions, proposed verdict form, and pretrial report	April 14, 2021	June 14, 2021
Deadline for Defendants to file witness lists (lay and expert)	April 21, 2021	June 21, 2021
Deadline to file responses to motions in limine	May 4, 2021	July 9, 2021
Status conference	October 12, 2020	October 12, 2020
Pretrial conference	May 2021	July 2021

depositions is necessary and that the Amended Scheduling Order last modified on February 12, 2020, shall be amended as follows:

Event/Task	Old Deadline	New Deadline
Deadline for Plaintiffs to serve expert disclosures with expert reports	March 31, 2020	May 29, 2020
Deadline to complete fact discovery	May 29, 2020	August 14, 2020
Deadline for Defendants to serve expert disclosures with expert reports	July 10, 2020	September 11, 2020
Deadline to complete expert discovery	August 21, 2020	October 21, 2020
Deadline to file summary judgment motions and all supporting briefs/materials	October 2, 2020	December 3, 2020
Deadline to file responses to summary judgment motions	December 30, 2020	March 2, 2021
Deadline to file replies in support of summary judgment motions	February 5, 2021	April 5, 2021
Deadline for Plaintiffs to file witness lists (lay and expert)	March 31, 2021	May 26, 2021
Deadline to file motions in limine, proposed jury instructions, proposed verdict form, and pretrial report	April 14, 2021	June 14, 2021
Deadline for Defendants to file witness lists (lay and expert)	April 21, 2021	June 21, 2021
Deadline to file responses to motions in limine	May 4, 2021	July 9, 2021
Status conference	October 12, 2020	October 12, 2020
Pretrial conference	May 2021	July 2021

Plaintiffs and Insurer Defendants stipulate that the Court may enter an order to this effect.

Plaintiffs and Insurer Defendants further stipulate that the Court may strike the jury trial

currently scheduled for January 11, 2020, and request that the Court set a telephone scheduling conference to set this matter for trial.

Dated: March 31, 2020

MELNICK & MELNICK, S.C.
Attorneys for the Plaintiffs

By: /s/ Stephanie L. Melnick
Stephanie L. Melnick
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Dated: March 31, 2020

CHITTENDEN, MURDAY & NOVOTNY LLC
Attorneys for Transamerica Life Insurance
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By: /s/ Julie F. Wall
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(312) 281-3678 (fax)
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Dated: March 31, 2020

BALLARD SPAHR LLP
Attorneys for Lincoln National Life Insurance
Company

By: /s/ Jason A. Leckerman
Jason A. Leckerman (*pro hac vice*)
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Dated: March 31, 2020

MCDOWELL HETHERINGTON LLP
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By: /s/ Randy J. Duncan
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EXHIBIT B

[redacted per Seal Order, Docket No. 417]

EXHIBIT C

[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
06/06/19	Receive and return call from advisor to two investors regarding nature of holdings in certain WM funds.	C. Combest	0.20	\$105.60
06/07/19	Verify outstanding invoices to be paid.	P. Fedor	0.10	\$22.50
06/10/19	Payment of invoices and update account spreadsheets regarding same.	P. Fedor	0.20	\$45.00
06/10/19	Receive and respond to investor e-mail regarding 2018 K-1s (0.3); exchange e-mails with Patke regarding same (0.1).	C. Combest	0.40	\$211.20
06/11/19	Review e-mail received from Patke & Associates regarding information needed for preparation of tax returns and respond to same.	P. Fedor	0.10	\$22.50
06/11/19	Updating of information on open sub-funds.	C. Combest	0.20	\$105.60
06/13/19	Exchange e-mails with Joseph Aaron (Wood Hat) regarding his failure to provide K-1s for 2018 (0.2); exchange e-mails with James Striska of Patke regarding same and potential penalties (0.4); confer with Receiver regarding same (0.3); review Murvin & Meier tax information and forward to James Striska of Patke (0.2).	C. Combest	1.10	\$580.80
06/13/19	Research Delaware status for limited partnerships; correspond with Mr. Combest regarding same.	D. Millinowisch	0.40	\$90.00

Date	Description	Professional	Hours	Amount
06/17/19	Review account activity reports to be sent to Patke & Associates and address same with attorney (1.0); e-mail to Patke & Associates enclosing WM account activity reports requested in connection with preparation of WM 2018 tax returns (.4).	P. Fedor	1.40	\$315.00
06/18/19	Obtain copy of current Heartland invoice; attention to payment of invoices; print checks for payment of invoices etc.	P. Fedor	0.60	\$135.00
06/20/19	Payment of invoice and update account spreadsheets regarding same etc.; prepare account balance summaries and update to Receiver regarding same.	P. Fedor	1.00	\$225.00
06/25/19	Review e-mail received from Melnick & Melnick regarding incorrect invoice June and verify calculations regarding same; e-mail to Melnick & Melnick regarding same.	P. Fedor	0.50	\$112.50
07/02/19	Payment of invoices and update account spreadsheets regarding same; print updated account balance and disbursement reports.	P. Fedor	0.60	\$135.00
07/12/19	Obtain copy of previously paid Melnick & Melnick invoice for attorney.	P. Fedor	0.10	\$22.50
07/12/19	Review files, evaluate assumptions, and prepare expense projections for remainder of receivership through state court trial.	C. Combest	2.30	\$1,214.40
07/15/19	Draft second quarter SFARs for Palisade, Watchstone, and Quetzal, and Pantera.	P. Fedor	1.80	\$405.00
07/16/19	Draft second quarter SFAR for Gryphon (.8); review and revise account spreadsheet to identify ending balance discrepancy (.5).	P. Fedor	1.30	\$292.50

