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7 Permanent Receiver for:
8 Emvest Mortgage Fund, LLC and
9 Emvest, Inc.

10 UNITED STATES DISTRICT COURT
11 SOUTHERN DISTRICT OF CALIFORNIA

12 UNITED STATES SECURITIES AND
13 EXCHANGE COMMISSION,

14 Plaintiff,

15 vs.

16 EMVEST MORTGAGE FUND, LLC,
17 EMVEST, INC., AND MILTON LYLE
18 BROCK,

19 Defendants.

Case No. 04CV2295-DMS(LSP)

SECOND FEE APPLICATION
FOR PAYMENT OF
PROFESSIONAL FEES AND
REIMBURSEMENT OF
COSTS AND EXPENSES FOR
DENNIS M. MURPHY,
RECEIVER; DECLARATION
OF DENNIS M. MURPHY IN
SUPPORT THEREOF

DATE: May 27, 2005
TIME: 10:30 A.M.
PLACE: Courtroom 10

20
21 TO THE HONORABLE DANA M. SABRAW, UNITED STATES
22 DISTRICT JUDGE, AND TO ALL PARTIES IN INTEREST:

23 Dennis M. Murphy (hereinafter "Applicant") respectfully represents:

24 1. Appointment. The Applicant is Dennis M. Murphy, CPA, CIRA
25 (Certified Insolvency and Restructuring Advisor). The Applicant is a sole
26 practitioner, who employs five accountants and has a practice specializing in
27 forensic accounting, taxes, and general business consulting. Members of the firm
28 have extensive experience in representing creditors, debtors, trustees, and

1 committees in litigation and bankruptcy cases. Resumes of each of the
2 professionals whose time may be billed in this fee application were attached to the
3 Receiver's First Fee Application which was heard by this Court on February 25,
4 2005. The Applicant's address is 630 N Rosemead Bl., #100, Pasadena, CA
5 91107.

6 The appointment of Applicant as Temporary Receiver for Emvest
7 Mortgage Fund, LLC, and for Emvest, Inc. was granted by an Order from this
8 Court which was entered on November 16, 2004. The Applicant was appointed as
9 Permanent Receiver by an Order entered by this Court on December 3, 2004.

10 2. Previous Fee Applications. Applicant has filed one previous Fee
11 Application, which was heard by this Court on February 25, 2005. The First Fee
12 Application covered the period from November 17, 2004 through January 31, 2005
13 and it requested fees of \$186,067.00 and costs of \$7,604.65. The Receiver
14 received fees of \$130,000.00 and reimbursement of costs of \$7,604.65.

15 3. Summary of Advance Fees Paid and Costs Reimbursed. No advance
16 fees or costs were paid or reimbursed.

17 4. Professional Fees. The firm charges for its professional services
18 based upon time, nature, extent, and value of such services and the cost of
19 comparable services in the Southern California area. Presently, the expenses for
20 which the firm customarily charges its clients include only photocopying and
21 telecopying charges, long distance telephone (at cost), outside tax/computer
22 services (at cost), postage and any unusual expenses (i.e. travel, court costs, special
23 mailing charges and messenger services).

24 5. Time Reports. The names, actual hours spent, hourly rates, and dollar
25 totals of the individuals whose services form the basis for the fees requested in the
26 application are provided for the period from February 1, 2005 through April 30,
27 2005 as follows:
28

Schedule of Fees:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Dennis M. Murphy	110.5	\$330	\$36,465.00
Stephen J. Baumgartner	83.1	265	22,021.50
Dickson Hung	82.0	180	14,760.00
William Kennedy	124.0	180	22,320.00
Nathan Wiebe	144.1	140	20,174.00
Ed Cantrell	<u>97.8</u>	110	<u>10,758.00</u>
Totals	641.5		\$126,498.50

6. Cap to Hourly Rates. It was agreed by the Receiver that there would be a cap on his fees of \$190.00 per hour as an overall average hourly rate. As shown above, a total of 641.5 hours was billed for a total of \$126,498.50 and the average billing rate was \$197.19. Since this average would exceed the agreed upon cap of \$190.00 per hour, the total fees due are reduced to: 641.5 hours multiplied by \$190.00 per hour, for a total of **\$121,885.00** for fees.

7. Schedule of Expenses. As itemized in Exhibit "A", from February 1, 2005 through April 30, 2005 expenses were:

- Database searches		850.82
- Copying - internal (.20/page)		1,934.20
- Transportation / mileage	956.20	
- Lodging		220.85
- Meals		47.41
- Messenger/Shipping		285.83
- Notary		50.00
- Office Supplies		545.13
- Parking		16.00
- Postage (at cost)		<u>446.71</u>
	<u>Total</u>	<u>\$5,353.15</u>

8. Detailed Billing Report. Exhibit "B" includes a copy of the firm's time reports and records kept in the regular course of business, reflecting the services rendered and the expenses incurred by the firm in connection with representing the client in this case. The firm's time reports are prepared by the accountant performing the described service. The time reports are organized on a

1 daily basis and no entry is made for a service until at least one-tenth of an hour is
2 spent separately or in aggregate with other services performed for that client by the
3 reporting individual.

4 For the billing period from February 1, 2005 through April 30, 2005, my
5 firm expended 641.5 hours in connection with the rendering of professional
6 services to the client. The value of these services is **\$121,885.00**, based on the
7 capped average hourly rate of \$190.00.

8 Expenses for the period from February 1, 2005 through April 30, 2005
9 were **\$5,353.15** as itemized above.

10 The total of fees and expenses charged for the billing period from
11 February 1, 2005 through April 30, 2005 is **\$127,238.15**.

12 9. Narrative Summary of Services Provided. Also provided in Exhibit
13 "B" is a summary of billed hours by category and by month for each of 10
14 categories. Here is a brief narrative summary of activities for five key billing
15 categories, which account for 94.8% of the hours billed and 93.2% of the fees
16 billed:

17 A. Accounting / Auditing: During the period from February 1, 2005
18 through April 30, 2005, a total of 130.0 hours and fees of \$22,285.00 are related to
19 efforts on accounting and auditing. Activities included analysis of historical
20 transaction data and the recalculation of the capital account for each of
21 approximately 300 investors, monthly reconciliation of bank statements and
22 general ledger, reconciliation twice per month of trust deed payments received,
23 preparation of a collateral loan payoff schedule, preparation of Form 1099's for
24 2004, preparation of investor monthly disbursements, and preparation of finalized
25 12/31/04 and 3/31/05 financial statements for the Fund.

26 These activities have been essential in reconstructing historical books and
27 records for the Fund, and in creating a set of current financial statements which
28 accurately reflects the true financial position of the Fund. (It should be noted that

1 the monthly number of hours for accounting has dropped significantly since the
2 historical financial statements were finalized, and this reduced number of hours
3 should continue. From 60 hours in February, the billings have dropped to 17 hours
4 in March and 23 hours in April.)

5 B. Business Operations: During the period from February 1, 2005 through
6 April 30, 2005, a total of 123.5 hours and fees of \$28,995.50 are related to efforts
7 on business operations.

8 The Receiver conducted the business of the Fund, including spending about
9 one day per week on site in San Diego, interfacing with investors and responding
10 to their questions, funding new loans, paying off collateralized loans, evaluating
11 and processing requests for emergency hardship refunds to investors, and
12 addressing issues related to Olive XXIII and other foreclosures. (The Fund has an
13 investment of \$350,000 in Olive XXIII and has received no payments since 2003;
14 this problem loan may have implications of fraud and it has required special
15 attention.)

16 These activities have stabilized operation of the business, have added strong
17 financial controls, have enabled monthly cash distributions to be resumed as of
18 March, and have preserved investor capital.

19 C. Litigation Consulting: During the period from February 1, 2005 through
20 April 30, 2005, a total of 143.8 hours and fees of \$28,995.50 are related to efforts
21 on litigation consulting.

22 Activities included creation of an archive area on the web site and the
23 loading of documents, creation and loading of links on the web site, updating the
24 web site on an ongoing basis, setting up a comprehensive database to collect
25 detailed data on historical loans, preparing a draft list of all 763 known loans made
26 to date, collecting detailed transaction data, and identifying possible additional
27 assets of the Fund. To identify and classify the individual mortgage loans that
28 comprise the Fund's portfolio, a detailed reconciliation is being performed to

1 compare the Fund's internally generated financial records, the Lender Statement of
2 Account from the loan servicing agent, and the actual mortgage loan files.