Date	Description	Professional	Hours	Amount
07/22/19	Attention to payment of monthly invoices.	P. Fedor	0.60	\$135.00
07/23/19	Payment of monthly invoices (1.0); update account spreadsheets and print updated account balance and disbursement reports (.4).	P. Fedor	1.40	\$315.00
08/02/19	Review and revise second quarter SFAR for administrative account (.7); revisions to second quarter SFAR for Gryphon (.6).	P. Fedor	1.30	\$292.50
08/08/19	Investigate investor inquiry regarding issuance of distribution checks n December 2018 (0.8); report status to Receiver (0.3).	C. Combest	1.10	\$580.80
08/09/19	Proof and revise draft second quarter SFAR for Wealth Management and administrative accounts.	P. Fedor	0.80	\$180.00
08/12/19	Research to verify name and address for retainer fee for consultant for Gryphon litigation and e-mails with Receiver regarding same.	P. Fedor	0.20	\$45.00
08/12/19	Payment of invoices; update account spreadsheets regarding same.	P. Fedor	2.00	\$450.00
08/12/19	Review and revise second quarter SFARS.	F. Feinstein	1.00	\$615.00
08/15/19	E-mails from/to Patke & Associates regarding discrepancy noted in Gryphon account 2018 and 2017 reports sent to Patke (.6); review Gryphon account spreadsheet to identify discrepancy (.6); manual calculations to verify accuracy of excel spreadsheet for Gryphon account entries (.7); e-mail to Patke & Associates regarding same (.7).	P. Fedor	2.60	\$585.00

Date	Description	Professional	Hours	Amount
08/15/19	Review status of all open sub-funds and of K-1s for 2018 tax year (0.7); e-mails to various sub-fund counsel regarding same (0.3); exchange e-mails with James Striska (Patke) regarding same (0.4); exchange e-mails with counsel to MKA regarding same (0.1).	C. Combest	1.50	\$792.00
08/15/19	Print updated account summary and e-mail to Receiver regarding same and most recent disbursements.	P. Fedor	0.10	\$22.50
08/19/19	Exchange e-mails with financial advisor for certain investors regarding status of investments in multiple funds and disposition of same (0.9); research regarding disposition of L3 investments after dissolution (0.5); review letters of direction for same investors and related investment information from receivership records (0.2); confer with Receiver regarding same and regarding additional confirmations and instructions needed to re-register certain investments (0.2); draft language for instruction letter (0.6).	C. Combest	2.40	\$1,267.20
08/20/19	Revise e-mail to investors' financial advisor regarding inquires on multiple matters, including status of various funds and retitling of assets formerly held by trust (1.2); confer with Receiver regarding the same (0.2).	C. Combest	1.40	\$739.20
08/20/19	E-mail to R. Niemaszyk (Patke) regarding conflict issue.	F. Feinstein	0.20	\$123.00
08/23/19	Obtain and forward to Patke Valstone K-1 forms.	C. Combest	0.20	\$105.60
09/03/19	Respond to investor request for information regarding K-1s, including review of investor status in three funds (0.4); exchange e-mails with James Striska (accountant) regarding same (0.2).	C. Combest	0.60	\$316.80

Date	Description	Professional	Hours	Amount
09/04/19	Communicate with James Striska (tax accountant) and investor regarding inquiry as to availability of K-1s.	C. Combest	0.20	\$105.60
09/09/19	Exchange e-mails with investor regarding multiple K-1s (0.2); exchange e-mails with JIm Striska (tax accountant) regarding availability of K-1s (0.2); exchange e-mails with counsel to sub-fund regarding K-1 status (0.2).	C. Combest	0.60	\$316.80
09/12/19	Review and authorize filing of tax returns (0.8); e-mail exchange with accountant regarding same (0.2).	F. Feinstein	1.00	\$615.00
09/12/19	Review invoices from special counsel and various experts and service providers for accuracy and proper allocation (0.7); update records regarding status of actual litigation costs versus estimated maximums (0.5).	C. Combest	1.20	\$633.60
09/16/19	Exchange e-mails with Receiver and with counsel to MKA sub-fund regarding K-1s and further correspondence.	C. Combest	0.30	\$158.40
09/16/19	Review WML, LLC tax returns and approve for filing.	F. Feinstein	0.70	\$430.50
09/19/19	Address payment of Wood Hat & Silver consultant and expert fees with Receiver (.1); e-mail to attorney Stephanie Melnick regarding same (.2); update account spreadsheets for payment of monthly invoices (.2).	P. Fedor	0.50	\$112.50
09/20/19	E-mails from/to attorney Stephanie Melnick regarding payments to consultants for Wood Hat & Silver case (.2); payment of monthly invoices and update account spreadsheets regarding same (.2).	P. Fedor	0.40	\$90.00

Date	Description	Professional	Hours	Amount
09/20/19	Payment of monthly invoices and generate updated account balance summaries regarding same.	P. Fedor	1.00	\$225.00
09/23/19	Exchange messages with tax accountant for certain investors regarding content and preparation of K-1s (.2); e-mails to Jim Striska (Wipfli) regarding same (.1).	C. Combest	0.30	\$158.40
09/24/19	Print updated disbursements report and e-mail to Receiver regarding same (.2); telephone call with Receiver regarding payment of certain expenses on Melnick & Melnick invoices(.5).	P. Fedor	1.60	\$360.00
09/25/19	Address payments of Melnick & Melnick invoice and expenses and telephone call with RaboBank regarding same (.4); stop payment on checks and print updated disbursements report and e-mail to Receiver regarding same (.2).	P. Fedor	0.60	\$135.00
09/26/19	Attention to payment of Melnick invoice and update account spreadsheet regarding same.	P. Fedor	0.40	\$90.00
10/07/19	Research inquiry from investor regarding K-1 for 2018 (0.4); call with investor's accountant regarding same (0.1); e-mail to James Striska of Wipfli (Receiver's tax accountant) regarding same (0.1).	C. Combest	0.60	\$316.80
10/11/19	Research files and respond to investor inquiry regarding 2018 tax forms (K-1) and address information.	C. Combest	0.30	\$158.40
10/14/19	Draft fourth quarter SFARs for Palisade, Pantera, Watchstone and Quetzal.	P. Fedor	1.50	\$337.50

Date	Description	Professional	Hours	Amount
10/14/19	Review sub-fund distribution to Pantera (0.1); review investor inquiry regarding K-1s (0.1); review same investor's interests in WM Funds (0.3); e-mail to Jim Striska (Wipfli) regarding issuance of K-1s to this investor (0.2).	C. Combest	0.70	\$369.60
10/16/19	Investigate tax status of certain redeeming investors (0.4); confer with James Striska of Wipfli regarding the same (0.3); research resolution of receivership issues with Putman and Fevola (0.4); confer with Receiver regarding all of above (0.4).	C. Combest	1.50	\$792.00
10/17/19	Review e-mails received from Receiver and attorney.	P. Fedor	0.10	\$22.50
10/21/19	Review CT Corp. invoice received for accuracy and research details on prior payments made (.2); communications with CT and attorney regarding same (.60).	P. Fedor	0.80	\$180.00
10/22/19	Payment of monthly invoice and update account spreadsheets.	P. Fedor	0.50	\$112.50
10/22/19	Draft 3Q SFAR for Gryphon.	P. Fedor	0.50	\$112.50
10/24/19	E-mail to Receiver regarding status of invoices paid.	P. Fedor	0.10	\$22.50
10/24/19	Review and revise draft 3Q SFAR for Gryphon.	P. Fedor	1.10	\$247.50
10/25/19	Revisions to Gryphon 3Q 2019 SFAR.	P. Fedor	0.30	\$67.50
10/30/19	Review invoices received from WIPFLi (f/k/a Patke & Associates) and e-mail to Receiver regarding same.	P. Fedor	0.10	\$22.50

Date	Description	Professional	Hours	Amount
10/31/19	Review file to obtain 2018 invoices from Patke & Associates (.2); e-mail to Receiver regarding same and comparison of fees to 2019 invoices (.1).	P. Fedor	0.40	\$90.00
10/31/19	Communications with CT Corp. regarding invoice received (.1); review history of prior billings and e-mails to/from Receiver regarding same (.2).	P. Fedor	0.30	\$67.50
11/07/19	Attention to monthly invoices and update account spreadsheets regarding same.	P. Fedor	0.70	\$157.50
11/12/19	Attention to payment of invoices.	P. Fedor	1.30	\$292.50
11/15/19	Prepare 3Q 2019 SFAR for distribution accounts.	P. Fedor	3.20	\$720.00
11/19/19	Research files and draft and revise response to investor's multiple inquiries regarding status of receiverships and investments (2.2); call with Receiver regarding the same (0.3).	C. Combest	2.50	\$1,320.00
11/19/19	Proof, edit, and finalize 3Q SFARs for Gryphon, Watchstone, Quetzal, Pantera, Palisade and distribution account.	P. Fedor	3.80	\$855.00
11/25/19	Payment of invoices and print disbursements summary and updated Account Summary (1.0); update account spreadsheets (.3); attention to posting of Murvin & Meier 2019 credits received to account ledger (.3).	P. Fedor	2.00	\$450.00
11/26/19	Review and finalize 3rd quarter SFARs.	F. Feinstein	0.60	\$369.00

Date	Description	Professional	Hours	Amount
12/20/19	Review current and prior invoices received for Wood, Hat & Silver case expenses and address same with Receiver (.3); payment of monthly invoices and update account spreadsheets regarding same (.5); run update account reports and e-mail to Receiver regarding same(.2).	P. Fedor	1.60	\$360.00
01/14/20	Obtain updated incoming wire instructions for Gryphon account and forward same to C. Combest.	P. Fedor	0.20	\$45.00
01/15/20	Draft fourth quarter 2019 SFARs for Pantera, Watchstone, Quetzal, and Palisade.	P. Fedor	1.20	\$270.00
01/15/20	Review file to obtain copy of check issued in May 2019 and e-mails to attorney regarding same.	P. Fedor	0.20	\$45.00
01/15/20	Review correspondence received from accountant Alan Lasko files (.10); review file regarding disbursements made regarding WML LLC account and e-mail to Receiver regarding same (.20).	P. Fedor	0.30	\$67.50
01/16/20	Draft e-mail to Alan Lasko regarding 2019 disbursements for Wealth Management LLC account and edit and finalize same.	P. Fedor	0.30	\$67.50
01/22/20	Verify status of receipt of expected wire transfer to Gryphon account and communications with Bank regarding same (.20); payment of invoice and updated account spreadsheets and file regarding same (.60).	P. Fedor	0.80	\$180.00
01/22/20	Review letter form accountant for deceased investor regarding status of investments and related issues and consider next steps.	C. Combest	0.20	\$105.60