3 The web site has been set up for this case to more efficiently disseminate
4 information. The goal for this web site is to have a user-friendly source for
5 providing complete, accurate, and timely information to all parties.

6 The database related activities are assisting in identifying whether additional
7 fund assets exist, and whether the Fund's previous management was guilty of any
8 of the various allegations asserted by the SEC. To date, more than \$170,000 of
9 fees due to the Fund from the Defendants have been identified, and a refund of
10 approximately \$17,000 for software has been requested. Based on the number of
11 loans for which diversion of funds has been identified and the number of loans for
12 which closing documentation has not yet been reviewed, it is possible that an
13 amount in the range of \$1 million may have been diverted by the Defendants.
14 Thus, possibly significant Fund assets may be recovered.

15 D. Litigation - Receiver's Reports and Responses: During the period from
16 February 1, 2005 through April 30, 2005, a total of 94.2 hours and fees of
17 \$23,889.50 are related to efforts on the Receiver's reports and responses.

18 Activities included detailed analysis of "Defendants' Response to First
19 Verified Report of Receiver", preparation of "Receiver's Response to Defendants'
20 Response to First Verified Report of Receiver", preparation of "Receiver's Ex
21 Parte Application to Extend Receivership to Emerald Bay Financial, Inc. And
22 Emerald Bay Funding, Inc.", detailed analysis of "Defendants' Opposition to the
23 Receiver's Ex Parte Application to Extend Receivership to Emerald Bay Financial,
24 Inc. And Emerald Bay Funding, Inc.", and detailed analysis of "Order Re:
25 Receiver's First Report and Petition For Instructions". Activities were also started
26 towards preparation of the "Second Verified Report of Receiver".

27 These activities have enabled the Receiver to comply with Court reporting
28 requirements to provide detailed information to the Court (and to all stakeholders)

1 and to respond to pleadings filed by the Defendants”. This is a basic part of the
2 adversarial process.

3 E. Tax Issues: During the period from February 1, 2005 through April 30,
4 2005, a total of 94.2 hours and fees of \$23,889.50 are related to efforts on tax
5 issues.

6 Activities involved preparation and filing of the 2004 Federal and California
7 income tax returns for the fund, including preparation of the K-1 schedules for
8 each of 302 members.

9 The 2004 tax return was significantly more complicated than the 2003 tax
10 return, since the number of Fund members receiving K-1 schedules increased from
11 204 in 2003 to 302 in 2004. In addition, all capital accounts were traced back to
12 original source documents, and many errors were identified and corrected.

13 These activities enabled compliance with Federal and California income tax
14 codes.

15 10. Posting Second Fee Application on Web Site: As done for the First Fee
16 Application, in lieu of serving this Second Fee Application on all of the
17 approximately 300 investors in the Emvest Mortgage Fund, this Second Fee
18 Application is being posted on the Receiver’s web site (www.emvest.info).

19 11. Proposed Methodology for Future Fee Applications: In the event that the
20 Receiver continues to serve on this case, a proposal is hereby made by the Receiver
21 relative to the future fee application process. This proposal is made in order to
22 provide additional transparency to the fee application process and also to remove
23 the fee issue from being an ongoing point of contention. This methodology was
24 used successfully for more than 4 years by the Receiver when he served as CPA to
25 the Chapter 11 Trustee in the Pioneer Take-Out (i.e. Pioneer Chicken fast-food
26 chain) bankruptcy case (Case No. LA88-00560-BR).

27 The Receiver proposes that:

28 a. He would provide an hourly billing statement of fees and costs each

1 month; this statement would be filed with the Court, it would be provided
2 electronically to the other parties currently being served, and it would be posted on
3 the web site. This would be done 15 days after the end of each month.

4 b. Each month, the Receiver would draw 50% of his billed fees and 100% of
5 his costs. No further interim fee applications would be filed by the Receiver.

6 c. At the end of his tenure, the Receiver would file a comprehensive Final
7 Fee Application and the Court would have full discretion to award whatever level
8 of fees and costs that it determined to be appropriate. By delaying the decision on
9 fee awards until the end of the Receiver's tenure, the Court would have the benefit
10 of the entire case as a context for determining the value added by the Receiver.

11 12. Disinterested Person. I have made diligent inquiry into this matter and
12 after such inquiry I have determined that neither I nor any of the other members of
13 my firm have any connection with the client herein, its members, its creditors or
14 any other party in interest in this case.

15 Neither I, nor any employee of my firm has any interest adverse to the client
16 in any matter related to this case. I have also made inquiry and have determined
17 that my employees and I are considered "disinterested persons", and accordingly I
18 am qualified to act in the capacity as Receiver for the client in this case.

19 13. Request: This application is submitted by Dennis M. Murphy, and by
20 this application, Dennis M. Murphy seeks compensation for fees and expenses for
21 services rendered as Receiver for the period from February 1, 2005 through April
22 30, 2005. If the fees and expenses are awarded as requested, the Receiver hereby
23 volunteers to accept the total payment in three equal monthly installments.

24 WHEREFORE, the Receiver respectfully prays that the Court enter its
25 Order:

26 1. Approving the fees and costs of the Receiver in the total amount of
27 \$127,238.15 which includes fees of \$121,885.00 and costs of \$5,353.15.

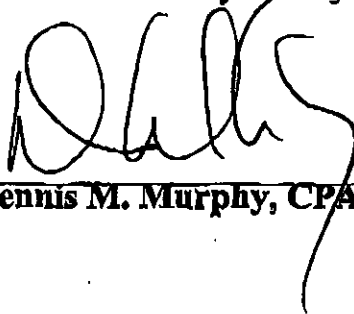
28 2. Authorizing the Receiver to pay forthwith the amount of fees and costs

1 approved by the Court in three equal monthly installments; and

2 3. Granting such other or further relief as the Court may deem just and
3 proper.

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5 DATED: May 20, 2005


Dennis M. Murphy, CPA, CIRA

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DECLARATION OF DENNIS M. MURPHY

I, Dennis M. Murphy, declare:

1. I am a Certified Public Accountant (CPA) and a Certified Insolvency and Restructuring Advisor (CIRA), employed as Permanent Receiver for Emvest Mortgage Fund, LLC and for Emvest, Inc., which was approved by this Court by Order entered on or about December 3, 2004. My business is located at 630 N Rosemead Blvd., #100, Pasadena, CA 91107.

2. I have read the foregoing SECOND FEE APPLICATION FOR PAYMENT OF PROFESSIONAL FEES AND REIMBURSEMENT OF COSTS AND EXPENSES FOR DENNIS M. MURPHY; DECLARATIONS OF DENNIS M. MURPHY IN SUPPORT THEREOF. The matters stated herein relating to my own hours are true of my own personal knowledge, and upon information and belief, the hours spent by other employees and the costs incurred are also accurate.

3. I am the designated professional responsible for overseeing the billing in this matter and for assuring compliance.

4. No arrangement has been made, directly or indirectly, and no understanding exists, for a division of compensation herein between Applicant and any other person, contrary to federal or state law.

5. This application documents total compensation for services rendered from February 1, 2005 through April 30, 2005, in the sum of \$121,885.00 for fees and the sum of \$5,353.15 for costs, for a total of \$127,238.15.

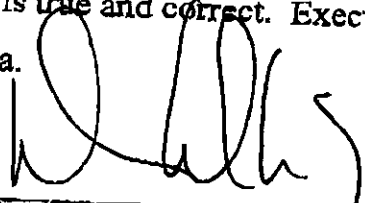
6. From February 1, 2005 through April 30, 2005, Applicant has accumulated a total of 641.5 hours in the case at an average billing rate of \$190.00 per hour.

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I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed on this 20th day of May, 2005 at Pasadena, California.