Date	Description	Professional	Hours	Amount
01/23/20	Respond to letter from counsel to deceased investor regarding status of investments (0.3); e-mail to Wipfli and Lasko regarding updating records on deceased investor for tax and distribution documents (0.2).	C. Combest	0.50	\$264.00
01/27/20	Prepare fourth quarter 2019 SFARs for Gryphon and administrative account.	P. Fedor	3.80	\$855.00
01/27/20	Review and respond to e-mail from counsel for deceased investor's estate regarding historical distribution information, valuation explanation, and tax information.	C. Combest	0.90	\$475.20
01/28/20	Revisions to fourth quarter 2019 SFARs for Gryphon and administrative account (1.0); proof, edit, and finalize same and fourth quarter SFARs for Pantera, Quetzal, Palisade Partners, and Watchsone (1.0).	P. Fedor	2.00	\$450.00
01/30/20	Obtain billing information for prior work done by Alan Lasko and Associates and e-mail to attorney regarding same.	P. Fedor	0.30	\$67.50
01/31/20	Careful review of Wipfli engagement letters as compared to Patke letters, noting changes in terms (1.0); confer with Receiver regarding the same (0.3); draft e-mail to James Striska of Wipfli regarding same (0.3).	C. Combest	2.20	\$1,161.60
01/31/20	Review accountants' engagement letters and address issues with C. Combest.	F. Feinstein	0.30	\$184.50
02/03/20	Review detailed account information from Schwab regarding investments of WM Fund investors (0.2); exchange e-mails with James Striska at Wipfli regarding same (0.3).	C. Combest	0.50	\$264.00
02/07/20	Begin to review 4th quarter SFARs.	F. Feinstein	0.30	\$184.50

Date	Description	Professional	Hours	Amount
02/10/20	Complete review of 4th quarter SFARs and execute.	F. Feinstein	0.70	\$430.50
02/11/20	Update account spreadsheets in preparation for payment of invoices.	P. Fedor	0.40	\$90.00
02/11/20	Follow-up with Jim Striska of Wipfli regarding engagement letters for 2019 taxes and potential cost of new IRS reporting requirements.	C. Combest	0.20	\$105.60
02/12/20	Review Alan Lasko & Associates invoice and review file regarding prior invoices and address same with attorney.	P. Fedor	0.20	\$45.00
02/12/20	Update account spreadsheets in preparation for payment of invoices.	P. Fedor	0.90	\$202.50
02/13/20	Payment of invoices (1.20); print updated account reports and e-mail to Receiver regarding same (.20).	P. Fedor	1.40	\$315.00
02/19/20	Review and respond to investor inquiry regarding K-1 and tax issues.	C. Combest	0.20	\$105.60
02/24/20	Review invoice received and update account spreadsheets for payment of same.	P. Fedor	0.30	\$67.50
02/24/20	Draft first quarter 2020 SFARs for Gryphon and receiver's distribution account.	P. Fedor	1.20	\$270.00
02/25/20	Draft annual report for WML Gryphon for Mr. Combest's review.	D. Millinowisch	0.30	\$67.50
02/25/20	Respond to investor inquiry regarding tax documents (0.1); contact Jim Striska regarding same (0.1).	C. Combest	0.20	\$105.60

Date	Description	Professional	Hours	Amount
02/26/20	Arrange to file Wisconsin annual report for WML Gryphon(.1); correspond with Mr. Combest regarding same (.2).	D. Millinowisch	0.30	\$67.50
02/27/20	Review file to verify last date of payment to Access Information for document storage fees and e-mail to attorney regarding same.	P. Fedor	0.10	\$22.50
02/27/20	Review 5 revised engagement letters and related e-mail from Jim Striska at Wipfli and confirm requested changes.	C. Combest	0.50	\$264.00
03/03/20	Payment of invoices and update account spreadsheets regarding same and print updated bank account summary and disbursements reports.	P. Fedor	1.00	\$225.00
03/09/20	Review e-mail from investor accountant regarding death of investor and next steps as to investments and tax issues (0.1); exchange e-mails with Jim Striska of Wipfli regarding the same (0.2).	C. Combest	0.30	\$158.40
03/09/20	Payment of invoice and update account spreadsheets regarding same.	P. Fedor	0.50	\$112.50
03/10/20	Payment of invoice; print and mail checks etc. and updated account reports.	P. Fedor	1.00	\$225.00
03/16/20	Attention to invoice and update account ledger and spreadsheets regarding same (.50); e-mail to Receiver regarding bond account for WM account (.10)s; attention to CS Disco invoice for Wood, Hat & Silver case to verify reasonableness of monthly data fees charged (.20).	P. Fedor	0.80	\$180.00

Date	Description	Professional	Hours	Amount
03/17/20	Prepare check for payment of invoices and print updated account summaries (.5) ; communications with bank representative regarding WM account notation regarding bond amount and report status of same to Receiver. (.5)	P. Fedor	1.00	\$225.00
03/17/20	Draft response to inquiry from investor representative regarding status of receivership and of Wisconsin litigation and regarding issues arising from death of investor (0.7); respond to e-mail from accountant to same investor regarding tax issues (0.3).	C. Combest	1.00	\$528.00
03/17/20	Advice regarding acceptance of small estate affidavit.	P. Bitterman	0.20	\$125.10
03/18/20	Investigate proper procedure for transferring investments of late investor to heirs (0.4); confer with Pat Bitterman regarding same (0.2); exchange e-mails with investor's personal representative regarding same (0.5); confer with Receiver regarding same (0.2).	C. Combest	1.30	\$686.40
03/19/20	Payment of invoice and update account spreadsheets regarding same.	P. Fedor	0.40	\$90.00
03/20/20	Follow-up with personal representative of deceased investor regarding disposition of WM Fund interests (0.2).	C. Combest	0.20	\$105.60
03/23/20	Review and respond to investor e-mail regarding 2019 K-1s and regarding potential future distributions.	C. Combest	0.30	\$158.40

Date	Description	Professional	Hours	Amount
03/24/20	Prepare transfer by affidavit form for personal representative of deceased investor regarding disposition of investor's WM Fund interests (0.3); e-mail to Pat Bitterman regarding same (0.1); draft e-mail to personal representative regarding the same (0.1).	C. Combest	0.50	\$264.00
03/26/20	Prepare updated account balance summaries and review file to reconcile ledger discrepancy for Pantera and e-mail to attorney regarding same; review and update account spreadsheets.	P. Fedor	1.00	\$225.00
03/26/20	Revise first quarter SFARs for Gryphon and Receiver's administrative account (1.6); prepare first quarter SFARs for Palisade, Pantera, Watchstone, and Quetzal (1.8).	P. Fedor	3.40	\$765.00
03/26/20	E-mails with Receiver regarding transfer of AXA settlement funds to distribution account and process transfer of funds regarding same; update account spreadsheets regarding same.	P. Fedor	0.40	\$90.00
03/26/20	Confer with Pat Bitterman regarding Wisconsin transfer by affidavit process regarding deceased investor's WM fund interests (0.3); revise affidavit (0.1); e-mail to investors' personal representative regarding same (0.2); advise regarding accounting for insurer settlement funds on SFARs (0.2).	C. Combest	0.80	\$422.40
03/27/20	Address bank versus ledger balance for Pantera account with Mechanics Bank and report status of same to attorney (.30); update Pantera account spreadsheet regarding same (.20); revise Pantera first quarter SFAR (.30).	P. Fedor	0.80	\$180.00
03/27/20	Confer with Pat Bitterman regarding handling of deceased investor's WM Fund interests (0.2).	C. Combest	0.20	\$105.60

Date	Description	Professional	Hours	Amount
03/30/20	Communications with Mechanics Bank regarding issue with posting ACH entries to the ledger.	P. Fedor	0.10	\$22.50
03/30/20	Exchange e-mails with investor's personal representative regarding documentation needed to transfer investor's interests (0.3); telephone call with representative regarding same (0.3).	C. Combest	0.60	\$316.80
03/30/20	Conference with deceased investor's personal representative and Chris Combest regarding use of WI small estate affidavit to transfer interest in receivership to deceased interest holder's children.	P. Bitterman	0.30	\$187.65
04/02/20	Assemble copies of consolidated bank account summaries to verify accuracy of first quarter 2020 SFARs.	P. Fedor	0.20	\$45.00
04/02/20	Exchange detailed e-mails with son of recently deceased investor regarding issues in connection with disposition of decedent's interests in WM funds (0.8); confer with Receiver regarding the same (0.2).	C. Combest	1.00	\$528.00
04/03/20	Revise first quarter SFAR for Gryphon.	P. Fedor	1.00	\$225.00
04/03/20	Download March 2020 monthly bank statement and forward same to Receiver and update file regarding same.	P. Fedor	0.20	\$45.00
04/06/20	Revise and finalize first quarter 2020 Standardized Fund Accounting Reports for WML Gryphon, Administrative and Distribution accounts, Pantera, Palisade Partners, Watchstone, and Quetzal.	P. Fedor	4.80	\$1,080.00

Date	Description	Professional	Hours	Amount
04/06/20	Review files and respond to investor inquiry regarding 2018 distribution from receivership estate.	C. Combest	0.30	\$158.40
04/07/20	E-mails with Receiver to coordinate payment of invoices (.10); communications with Heartland Business Services to obtain copy of April invoice (.10); telephone call with Mechanics Bank to coordinate check printing services (.10); verify status of payment of current year Delaware registered agent fees for Quetzal, Watchstone, and Pantera (.10).	P. Fedor	0.40	\$90.00
04/07/20	Prepare check for payment of invoice and update account spreadsheet regarding same.	P. Fedor	0.20	\$45.00
04/07/20	Review files regarding past distributions, potential future distributions for settlements, and other status for response to investor inquiry (0.5); draft response (0.7); review Melnick status report for same (0.1).	C. Combest	1.50	\$792.00
04/08/20	Revise response to investor status inquiry (0.2); confer with Receiver regarding same (0.1).	C. Combest	0.30	\$158.40
04/13/20	Attention to payment of invoice and update account spreadsheets regarding same (.40); communication with Heartland regarding status of receipt of April 2020 invoice (.10).	P. Fedor	0.50	\$112.50
04/14/20	Attention to payment of invoices and update account spreadsheets regarding same; print updated account balance summary and forward same and outstanding invoices to Receiver.	P. Fedor	0.80	\$180.00

Date	Description	Professional	Hours	Amount
04/17/20	Communications with Mechanics Bank regarding status of check printing requests (.10); review invoices received and update account spreadsheets regarding same (.30); assemble invoices and e-mail to Mechanics Bank to coordinate print of checks regarding same (.30).	P. Fedor	0.70	\$157.50
04/20/20	Exchange e-mails with investor's personal representative regarding documentation needed for transfer of investor's interest (0.2); e-mail to James Striska (WIPFLi) regarding same (0.2); review all documentation needed for transfer and for updating distribution information (0.2) confer with Receiver regarding same (0.1).	C. Combest	0.70	\$369.60
04/21/20	Follow-up with Mechanics Bank regarding status of check printing request.	P. Fedor	0.10	\$22.50
04/21/20	Review final K-1s from MKA funds to Watch Stone and Palisade (0.1); forward same to James Striska and Wipfli (0.1).	C. Combest	0.20	\$105.60
04/22/20	Address revisions to distribution account and Gryphon first quarter 2020 SFARs with Receiver and revise distribution account and Palisade SFARs.	P. Fedor	1.00	\$225.00
04/22/20	E-mail to Receiver regarding status of mailing of invoices and checks and e-mail to Melnick & Melnick S.C. regarding status of payment of April invoice.	P. Fedor	0.20	\$45.00
04/23/20	Revise Gryphon and distribution account SFARs (1.0); finalize SFARs for Gryphon, distribution account, Palisade, Pantera, Quetzal, and Watchstone for signature (.30).	P. Fedor	1.30	\$292.50