Dennis M. Murphy, CPA

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EXHIBIT "A"

EMVEST, INC
EMVEST MORTGAGE FUND

COSTS FROM:
FEBRUARY 1, 2005
THRU
APRIL 30, 2005

A	B	C	D	E	F	G	H	I	J	K	L
MONTH/YEAR	DATABASE SEARCHES	DOC. PROD. - IN-HOUSE	MILEAGE FOR DMM	LOGGING	MEALS	MESSNGRSHIP	NOTARY	OFFICE SUPPLIES	PARKING	POSTAGE	REMARKS
1											
2											
3	Undated Invoice						20.00				
4	February 3, 2005					14.00					
5	February 11, 2005					14.51					
6	February 11, 2005					18.00					
7	February 11, 2005					14.55					
8	February 14, 2005					28.00					
9	February 15, 2005					12.31					
10	February 18, 2005					28.00					
11	February 24, 2005			220.85	47.41	16.00					DMM - Radisson Hotel
12	February 24, 2005					12.31					DMM - Radisson Hotel
13	February 28, 2005					18.35					
14	March 1, 2005										
15	March 14, 2005								16.00		
16	March 16, 2005							289.59			AICPA Research and Forms
17	March 25, 2005									350.88	
18	March 25, 2005						30.00				
19	March 30, 2005	58.46									
20	March 31, 2005					12.42					
21	March 31, 2005	292.36									
22	April 1, 2005										
23	April 4, 2005					14.48				95.83	
24	April 4, 2005					28.00					
25	April 8, 2005					28.00					
26	April 15, 2005					12.42					
27	April 15, 2005					14.48					
28	April 30, 2005	500.00									
29	April 30, 2005										
30	April 30, 2005							255.54			Envelopes and Loan Folders
31											
32	COL. TOTAL	\$850.82	9671	220.85	47.41	285.83	50.00	545.13	16.00	446.71	
33	GRAND	\$850.82	\$1,934.20	\$220.85	\$47.41	\$285.83	\$50.00	\$545.13	\$16.00	\$446.71	
34											
35	Column										
36	Explanations										
37											
38											
39	RECAP:										
40	Database Searches	\$ 850.82									
41	Doc. Prod. In-House	\$ 1,934.20									
42	Mileage	\$ 956.20									
43	Lodging	\$ 220.85									
44	Meals	\$ 47.41									
45	Messngr/Shipping	\$ 285.83									
46	Notary	\$ 50.00									
47	Office Supplies	\$ 545.13									
48	Parking	\$ 16.00									
49	Postage	\$ 446.71									
50	TOTAL	\$ 5,353.15									

EXHIBIT "A"

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EXHIBIT "B"

PROFESSIONAL ACTIVITY SUMMARY
CASE NAME: EMVEST
CASE NO: 04cv2295-DMS(LSP)

	1 Total Hours 02/01/05 - 04/30/05	2 Total Amt. Avg. Billing Rate: \$197.19
ACCT/AUD	130.00	22,285.00
Dennis M.....Murphy	2.40	792.00
Ed..... Cantrell	14.50	1,595.00
Nathan.. Wiebe	13.20	1,848.00
Stephen J.....Baumgartner	0.80	212.00
William. Kennedy	99.10	17,838.00
ASST ANA	2.00	280.00
Nathan.. Wiebe	2.00	280.00
BUS.OPER	123.50	28,995.50
Dennis M.....Murphy	68.20	22,506.00
Ed..... Cantrell	43.00	4,730.00
Nathan.. Wiebe	12.00	1,680.00
Stephen J.....Baumgartner	0.30	79.50
CASE ADM	0.20	22.00
Ed..... Cantrell	0.20	22.00
COURT HEARING	18.00	5,940.00
Dennis M.....Murphy	18.00	5,940.00
DATA AN	3.00	540.00
William. Kennedy	3.00	540.00
F/E APPL	10.30	1,839.50
Ed..... Cantrell	5.50	605.00
Nathan.. Wiebe	0.30	42.00
Stephen J.....Baumgartner	4.50	1,192.50
LIT CON	143.80	21,353.00
Dennis M.....Murphy	1.90	627.00
Ed..... Cantrell	17.00	1,870.00
Nathan.. Wiebe	110.20	15,428.00
Stephen J.....Baumgartner	9.20	2,438.00
William. Kennedy	5.50	990.00
LITIGATION RESP	94.20	23,889.50
Dennis M.....Murphy	11.70	3,861.00
Ed..... Cantrell	5.30	583.00
Nathan.. wiebe	6.40	896.00
Stephen J.....Baumgartner	68.30	18,099.50
William. Kennedy	2.50	450.00
TAX ISS	116.50	21,354.00
Dennis M.....Murphy	8.30	2,739.00
Dickson... Hung	82.00	14,760.00
Ed..... Cantrell	12.30	1,353.00
William. Kennedy	13.90	2,502.00
Total	641.50	126,498.50

	1	2	3	4
	Amount Feb 2005	Amount March 2005	Amount April 2005	Total Amount 02/01/05 - 04/30/05
ACCT/AUD	15,884.00	2,673.00	3,728.00	22,285.00
Dennis M.....Murphy	693.00	99.00		792.00
Ed..... Cantrell	1,155.00	440.00		1,595.00
Nathan.. Wiebe		280.00	1,568.00	1,848.00
Stephen J.....Baumgartner	212.00			212.00
William. Kennedy	13,824.00	1,854.00	2,160.00	17,838.00
ASST ANA			280.00	280.00
Nathan.. Wiebe			280.00	280.00
BUS.OPER	8,317.00	9,971.00	10,707.50	28,995.50
Dennis M.....Murphy	5,841.00	7,656.00	9,009.00	22,506.00
Ed..... Cantrell	1,496.00	2,035.00	1,199.00	4,730.00
Nathan.. Wiebe	980.00	280.00	420.00	1,680.00
Stephen J.....Baumgartner			79.50	79.50
CASE ADM	22.00			22.00
Ed..... Cantrell	22.00			22.00
COURT HEARING	3,102.00	2,838.00		5,940.00
Dennis M.....Murphy	3,102.00	2,838.00		5,940.00
DATA AN		540.00		540.00
William. Kennedy		540.00		540.00
F/E APPL	1,839.50			1,839.50
Ed..... Cantrell	605.00			605.00
Nathan.. Wiebe	42.00			42.00
Stephen J.....Baumgartner	1,192.50			1,192.50
LIT CON	11,036.00	8,805.00	1,512.00	21,353.00
Dennis M.....Murphy	462.00	165.00		627.00
Ed..... Cantrell	440.00	1,430.00		1,870.00
Nathan.. Wiebe	6,706.00	7,210.00	1,512.00	15,428.00
Stephen J.....Baumgartner	2,438.00			2,438.00
William. Kennedy	990.00			990.00
LITIGATION RESP	11,233.50	1,973.50	10,682.50	23,889.50
Dennis M.....Murphy	660.00	726.00	2,475.00	3,861.00
Ed..... Cantrell	583.00			583.00
Nathan.. Wiebe		490.00	406.00	896.00
Stephen J.....Baumgartner	9,990.50	397.50	7,711.50	18,099.50
William. Kennedy		360.00	90.00	450.00
TAX ISS	435.00	18,993.00	1,926.00	21,354.00
Dennis M.....Murphy	165.00	2,178.00	396.00	2,739.00
Dickson.... Hung	180.00	13,050.00	1,530.00	14,760.00
Ed..... Cantrell		1,353.00		1,353.00
William. Kennedy	90.00	2,412.00		2,502.00
Total	51,869.00	45,793.50	28,836.00	126,498.50

EMVEST ACCOUNTING/AUDITING

12:34:58 PM

5/19/05

Page 1

Amount

Activity: ACCOUNTING/AUDITING

2/1/05	William. Kennedy EMVEST	Hours	7.00	1,260.00
		Rate	180.00	
	Finalize Financial Statements (7.0 hrs.).			
2/2/05	William. Kennedy EMVEST	Hours	7.00	1,260.00
		Rate	180.00	
	Finalize Financial Statements (7.0 hrs.).			
2/3/05	Dennis M.....Murphy EMVEST	Hours	0.80	264.00
		Rate	330.00	
	Meet w/Stephen Baumgartner and Bill Kennedy on treatment of investor capital accounts from 2002 to 2004 (.8 hr.).			
2/3/05	Stephen J.....Baumgartner EMVEST	Hours	0.80	212.00
		Rate	265.00	
	Meet w/Dennis Murphy and Bill Kennedy on treatment of investor capital accounts from 2002 to 2004 (.8 hr.).			
2/3/05	William. Kennedy EMVEST	Hours	7.80	1,404.00
		Rate	180.00	
	Meet w/Dennis Murphy and Stephen Baumgartner on treatment of investor capital accounts from 2002 to 2004 (.8 hr.). Finalize Financial Statements (7.0 hrs.).			
2/3/05	Ed..... Cantrell EMVEST	Hours	4.00	440.00
		Rate	110.00	
	Reviewed Subscription Agreements to verify amounts in Subscription Book matched those in QuickBooks (4.0 hrs.).			
2/4/05	William. Kennedy EMVEST	Hours	7.00	1,260.00
		Rate	180.00	
	Finalize Financial Statements (7.0 hrs.).			
2/4/05	Ed..... Cantrell EMVEST	Hours	0.50	55.00
		Rate	110.00	
	Continued input into Check Request Database (.5 hr.).			
2/7/05	William. Kennedy EMVEST	Hours	7.00	1,260.00
		Rate	180.00	
	Finalize Financial Statements (7.0 hrs.).			