Date	Description	Professional	Hours	Amount
04/23/20	Prepare checks for annual Delaware limited partnership taxes (.60); assemble and prepare invoices for mailing regarding same and e-mails to Receiver and Mechanic's Bank regarding same (.50).	P. Fedor	1.10	\$247.50
04/30/20	Gather cash activity data for distribution account and Palisade and Watchstone accounts for accountant and address same with C. Combest.	P. Fedor	1.20	\$270.00
05/01/20	Address distribution account 2019 reporting with attorney for submission to accountant and e-mail to accountant regarding same and providing cash activity summaries for Watch Stone and Pantera.	P. Fedor	0.30	\$67.50
05/01/20	Review and reconcile disbursement account information from Paula Fedor for 2019 for transmission to Wipfli for tax prep.	C. Combest	0.30	\$158.40
05/06/20	Print wire transfer instructions for distribution account and e-mail to Melnick & Melnick, P.C. regarding same (.30); download and review April bank statement and forward same to Receiver (.20).	P. Fedor	0.50	\$112.50
05/07/20	E-mail to Mechanics Bank to confirm receipt of wire transfer for settlement funds.	P. Fedor	0.10	\$22.50
05/08/20	Posting of wire transfer received from Melnick & Melnick(.2), print updated account summary and disbursement report and report status of same to Receiver (.2); update account spreadsheet regarding same (.2).	P. Fedor	0.60	\$135.00
05/12/20	Update account spreadsheets.	P. Fedor	0.10	\$22.50

Date	Description	Professional	Hours	Amount
05/15/20	Telephone call with investor regarding tax documents and regarding update on certain sub-fund information (0.3); exchange e-mails with Lasko and Wipfli regarding same (0.2).	C. Combest	0.50	\$264.00
05/18/20	Review income and expense report received from attorney and update Pantera account spreadsheet to reflect Murvin & Meier payment (.1); communication with Heartland Business Systems regarding status of receipt of May 2020 invoice (.1).	P. Fedor	0.20	\$45.00
05/19/20	Review invoice received and revise WM account spreadsheets regarding same.	P. Fedor	0.20	\$45.00
05/19/20	Prepare revised projections regarding all expenses through anticipated life of receivership.	C. Combest	1.20	\$633.60
05/20/20	Respond to investor inquiries regarding distributions, account status, and related matters (0.7); confer with Receiver regarding same (0.1).	C. Combest	0.80	\$422.40
05/21/20	Payment of WM invoices and update account spreadsheets regarding same (.60); prepare updated disbursements report and e-mail to Receiver regarding same (.20); attention to posting of Murvin & Meier payment and e-mail to attorney regarding same (.10); e-mail to Mechanic's Bank to coordinate check printing etc. (.10).	P. Fedor	1.00	\$225.00
05/22/20	Communications with Mechanic's Bank regarding status of check printing and mailing request (.10); e-mail to Receiver enclosing checks and invoices paid (.10).	P. Fedor	0.20	\$45.00

Date	Description	Professional	Hours	Amount
05/25/20	Draft detailed response to multiple inquires from investor regarding distributions, status of receivership and litigation, investor's individual recovery history, and related issues.	C. Combest	2.70	\$1,425.60
05/26/20	Further revise detailed response to multiple inquiries from investor (1.7); e-mail to Receiver regarding same (0.5).	C. Combest	2.20	\$1,161.60
05/28/20	Finalize and send response to multiple inquiries from investor (0.5); confer with Receiver regarding same (0.1).	C. Combest	0.60	\$316.80

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Paula A. Fedor	80.40	\$225.00	\$18,090.00
Patrick J. Bitterman	0.50	\$625.50	\$312.75
Faye B. Feinstein	4.80	\$615.00	\$2,952.00
Christopher Combest	42.50	\$528.00	\$22,440.00
Debra A. Millinowisch	1.00	\$225.00	\$225.00
TOTAL	129.20		\$44,019.75

Total Fees:**\$44,019.75**

[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
06/24/19	Exchange e-mails and attend telephone call with Sharon Oh-Kubisch (MKA counsel) regarding progress and status of liquidation of MKA Qualified fund.	C. Combest	0.60	\$316.80
06/25/19	Call with counsel to MKA Qualified for further update on fund status, liquidation strategy, and 2018 tax documents (0.1); e-mail to James Striska of Patke (tax accountants) regarding same (0.1).	C. Combest	0.20	\$105.60
01/02/20	Review files regarding status of MKA sub-fund (0.2); e-mail to counsel for MKA regarding closing of fund and possibility of final distributions (0.2).	C. Combest	0.40	\$211.20
01/03/20	Exchange e-mails with MKA counsel regarding status of fund.	C. Combest	0.10	\$52.80
04/10/20	Follow up with MKA's counsel regarding status of closing of fund and disposition of assets.	C. Combest	0.20	\$105.60

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Christopher Combest	1.50	\$528.00	\$792.00
TOTAL	1.50		\$792.00

Total Fees:**\$792.00**

Feinstein, Faye B., Receiver
 RE: Asset Analysis and Recovery
 Q & B Matter Number: 136328.00009