EMVEST ACCOUNTING/AUDITING

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Amount

2/8/05	William. Kennedy EMVEST	Hours Rate	6.00 180.00	1,080.00
	Finalize Financial Statements (6.0 hrs.).			
2/8/05	Ed..... Cantrell EMVEST	Hours Rate	3.00 110.00	330.00
	Reviewed Subscription Agreements to verify amounts in Subscription Book matched those in QuickBooks (3.0 hrs.).			
2/9/05	William. Kennedy EMVEST	Hours Rate	5.00 180.00	900.00
	Finalize Financial Statements (5.0 hrs.).			
2/11/05	William. Kennedy EMVEST	Hours Rate	4.80 180.00	864.00
	Examine Emvest Inc bank account; revise financial statements; January bank reconciliation (4.8 hrs.).			
2/14/05	William. Kennedy EMVEST	Hours Rate	6.00 180.00	1,080.00
	Finalize points analysis (3.0 hrs.). Do State forms (3.0 hrs.).			
2/14/05	Ed..... Cantrell EMVEST	Hours Rate	3.00 110.00	330.00
	Reviewed Subscription Agreements to verify amounts in Subscription Book matched those in QuickBooks (3.0 hrs.).			
2/18/05	William. Kennedy EMVEST	Hours Rate	2.00 180.00	360.00
	Record midmonth Unified Check (2.0 hrs.).			
2/22/05	Dennis M.....Murphy EMVEST	Hours Rate	1.30 330.00	429.00
	Work on C notes schedule and payoffs as of 2/28/05 (1.3 hr.).			
2/22/05	William. Kennedy EMVEST	Hours Rate	3.50 180.00	630.00
	Prepare collateral loan payoff schedule (3.5 hrs.).			

EMVEST ACCOUNTING/AUDITING

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			<u>Amount</u>
2/24/05	William. Kennedy EMVEST	Hours Rate	6.50 180.00 1,170.00
Research Schonfeld 1099 information (1.0 hrs.). Porcess remaining 1099 information (1.0 hr.). Set up for processing Partners checks (4.5 hrs.).			
2/25/05	William. Kennedy EMVEST	Hours Rate	3.70 180.00 666.00
Do remaining 1099s (.7 hr.). Prep memorized transaction -- partners (3.0 hrs.).			
2/28/05	William. Kennedy EMVEST	Hours Rate	3.50 180.00 630.00
Final Partners checks (3.5 hrs.).			
3/1/05	William. Kennedy EMVEST	Hours Rate	1.00 180.00 180.00
Input and reconcile Unified check (1.0 hr.).			
3/2/05	Ed.... Cantrell EMVEST	Hours Rate	4.00 110.00 440.00
Reviewed Subscription Agreements to verify amounts in Subscription Book matched those in Quickbooks (4.0 hrs.).			
3/3/05	William. Kennedy EMVEST	Hours Rate	2.50 180.00 450.00
Prepare collateral loan checks (2.5 hrs.).			
3/7/05	William. Kennedy EMVEST	Hours Rate	4.50 180.00 810.00
Prepare Partners checks (3.0 hrs.). Revise Financial Statement and copy back up (1.5 hr.).			
3/9/05	Nathan.. Wiebe EMVEST	Hours Rate	2.00 140.00 280.00
Handled distribution checks for March, 2005 (2.0 hrs.).			
3/17/05	William. Kennedy EMVEST	Hours Rate	1.30 180.00 234.00
Record 3/15 payment and reconcile trust deeds (1.3 hr.).			

EMVEST ACCOUNTING/AUDITING

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			<u>Amount</u>
3/18/05	William. Kennedy EMVEST	Hours Rate	1.00 180.00 180.00
Prepare reports for MLA (1.0 hr.).			
3/24/05	Dennis M.....Murphy EMVEST	Hours Rate	0.30 330.00 99.00
Review accrual statements to be sent to investors (.3 hr.).			
4/1/05	William. Kennedy EMVEST	Hours Rate	5.70 180.00 1,026.00
Prep Partner distribution checks (5.7 hrs.).			
4/4/05	William. Kennedy EMVEST	Hours Rate	1.00 180.00 180.00
Input interest checks, print checks, reconclie trust deeds (1.0 hr.).			
4/11/05	Nathan.. Wiebe EMVEST	Hours Rate	4.00 140.00 560.00
Began working on checks paid report; converted Commerce data to OCR; fixed all Commerce transactions; checked Commerce data w/source (4.0 hrs.).			
4/15/05	Nathan.. Wiebe EMVEST	Hours Rate	3.70 140.00 518.00
Mailed Emvest checks; reviewed books (QuickBooks) for check writing policies; worte checks to clients for 20% refunds; wrote checks to title companies for loans (3.7 hrs.).			
4/19/05	Nathan.. Wiebe EMVEST	Hours Rate	0.50 140.00 70.00
Review w/Bill Kennedy the analysis of transactions (.5 hr.).			
4/19/05	William. Kennedy EMVEST	Hours Rate	4.30 180.00 774.00
Prepare 1st Qtr reports (3.8 hrs.). Review w/Nathan Wiebe the analysis of transactions (.5 hr.).			
4/20/05	Nathan.. Wiebe EMVEST	Hours Rate	3.00 140.00 420.00
Review all accounting data from QuickBooks; Isolated 20% return transactions; isolated loan funding transactions (3.0 hrs.).			

			<u>Amount</u>
4/22/05	William. Kennedy		
	EMVEST	Hours	1.00
		Rate	180.00
	Leff inquiry (.8 hr.). Input deposits (.2 hr.).		
Total Time Charges			22,285.00
<u>Activity: ACCOUNTING/AUDITING</u>			<u>22,285.00</u>
<u>Grand Total:</u>			<u>22,285.00</u>

EMVEST ASSET ANALYSIS AND RECOVERY

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5/18/05

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Amount

Activity: ASSET ANALYSIS & RECOVERY

4/1/05 Nathan.. Wiebe
EMVEST

Hours	2.00	280.00
Rate	140.00	

Contacted ABS re software purchased; spoke w/Jim Felton re software; worte details of transactions; contacted/updated Dennis Murphy (2.0 hrs).

Total Time Charges **280.00**

Activity: ASSET ANALYSIS & RECOVERY **280.00**

Grand Total: **280.00**

EMVEST BUSINESS OPERATIONS

Amount

Activity: BUSINESS OPERATIONS

2/2/05	Ed..... Cantrell EMVEST	Hours	5.60	616.00
		Rate	110.00	
	Composed and sent letter to Michele Canty re Olive XXIII and check for \$8,514.86 to reduce costs (.1 hr.). Created "Out of File" cards and a list of all collateral loans in file (3.5 hrs.). Answered general queries from investors from email, answering machine and telephone calls (2.0 hrs.).			
2/3/05	Ed..... Cantrell EMVEST	Hours	0.50	55.00
		Rate	110.00	
	Composed and sent letter to Marta Lopez re 20% Return for her parents David and Eva Rangel (.5 hr.).			
2/7/05	Dennis M.....Murphy EMVEST	Hours	7.00	2,310.00
		Rate	330.00	
	Travel to San Diego, sign documents, get information from old files, stop at Ad/Vantage meet w/Dan. Travel back to Pasadena (7.0 hrs.).			
2/7/05	Nathan.. Wiebe EMVEST	Hours	7.00	980.00
		Rate	140.00	
	Travel to San Diego and back to Pasadena. Met w/Lyle Brock (attempt to get documents); met w/Michele Canty (attempt to get documents); witnessed Dennis Murphy sign refusal to Foreclosure on Olive XXIII (7.0 hrs.).			
2/9/05	Ed..... Cantrell EMVEST	Hours	1.50	165.00
		Rate	110.00	
	Answered general queries from investors from email, answering machine and telephone calls (1.5 hr.).			
2/9/05	Dennis M.....Murphy EMVEST	Hours	0.30	99.00
		Rate	330.00	
	Review information and approve a new loan (.3 hr.).			
2/11/05	Ed..... Cantrell EMVEST	Hours	0.30	33.00
		Rate	110.00	
	Composed and sent letter to Union Bank re change of address on Emvest Mortgage Fund Statements (.3 hr.).			
2/14/05	Ed..... Cantrell EMVEST	Hours	0.50	55.00
		Rate	110.00	
	Ran Lexis search for returned mail (.5 hr.).			