Date	Description	Professional	Hours	Amount
06/10/19	Telephone call and e-mails with Shana Weiss (chief compliance officer for Valstone) regarding status of sub-fund and seeking written descriptions and financial information as to same.	C. Combest	0.40	\$211.20
10/17/19	Review e-mail received from attorney regarding updated asset search for James E. Putman.	P. Fedor	0.10	\$22.50
10/17/19	Research docket of Putman bankruptcy for information regarding distributions on claims (0.3).	C. Combest	0.30	\$158.40
10/18/19	Regarding James Putman. Conduct updated research to identify potential assets of James Putman and report findings to attorney.	P. Fedor	2.60	\$585.00
10/21/19	PUTMAN: confer with Receiver regarding collection on non-discharged claim.	C. Combest	0.20	\$105.60
11/05/19	Communication with title company to order tract search report for James Putman residence and report status of same to attorney.	P. Fedor	0.20	\$45.00
11/07/19	Communications with title company regarding fees for tract search for James Putman residence.	P. Fedor	0.20	\$45.00

Date	Description	Professional	Hours	Amount
11/12/19	Review tract search report received from title company for Putman residence and e-mails with attorney regarding same (.2); review invoice received for same for accuracy and process same for payment (.1).	P. Fedor	0.40	\$90.00
11/19/19	Regarding James Putman. Communications with title company regarding fee for title history search for James Putman residence.	P. Fedor	0.10	\$22.50
11/21/19	Regarding James Putman. Review deeds received from title company regarding Putman residence (.1) and communications with title company to obtain original vesting deed to Putmans (.1).	P. Fedor	0.20	\$45.00
11/22/19	Regarding James Putman. Review additional deed received regarding Putman residence (.1) and e-mail to attorney regarding same (.1).	P. Fedor	0.20	\$45.00
11/25/19	Review status of investigation into Putman assets in connection with nondischargeable judgment (0.2); call with Receiver regarding same (0.2).	C. Combest	0.40	\$211.20

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Paula A. Fedor	4.00	\$225.00	\$900.00
Christopher Combest	1.30	\$528.00	\$686.40
TOTAL	5.30		\$1,586.40

Total Fees:**\$1,586.40**

Feinstein, Faye B., Receiver
 RE: Distribution
 Q & B Matter Number: 136328.00025

Date	Description	Professional	Hours	Amount
07/29/19	Review and update information for investors in connection with December 2018 distribution.	C. Combest	0.80	\$422.40
05/04/20	Analysis of allocations of settlement proceeds among funds for advice regarding prudent distribution amounts (0.3); confer with Receiver regarding same (0.3); draft e-mails to Alan Lasko (Receiver's accountant) regarding expense estimate for distributions and list of tasks needed to effect same (0.7); review distributions procedures from prior distribution for potential updates and revisions (0.2).	C. Combest	1.50	\$792.00
05/06/20	Verify distribution information for multiple investors (0.1); exchange e-mails with accountant Alan Lasko regarding preparations for next distributions (0.2).	C. Combest	0.30	\$158.40
05/11/20	Evaluate cost estimates for distributions from four funds (0.2); revise allocations of settlement proceeds to four funds given costs of distributions and confirm distribution amounts (0.7); revise detailed e-mail to Alan Lasko (accountant) regarding tasks for distributions, cost estimates, and related matters (0.7); confer with Receiver regarding all of above (0.3).	C. Combest	1.90	\$1,003.20
05/12/20	Review investor distribution information for four funds (0.7); communicate with Lasko office regarding same, to insure accuracy and currency (0.2); review past distribution information to confirm current lists (0.2).	C. Combest	1.10	\$580.80

Date	Description	Professional	Hours	Amount
05/13/20	Analysis and review of all investor information in four distributing funds for updating and consistency with receivership records.	C. Combest	3.70	\$1,953.60
05/19/20	Exchange e-mails with Lasko firm regarding information for distribution.	C. Combest	0.10	\$52.80
05/20/20	Analysis and instructions to Lasko firm regarding net cash statements of deceased investor.	C. Combest	0.30	\$158.40
05/21/20	Initial review of spreadsheets and net cash statements prepared by Lasko firm for distributions from four funds (0.2); exchange e-mails with investors regarding upcoming distributions (0.2); confer with Receiver regarding mechanics of distribution (0.1).	C. Combest	0.50	\$264.00
05/22/20	E-mail to Morgan Wisbey regarding mechanics of distribution (0.5); review spreadsheets, address lists, and net cash statements for all four distributing funds (1.7); e-mail to Lasko firm with further revisions and corrections (1.2).	C. Combest	3.40	\$1,795.20
05/25/20	Draft letters to accompany distributions from Gryphon, Palisade, Pantera, and Watch Stone (0.7); follow-up e-mail to Lasko office regarding further revisions to distribution spreadsheets (0.1); spot-check calculation on spreadsheets (0.5); further revisions to thirteenth interim fee application (0.4).	C. Combest	1.70	\$897.60
05/26/20	Review all revised distribution documents (spreadsheets; net cash statements; form letters; labels) (1.1); e-mail to Lasko office regarding further revisions (0.3); prepare e-mail to Morgan Wisbey of Stretto/BMS with all material for distributions (0.3); confer 2x with Receiver regarding all of the above (0.4).	C. Combest	2.10	\$1,108.80

Date	Description	Professional	Hours	Amount
05/27/20	Finalize letters to investors in four distributing funds regarding distribution methodology (0.1); draft e-mail to investors in those funds and Quetzal regarding distributions (0.6); finalize e-mail to Morgan Wisbey at Stretto transmitting all materials and instructions for distributions (0.2); telephone call with Mr. Wisbey regarding distribution mechanics (0.4); confer with Receiver regarding above (0.1).	C. Combest	1.40	\$739.20