EMVEST BUSINESS OPERATIONS

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5/19/05

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Amount

2/15/05	Dennis M.....Murphy EMVEST	Hours Rate	1.40 330.00	462.00
	Meet w/Craig Boucher. Go over the problems of Olive XXIII (1.4 hr.).			
2/15/05	Ed..... Cantrell EMVEST	Hours Rate	4.70 110.00	517.00
	Composed and sent letter to Milon L. Brock re Olive XXIII and Rescission of Sale (.2 hr.). Answered general queries from investors from email, answering machine and telephone calls (4.5 hrs.).			
2/22/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00	55.00
	Ran Lexis search for returned mail (.5 hr.).			
2/28/05	Dennis M.....Murphy EMVEST	Hours Rate	9.00 330.00	2,970.00
	Travel to San Diego (2.5 hrs.). Work on C notes, new loans, and sign assignment (3.4 hrs.). Travel back to Pasadena (3.1 hrs.).			
3/2/05	Ed..... Cantrell EMVEST	Hours Rate	2.00 110.00	220.00
	Answered general queries from investors from email, answering machine and telephone calls (1.5 hr.). Composed and sent letter to David Adelman, Esq re Olive XXIII (.5 hr.).			
3/3/05	Dennis M.....Murphy EMVEST	Hours Rate	2.10 330.00	693.00
	Work on C notes, bills for the month, and get information to take to San Diego on Monday. Read Judge's Order and work on investor checks (2.1 hrs.).			
3/4/05	Dennis M.....Murphy EMVEST	Hours Rate	0.30 330.00	99.00
	Call from Union Bank on three checks (.3 hr.).			
3/7/05	Dennis M.....Murphy EMVEST	Hours Rate	8.10 330.00	2,673.00
	Travel to San Diego and work on C notes w/Steve Bradley. Go over foreclosures with Lyle, review new TD, and sign documents w/Ruth. Travel back to Pasadena (8.1 hrs.).			
3/8/05	Dennis M.....Murphy EMVEST	Hours Rate	0.50 330.00	165.00
	Sign checks for investors (.5 hr.).			

EMVEST BUSINESS OPERATIONS

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5/19/05

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Amount

3/10/05	Dennis M.....Murphy EMVEST	Hours Rate	0.80 330.00	264.00
	Call from three (3) share holders (.8 hr.).			
3/11/05	Dennis M.....Murphy EMVEST	Hours Rate	1.10 330.00	363.00
	Obtain information for San Diego Court hearing and review files (1.1 hr.).			
3/14/05	Dennis M.....Murphy EMVEST	Hours Rate	2.40 330.00	792.00
	Emvest office transact business (2.4 hrs.).			
3/15/05	Ed..... Cantrell EMVEST	Hours Rate	5.00 110.00	550.00
	Composed and sent letter to Joan Blaine re Denial of request for reduction of capital (1.0 hr.). Composed and sent letter to Diane M. Sawatzke re Denial of request for reduction of capital (.5 hr.). Composed and sent letter to Tim Canty re K-1s and tax returns (1.0 hr.). Composed and sent letter to Tim Canty re Judge Leo S Pappas and K'1s and tax returns (1.5 hr.). Composed and sent letter to Joan Woronicz re Request for \$7,200 (1.0 hr.).			
3/15/05	Dennis M.....Murphy EMVEST	Hours Rate	2.70 330.00	891.00
	Review hardship withdrawal letter and sign checks (1.3 hr.). Organize information from yesterday (.4 hr.). Talk to Jim Felton on posting on website K-1s will be a delay (.4 hr.). Reviewed, corrected, and signed form to CAL Dept of Corp (.6 hr.).			
3/15/05	Nathan.. Wiebe EMVEST	Hours Rate	2.00 140.00	280.00
	Updated government filing form (2.0 hrs.).			
3/16/05	Ed..... Cantrell EMVEST	Hours Rate	0.80 110.00	88.00
	Composed and sent letter to the Lore Family Trust re Expiration of collateral loan (.3 hr.). Composed and sent letter to James & Dorothy Te'Ketch re 20% return of original capital (.5 hr.).			
3/16/05	Dennis M.....Murphy EMVEST	Hours Rate	1.20 330.00	396.00
	Work on additional distribution 20% hardship (.5 hr.). Call from Larry Floyd on hardship (.2 hr.). Letters on hardship (.5 hr.).			

EMVEST BUSINESS OPERATIONS

			<u>Amount</u>
3/17/05	Dennis M.....Murphy EMVEST	Hours Rate	0.40 330.00 132.00
Work on additional 20% hardship (.4 hr.).			
3/17/05	Ed..... Cantrell EMVEST	Hours Rate	2.20 110.00 242.00
Composed and sent letter to David Adelman re Olive XXIII foreclosures (.2 hr.). Composed and sent letter to Larry Floyd Jr re 20% return of capital (.5 hr.). Answered general queries from investors from email, answering machine and telephone calls (1.5 hr.).			
3/21/05	Ed..... Cantrell EMVEST	Hours Rate	1.50 110.00 165.00
Letter to Dept of Corporations re 2004 Residential Mortgage Loan Report (.5 hr.). Answered general queries from investors from email, answering machine and telephone calls (1.0 hr.).			
3/23/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00 55.00
Composed and sent letter to Judge Leo S. Pappas re K-1s and Settlement (.5 hr.).			
3/24/05	Dennis M.....Murphy EMVEST	Hours Rate	1.20 330.00 396.00
Make deposit (.3 hr.). Review and sign checks on collateral loans (.5 hr.). Call to and from Tim Canty on Greenspan/Dibello collateral loan (.4 hr.).			
3/24/05	Ed..... Cantrell EMVEST	Hours Rate	0.20 110.00 22.00
Composed and sent letter to Steve Bradley re Payoff letter and CN31251/Joshua (.2 hr.).			
3/25/05	Dennis M.....Murphy EMVEST	Hours Rate	2.40 330.00 792.00
Have documents notarized (.5 hr.). Reviewed and copied some files for Michele Canty (.8 hr.). Call from Judge Pappas (.3 hr.). Calls and emails to and from Jim Felton on Judge Pappas and mortgage program (.4 hr.). Calls to two (2) loan brokers on buying sub-prime loans (.4 hr.).			
3/28/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00 55.00
Composed and sent letter to Debbie Hinkley re Check information (.5 hr.).			

EMVEST BUSINESS OPERATIONS

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Amount

3/30/05	Ed..... Cantrell EMVEST	Hours Rate	4.20 110.00	462.00
	Ran Lexis search on Vincent Vu to verify address (.2 hr.). Answered general queries from investors from email, answering machine and telephone calls (3.5 hrs.). Composed and sent letter to Veronica at CAN Foreclosure Service re state of foreclosures (.5 hr.).			
3/31/05	Ed..... Cantrell EMVEST	Hours Rate	1.60 110.00	176.00
	Composed and sent letter to Linda J. Rogers re revised K-1 (.3 hr.). Composed and sent letter to Advantage Appraisal re revised K-1 (.3 hr.). Ran Lexis search on returned mail (.5 hr.). Composed and sent letter to Linda J. Rogers re revised K-1 (.5 hr.).			
4/1/05	Dennis M.....Murphy EMVEST	Hours Rate	9.40 330.00	3,102.00
	Travel to San Diego and back to Pasadena (6.3 hrs.); work at Emvest office and approve \$1,264,000 in new loans and sign lost documents (3.1 hrs.).			
4/4/05	Dennis M.....Murphy EMVEST	Hours Rate	1.30 330.00	429.00
	Sign checks for distribution (.8 hr.). Pull check for address change (.5 hr.).			
4/4/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00	55.00
	Ran Lexis search on returned mail (.5 hr.).			
4/5/05	Dennis M.....Murphy EMVEST	Hours Rate	0.70 330.00	231.00
	Update address changes (.3 hr.). Calls to LLC members (.4 hr.).			
4/5/05	Ed..... Cantrell EMVEST	Hours Rate	1.00 110.00	110.00
	Composed and sent letter to Elaine Quattro re reduction of original investment by \$2,000 (.5 hr.). Created Loan Document Review, Status, & Disposition Form (.5 hr.).			
4/7/05	Dennis M.....Murphy EMVEST	Hours Rate	0.40 330.00	132.00
	Calls to and from Union Bank on setting up wire transfers (.4 hr.).			
4/8/05	Dennis M.....Murphy EMVEST	Hours Rate	0.80 330.00	264.00
	Complete paperwork on wire transfers (.3 hr.). Fund a loan -- wire transfer -- review documents (.5 hr.).			

EMVEST BUSINESS OPERATIONS

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5/19/05

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			<u>Amount</u>
4/8/05	Ed..... Cantrell EMVEST	Hours Rate	2.00 110.00 220.00
Answered general queries from investors from email, answering machine and telephone calls (1.5 hr.). Ran Lexis search on returned mail (.5 hr.).			
4/11/05	Dennis M.....Murphy EMVEST	Hours Rate	8.20 330.00 2,706.00
Travel to San Diego and back to Pasadena (5.1 hrs.), reviewed loans, signed transfers, and lost documents; approved one (1) loan; and reviewed information on a mortgagor in Chapter 11 and also filed a lawsuit (3.1 hrs.).			
4/13/05	Nathan.. Wiebe EMVEST	Hours Rate	3.00 140.00 420.00
Download file from Dickson Hung lacerte data; updated spreadsheet to be sorted by name; eliminated first names from sheet; formatted sheet to have clean format (3.0 hrs.).			
4/14/05	Dennis M.....Murphy EMVEST	Hours Rate	2.10 330.00 693.00
Reviewed four (4) loans from ALG; approved each loan; sent confirming faxes (2.1 hrs.).			
4/14/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00 55.00
Ran Lexis search on returned mail (.5 hr.).			
4/15/05	Dennis M.....Murphy EMVEST	Hours Rate	2.70 330.00 891.00
Letter to Lyle Brock on foreclosure status on eight (8) loans. Send out two (2) hardship checks after reviewing the letter. Checks sent to title commpanies to open escrows. Reviewed a loan for Grass Valley property -- turned it down and had documents notarized on Olive XXIII file (2.7 hrs.).			
4/15/05	Ed..... Cantrell EMVEST	Hours Rate	1.30 110.00 143.00
Composed and sent letter to John Crippen re 20% return of capital (.5 hr.). Composed letters to the IRS and FTB re paper filing of tax returns (.8 hr.).			
4/20/05	Stephen J.....Baumgartner EMVEST	Hours Rate	0.30 265.00 79.50
Call w/Paul Horvitz re placement of new loans and fees for servicing loans (.3 hr.).			

EMVEST BUSINESS OPERATIONS

12:37:23 PM

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Amount

4/21/05	Ed..... Cantrell EMVEST	Hours Rate	1.60 110.00	176.00
	Composed and sent letter to Lonnie L. Fields re 20% reduction of original capital (.5 hr.). Composed and sent letter to Margaret Rand, Executor for Estate of Eleanor M. Nelson re need of Certified Death Certificate (.3 hr.). Composed and sent letter to Frank G. Uranga re return of March distribution check (.3 hr). Ran Lexis search and resent K-1 to new address on Steve Pupek, Jr (5 hr.).			
4/28/05	Dennis M.....Murphy EMVEST	Hours Rate	1.40 330.00	462.00
	Make deposit, review two (2) loans, talk to Tim Canty on Olive XXIII, talk to Jim Felton on Olive XXIII, and answer two (2) questions for investors (1.4 hr.).			
4/28/05	Ed..... Cantrell EMVEST	Hours Rate	4.00 110.00	440.00
	Ran Lexis search on returned mail (.5 hr.). Ran Lexis search on returned K-1 mailinf for Wm. L. Foster, Jr and resent to new address (.5 hr.). Created Loan Commitment Letter (.5 hr.). Answered general queries from investors from email, answering machine and telephone calls (2.5 hrs.).			
4/29/05	Dennis M.....Murphy EMVEST	Hours Rate	0.30 330.00	99.00
	Review loan files (.3 hr.).			
		Total Time Charges		28,995.50
	<u>Activity: BUSINESS OPERATIONS</u>			<u>28,995.50</u>
		<u>Grand Total:</u>		<u>28,995.50</u>

EMVEST CASE ADMINISTRATION

4:07:13 PM

5/18/05

Page 1

Amount

Activity: CASE ADMINISTRATION

2/1/05	Ed..... Cantrell			
	EMVEST	Hours	0.20	22.00
		Rate	110.00	
Composed and sent letter to Donald R. Kerl re Copier Lease payments (.2 hr.).				

Total Time Charges 22.00

Activity: CASE ADMINISTRATION 22.00

Grand Total: 22.00

EMVEST COURT HEARING

4:10:20 PM

5/18/05

Page 1

Amount

Activity: COURT HEARING

2/24/05	Dennis M.....Murphy			
	EMVEST	Hours	3.60	1,188.00
		Rate	330.00	
	Travel to San Diego for Court hearing (3.6 hrs.).			
2/25/05	Dennis M.....Murphy			
	EMVEST	Hours	5.80	1,914.00
		Rate	330.00	
	Meet w/Jim Felton (.7 hr.). Talk w/investor before hearing (.8 hr.). Attend hearing 1.5 hr.). Travel back to Pasadena (2.8 hrs.).			
3/14/05	Dennis M.....Murphy			
	EMVEST	Hours	8.60	2,838.00
		Rate	330.00	
	Travel to San Diego (3.3 hrs.), to Court -- Judge Pappas' courtroom for conference (2.6 hrs.). and travel back to Pasadena (2.7 hrs.).			

Total Time Charges **5,940.00**

Activity: COURT HEARING **5,940.00**

Grand Total: **5,940.00**

EMVEST DATA ANALYSIS

4:11:58 PM

5/18/05

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Amount

Activity: DATA ANALYSIS

3/10/05 William. Kennedy
EMVEST

Hours	3.00	540.00
Rate	180.00	

Print out and read Emerald Bay and Emerald Bay Financial QuickBooks 1997-2005 (3.0 hrs.).

Total Time Charges **540.00**

Activity: DATA ANALYSIS **540.00**

Grand Total: **540.00**

EMVEST FEE/EMPLOYMENT APPLS

4:13:27 PM

5/18/05

Page 1

Amount

Activity: FEE/EMPLOYMENT APPLICATION

2/1/05 Ed.... Cantrell
EMVEST
Hours 5.50 605.00
Rate 110.00
Completed Emvest Court costs (5.5 hrs.).

2/1/05 Stephen J.....Baumgartner
EMVEST
Hours 4.50 1,192.50
Rate 265.00
Aggregation of billings and preparation of First Fee Application with detailed exhibits (4.5 hrs.).

2/6/05 Nathan.. Wiebe
EMVEST
Hours 0.30 42.00
Rate 140.00
Sent Timesheets for Dennis Murphy and Jim Felton for site (.3 hr.).

Total Time Charges 1,839.50

Activity: FEE/EMPLOYMENT APPLICATION 1,839.50

Grand Total: 1,839.50

AmountActivity: LITIGATION CONSULTING

2/1/05	Nathan.. Wiebe EMVEST	Hours Rate	3.50 140.00	490.00
	Call to Molly White at SEC. Looked for address files for Ed Cantrell. Planned for updates for site (Pacer mirroring) (3.5 hrs.).			
2/2/05	Nathan.. Wiebe EMVEST	Hours Rate	3.00 140.00	420.00
	Started download of Pacer Documents (43 of 60); called Molly White at SEC again (3.0 hrs.).			
2/3/05	Nathan.. Wiebe EMVEST	Hours Rate	1.50 140.00	210.00
	Finished download of Pacer Documents (1.5 hr.).			
2/4/05	Nathan.. Wiebe EMVEST	Hours Rate	5.00 140.00	700.00
	Began structure of "Docket" page for site (2.5 hrs.) Reviewed web changes for Emvest (2.5 hrs.).			
2/5/05	Nathan.. Wiebe EMVEST	Hours Rate	5.00 140.00	700.00
	Checked all pdf files to verify web usable; renamed/reconfigured pdf files for site (docket page); added all links to pdf files on docket page; creation of "Docket" page for site completion (5.0 hrs.).			
2/6/05	Nathan.. Wiebe EMVEST	Hours Rate	8.50 140.00	1,190.00
	Created "Archive" area of website -- ensures pages will be stored more efficiently; updated home page to reflect archives -- dates now point to archive data; moved "Letter to Investors" to archives; moved "Permanent Receiver" notice to archives; moved "Petition to Court" requests to archives (4.0 hrs.). Created "Links" page on site; restructured whole site for new layout; modified timesheet pdfs for web use; updated home page to show timesheets; uploaded site to web and archived old site; tested whole site (4.5 hr.).			
2/8/05	Stephen J.....Baumgartner EMVEST	Hours Rate	1.60 265.00	424.00
	Meet w/Nathan Wiebe and Dennis Murphy to prepare for conference call w/SEC attorney re request for documents from defendants (1.0 hr.). Conference call w/Nathan Wiebe, Dennis Murphy and Susan Hannan from SEC re request for source documents from defendants (.4 hr.). Call w/Susan Hannan and Molly White w/SEC re strategy for obtaining documents from defendants (.2 hr.).			