FEE SUMMARY:

PROFESSIONAL	HOURS	HOURLY RATE	AMOUNT
Christopher Combest	18.80	\$528.00	\$9,926.40
TOTAL	18.80		\$9,926.40

Total Fees:**\$9,926.40**

EXHIBIT D

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>Asset Analysis and Recovery</u> <u>.00009</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>
Patrick J. Bitterman (P)	0.50	\$312.75	0.00	\$0.00	0.00	\$0.00	0.00	\$0.00
Christopher Combest (P)	42.50	\$22,440.00	54.20	\$28,617.60	1.50	\$792.00	1.30	\$686.40
Faye B. Feinstein (P)	4.80	\$2,952.00	36.90	\$22,693.50	0.00	\$0.00	0.00	\$0.00
Paula A. Fedor (PP)	80.40	\$18,090.00	0.00	\$0.00	0.00	\$0.00	4.00	\$900.00
Debra A. Millinowisch (PP)	1.00	\$225.00	0.00	\$0.00	0.00	\$0.00	0.00	\$0.00
Total	129.20	\$44,019.75	91.10	\$51,311.10	1.50	\$792.00	5.30	\$1,586.40
	<u>Hourly Rate Charged</u>	<u>Grand Total</u>	<u>Hours</u>	<u>Fees</u>				
Patrick J. Bitterman (P)	\$625.50		0.50	\$312.75				
Christopher Combest (P)	\$528.00		118.30	\$62,462.40				
Faye B. Feinstein (P)	\$615.00		41.70	\$25,645.50				
Paula A. Fedor (PP)	\$225.00		84.40	\$18,990.00				
Debra A. Millinowisch (PP)	\$225.00		1.00	\$225.00				
Grand Total			245.90	\$107,635.65				

P = Partner, PP = Paraprofessional

EXHIBIT E

Feinstein, Faye B., Receiver

June 10, 2020

Invoice Number: 6258459

Page: 3

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

DISBURSEMENTS

11/11/2019	Publications/Subscriptions: Reimbursement to Christopher Combest for renewal of Receiver Web Domain	\$20.50
11/15/2019	VENDOR: Chicago Title Company, LLC, LLC, INVOICE #: 19036334S-1, DATE: 11/12/2019 - Fee for Property/Tract Search - 311 Cleveland St.	\$80.00
02/26/2020	Wisconsin Filing Fee for annual report.	\$26.00
Total Disbursements:		\$126.50

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.

**NOTICE OF (A) FILING OF (I) THIRTEENTH INTERIM APPLICATION FOR ALLOWANCE
AND PAYMENT OF FEES AND EXPENSES OF RECEIVER AND HER COUNSEL AND (II)
EIGHTH INTERIM APPLICATION OF ALAN D. LASKO & ASSOCIATES, P.C., AND (B)
OBJECTION PROCEDURE**

PLEASE TAKE NOTICE that, on July 3, 2020, 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 following papers (collectively, the “Applications”):

- (a) **Status Report and Thirteenth 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, 2019, through May 31, 2020** (the “Q&B Application”); and
- (b) **Eighth Interim Application for Allowance and Payment of Compensation to Alan D. Lasko & Associates, P.C., as Accountants to the Receiver, for the Period from June 1, 2019, through May 31, 2020** (the “Lasko Application”).

PLEASE TAKE FURTHER NOTICE that the Q&B Application (i) seeks allowance of compensation in the amount of \$107,635.65 (the “Q&B Subject Period Fees”) and of reimbursement of actual and necessary expenses in the amount of \$126.50 (the “Q&B Subject Period Expenses”) for the period from June 1, 2019, through May 31, 2020; and (ii) asks that the Court authorize the Receiver to

pay the Q&B Subject Period Fees and the Q&B Subject Period Expenses to Quarles & Brady LLP from the assets of Wealth Management, LLC, and/or the Relief Defendants.

PLEASE TAKE FURTHER NOTICE that the Lasko Application (i) seeks allowance of compensation in the amount of \$10,897.17 (the "Lasko Subject Period Fees for the period from June 1, 2019, through May 31, 2020; and (ii) asks that the Court authorize the Receiver to pay the Lasko Subject Period Fees and the Lasko Subject Period Expenses to Alan D. Lasko & Associates, P.C. from the assets of Wealth Management, LLC, and/or the Relief Defendants.

PLEASE TAKE FURTHER NOTICE that, on July ____, 2020, the Court entered a Scheduling Order regarding both of the Applications (Docket No. _____) (the "Scheduling Order").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Scheduling Order, any objections to the Q&B Application and/or to the Lasko 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** _____, 2020 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Scheduling Order, if no objection to an 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 an Application are filed on or before the Objection Deadline, the Court will determine whether or not to hold a hearing on that 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 and Lasko, respectively, each 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 one or both of the Applications with this Notice, you may obtain copies, 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 christopher.combest@quarles.com.

DATED: July ____, 2020

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 G

**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, 2019, THROUGH MAY 31, 2020**

THIS CAUSE, coming to be heard on the Status Report and Thirteenth 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, 2019, through May 31, 2020 (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 who provided services during the Subject Period represent discounts of up to 20% from the ordinary rates currently charged by those attorneys and paraprofessionals for similar work performed for other Q&B clients. 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 245.90 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 \$107,635.65.

9. Q&B incurred \$126.50 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 \$107,635.65 (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 \$126.50 (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 _____, 2020

Honorable William C. Griesbach
United States District Judge