EMVEST LITIGATION CONSULTING

			<u>Amount</u>
2/8/05	Dennis M.....Murphy EMVEST	Hours Rate	1.40 330.00 462.00
<p>Meet w/Nathan Wiebe and Stephen Baumgartner to prepare for conference call w/SEC attorney re request for documents from defendants (1.0 hr.). Conference call w/Nathan Wiebe, Stephen Baumgartner and Susan Hannan w/SEC re request for source documents from defendants (.4 hr.).</p>			
2/8/05	Nathan.. Wiebe EMVEST	Hours Rate	1.40 140.00 196.00
<p>Meet w/Stephen Baumgartner and Dennis Murphy to prepare for conference call w/SEC attorney re request for documents from defendants (1.0 hr.). Conference call w/Stephen Baumgartner, Dennis Murphy and Susan Hannan w/SEC re request for source documents from defendants (.4 hr.).</p>			
2/9/05	Ed..... Cantrell EMVEST	Hours Rate	1.50 110.00 165.00
<p>Composed and sent letter to Christine Ramirez at Southland Title re copy of check (.5 hr.). Composed and sent letter to Commerce Title re copy of check (.5 hr.). Composed and sent letter to Financial Title Company re copy of check (.5 hr.).</p>			
2/9/05	Nathan.. Wiebe EMVEST	Hours Rate	2.50 140.00 350.00
<p>Added pacer documents; updated main page to reflect updates; added adobe instructions (2.5 hr.).</p>			
2/10/05	Ed..... Cantrell EMVEST	Hours Rate	1.00 110.00 110.00
<p>Continued to update Check Request Database (.5 hr.). Composed and sent letter to Jeffrey S. Leung, Esq, General Counsel at New Century Title re check requests (.5 hr.).</p>			
2/10/05	William. Kennedy EMVEST	Hours Rate	5.50 180.00 990.00
<p>Revise response (5.5 hrs.).</p>			
2/11/05	Nathan.. Wiebe EMVEST	Hours Rate	1.50 140.00 210.00
<p>Updated site to include Courthouse location in "Contact" page; updated "Index" page to reflect changes (1.5 hr.).</p>			
2/14/05	Nathan.. Wiebe EMVEST	Hours Rate	2.50 140.00 350.00
<p>Created search for Ed Cantrell to find Emvest files (2.5 hr.).</p>			

EMVEST LITIGATION CONSULTING

				<u>Amount</u>
2/14/05	Ed..... Cantrell EMVEST	Hours Rate	1.50 110.00	165.00
Composed and sent letter to Commercial Title re copy of check (.5 hr.). Composed and sent letter to Christine Ramirez re copy of check (.5 hr.). Continued to update Check Request Database (.5 hr.).				
2/15/05	Stephen J.....Baumgartner EMVEST	Hours Rate	7.40 265.00	1,961.00
Prepare summary spreadsheet of loans w/possible diversion of funds (2.8 hrs.), prepare complete draft of narrative (2.8 hrs.), for Ex Parte Application to Extend Receivership, and compile source documents into exhibits (1.8 hr.) to support application.				
2/16/05	Nathan.. Wiebe EMVEST	Hours Rate	2.00 140.00	280.00
Updated website "Index" to include "Application to Extend Receivership"; download and verified working condition of pdf files; uploaded data to site; tested site (2.0 hrs.).				
2/17/05	Stephen J.....Baumgartner EMVEST	Hours Rate	0.20 265.00	53.00
Spoke w/Nathan Wiebe re request (.2 hr.).				
2/17/05	Nathan.. Wiebe EMVEST	Hours Rate	3.30 140.00	462.00
Reviewed request from Jim Felton; download and review all billing hours for Dennis Murphy -- to find references to documents that should be disclosed; check emails for necessary disclosure information; check Dennis Murphy and Stephen Baumgartner comps for documents; spoke w/Stephen Baumgartner re request (3.3 hrs.).				
2/18/05	Nathan.. Wiebe EMVEST	Hours Rate	2.20 140.00	308.00
Review necessary updates for site; check pacer for updated documents (2.2 hrs.).				
2/23/05	Nathan.. Wiebe EMVEST	Hours Rate	2.00 140.00	280.00
Updated website to include defendants' response; check pdf file to verify working condition; uploaded site to web and archived old site; tested site (2.0 hrs.).				
2/24/05	Nathan.. Wiebe EMVEST	Hours Rate	3.50 140.00	490.00
Download most recent web-statistics from site; contacted web host for missing data; compiled data in excel; create custom report for Dennis Murphy for Court (3.5 hrs.).				

EMVEST LITIGATION CONSULTING

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				<u>Amount</u>
2/25/05	Nathan.. Wiebe EMVEST	Hours Rate	0.50 140.00	70.00
	Review website for 12% referred to be defendant (.5 hr.).			
3/1/05	Ed..... Cantrell EMVEST	Hours Rate	2.50 110.00	275.00
	Composed for use on website an advisement of tentative rulings made by Judge Sabraw (2.5 hrs.).			
3/2/05	Nathan.. Wiebe EMVEST	Hours Rate	1.50 140.00	210.00
	Updated site to include update from Court (1.5 hr.).			
3/3/05	Nathan.. Wiebe EMVEST	Hours Rate	2.50 140.00	350.00
	Rework Emvest site infrastructure; check on reporting of web usage; rework links and Docket page (2.5 hrs.).			
3/7/05	Nathan.. Wiebe EMVEST	Hours Rate	2.00 140.00	280.00
	Updated Docket on website; updated Index on main page to include link to Docket (2.0 hrs.).			
3/10/05	Nathan.. Wiebe EMVEST	Hours Rate	3.50 140.00	490.00
	Began analysis of present value for sale of assets; ran analysis; prepared for work related to loans (title companies) (3.5 hrs.).			
3/11/05	Nathan.. Wiebe EMVEST	Hours Rate	3.50 140.00	490.00
	Continued analysis of PVA; began spreadsheet for loan/loan numbers; completed 1/3 of loan sheet (3.5 hrs.).			
3/15/05	Nathan.. Wiebe EMVEST	Hours Rate	4.50 140.00	630.00
	Updated website to include letter to investors; uploaded site; tested site; backed up old site (2.0 hrs.). Scanned financial statements; converted to Adobe format; updated website to include financial statements; uploaded site; tested site (2.5 hrs.).			

EMVEST LITIGATION CONSULTING

			<u>Amount</u>
3/16/05	Nathan.. Wiebe EMVEST	Hours Rate	3.00 140.00 420.00
Continued w/creation of spreadsheet to track closing statements; used QuickBooks data to create listing (3.0 hrs.).			
3/17/05	Nathan.. Wiebe EMVEST	Hours Rate	9.00 140.00 1,260.00
Review w/Dennis Murphy spreadsheet requests; review for Friday's work on Emvest (1.0 hr.). Continued using QuickBooks data to create spreadsheet; review loan file to add information to spreadsheet; finished spreadsheet; double checked all data (6.0 hrs.). Review loan files for title company spreadsheet; check in Dennis Murphy paper files for more information on closing (2.0 hrs.).			
3/17/05	Dennis M.....Murphy EMVEST	Hours Rate	0.50 330.00 165.00
Review w/Nathan Wiebe spreadsheet requests (.5 hr.).			
3/18/05	Ed..... Cantrell EMVEST	Hours Rate	4.50 110.00 495.00
Composed a master letter to all title companies re Listing of checks paid to Emvest (1.5 hr.). Composed "Listing of Checks Paid to Emvest" and sent to title companies (3.0 hrs.).			
3/21/05	Ed..... Cantrell EMVEST	Hours Rate	2.00 110.00 220.00
Sent "Listing of Checks Paid to Emvest" to other title companies (1.0 hr.). Creation of Excel spreadsheet showing title company names and addresses and letter sent data (1.0 hr.).			
3/23/05	Nathan.. Wiebe EMVEST	Hours Rate	5.30 140.00 742.00
Compiled all physical closing statements on hand; entered data from closing statements to spreadsheet; compiled listing of accounted for/non closing statements; forwarded information to Jim Felton (5.3 hrs.).			
3/29/05	Nathan.. Wiebe EMVEST	Hours Rate	4.50 140.00 630.00
Loaded SEC imaged files into server; printed out transaction history for #229 - Wong (1.5 hr.). Began work on SEC A-D list for closing statements (3.0 hrs.).			
3/29/05	Ed..... Cantrell EMVEST	Hours Rate	2.50 110.00 275.00
Composed and sent to all title companies a follow-up request letter (2.5 hrs.).			

EMVEST LITIGATION CONSULTING

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			<u>Amount</u>
3/30/05	Nathan.. Wiebe EMVEST	Hours Rate	6.00 140.00 840.00
	Continued w/SEC imaged files translation to closing statement spreadsheet; checked work (1.5 hr.). Continued w/SEC imaged files translation to closing statement spreadsheet; finished Disc 1 (4.5 hrs.).		
3/31/05	Ed..... Cantrell EMVEST	Hours Rate	1.50 110.00 165.00
	Reviewed w/Nathan Wiebe closing statement spreadsheet (1.5 hr.).		
3/31/05	Nathan.. Wiebe EMVEST	Hours Rate	6.20 140.00 868.00
	Review w/Ed Cantrell closing statement spreadsheet (1.5 hr.). Continued w/SEC imaged files translation to closing statement spreadsheet; finished Disc 2; reviewed all closing statements in spreadsheet (4.7 hrs.).		
4/12/05	Nathan.. Wiebe EMVEST	Hours Rate	4.80 140.00 672.00
	Formatted New Century/Commerce and Land America reports; made master spreadsheet; matched all data types and formats; compiled data; checked data to verify accuracy (3.5 hrs.). Preparations on spreadsheets for presentation; verified latest copies of spreadsheets (1.3 hr.).		
4/19/05	Nathan.. Wiebe EMVEST	Hours Rate	3.80 140.00 532.00
	Reorganize all Emvest data; reformat title company spreadsheets; reformat closing statement spreadsheets; reformat loans needed spreadsheets (3.8 hrs.).		
4/21/05	Nathan.. Wiebe EMVEST	Hours Rate	2.20 140.00 308.00
	Update website; added Receiver's Second Verified Report and Petition for instructions; configure main page to work w/update (2.2 hrs.).		
		Total Time Charges	21,353.00
	Activity: LITIGATION CONSULTING		21,353.00
		Grand Total:	21,353.00

Amount**Activity: LITIGATION RESPONSE(S)**

2/2/05	Ed..... Cantrell EMVEST	Hours Rate	0.50 110.00	55.00
	Composed and sent letter to Julie Halstead at New Century Title re check requests (.5 hr.).			
2/3/05	Stephen J.....Baumgartner EMVEST	Hours Rate	5.00 265.00	1,325.00
	Analysis of financials from defendants' response as input for preparing Receiver's response (5.0 hrs.).			
2/7/05	Stephen J.....Baumgartner EMVEST	Hours Rate	0.20 265.00	53.00
	Meet w/Jim Felton on methodology and content for receiver's response to defendants' response (.2 hr.).			
2/7/05	Ed..... Cantrell EMVEST	Hours Rate	4.00 110.00	440.00
	Searched through Subscription Agreements for all partnerships w/added verbiage stating that after one year from date of acceptance may make demand for full amount (4.0 hrs.).			
2/8/05	Stephen J.....Baumgartner EMVEST	Hours Rate	6.00 265.00	1,590.00
	Preparation of first draft of narrative of Receiver's response to defendants' addressing accounting issues (6.0 hrs.).			
2/9/05	Dennis M.....Murphy EMVEST	Hours Rate	2.00 330.00	660.00
	Review files for documents to be placed in the response for Friday (1.2 hr.). Meeting w/ Ed Cantrell on documents needed for Monday's filing (.8 hr.).			
2/9/05	Ed..... Cantrell EMVEST	Hours Rate	0.80 110.00	88.00
	Meeting w/Dennis Murphy on documents needed for Monday's filing (.8 hr.).			
2/10/05	Stephen J.....Baumgartner EMVEST	Hours Rate	7.50 265.00	1,987.50
	Detailed analysis and preparation of Receiver's response related to 12/31/04 financial statements (2.6 hrs.), correct treatment of syndication costs (2.4 hrs.), and valuation of non-performing trust deeds (2.5 hrs.).			

EMVEST LITIGATION RESPONSE(S)

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		<u>Amount</u>
2/11/05	Stephen J.....Baumgartner EMVEST	Hours 8.80 Rate 265.00 2,332.00
<p>Prepare detailed responses re cash reconciliations (2.6 hrs.), whether fund income was sufficient to justify distributions (2.2 hrs.), distinctions between gross and net income (1.8 hr), Hawkins three year analysis (2.2 hrs.) for inclusion in Receiver's responses to defendants' responses.</p>		
2/14/05	Stephen J.....Baumgartner EMVEST	Hours 10.20 Rate 265.00 2,703.00
<p>Analysis of source documents related to diversion of funds and alterations to checks for Wrobel (2.0 hrs.), DiBello (1.8 hr.), Libby (1.2 hr.), McBride (1.0 hr.), Byers (1.2 hr.), Bridges (.8 hr.), Jackson (.8 hr.), and Truong (1.4 hr.) for input into Ex Parte Application and to Extend Receivership.</p>		
3/3/05	William. Kennedy EMVEST	Hours 1.00 Rate 180.00 180.00
<p>Meet w/Dennis Murphy and Stephen Baumgartner on accounting issues for litigation responses (1.0 hr.).</p>		
3/3/05	Dennis M.....Murphy EMVEST	Hours 1.90 Rate 330.00 627.00
<p>Call w/Stephen Baumgartner and Jim Felton on subpoena for production of documents (.5 hr.). Call to Jim Felton after reading Order (.4 hr.). Meet w/Stephen Baumgartner and Bill Kennedy on accounting issues for litigation responses (1.0 hr.).</p>		
3/3/05	Stephen J.....Baumgartner EMVEST	Hours 1.50 Rate 265.00 397.50
<p>Call w/Dennis Murphy and Jim Felton on subpoena for production of documents (.5 hr.). Meet w/Dennis Murphy and Bill Kennedy on accounting issues for litigation responses (1.0 hr.).</p>		
3/9/05	Nathan.. Wiebe EMVEST	Hours 3.50 Rate 140.00 490.00
<p>Prepared all requested items for Jim Felton to send to defendants; created CD rom w/current data (3.5 hrs.).</p>		
3/10/05	William. Kennedy EMVEST	Hours 1.00 Rate 180.00 180.00
<p>Read attorney's letter (1.0 hr.).</p>		
3/22/05	Dennis M.....Murphy EMVEST	Hours 0.30 Rate 330.00 99.00
<p>Email from Jim Felton about letter of March 21, 2005 from Luke (.3 hr.).</p>		

EMVEST LITIGATION RESPONSE(S)

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Amount

4/7/05	Stephen J.....Baumgartner EMVEST	Hours Rate	1.80 265.00	477.00
	Meet w/Dennis Murphy to identify key issues and data to be included in next Receiver's report (1.8 hr.).			
4/7/05	Dennis M.....Murphy EMVEST	Hours Rate	1.80 330.00	594.00
	Meet w/Stephen Baumgartner to identify key issues and data to be included in my next Receiver's report (1.8 hr.).			
4/12/05	Dennis M.....Murphy EMVEST	Hours Rate	1.50 330.00	495.00
	Meet w/Stephen Baumgartner and Nathan Wiebe to discuss spreadsheet presentation (1.5 hr.).			
4/12/05	Stephen J.....Baumgartner EMVEST	Hours Rate	3.00 265.00	795.00
	Start preparation of outline to identify content of sections in Second Receiver's Report (1.5 hr.). Meet w/Dennis Murphy and Nathan Wiebe to discuss spreadsheet presentation (1.5 hr.).			
4/12/05	Nathan.. Wiebe EMVEST	Hours Rate	1.50 140.00	210.00
	Met w/Dennis Murphy and Stephen Baumgartner discussed spreadsheet presentation (1.5 hr.).			
4/14/05	Stephen J.....Baumgartner EMVEST	Hours Rate	2.80 265.00	742.00
	Identification of exhibits to be included in Second Receiver's Report to support narrative (2.8 hrs.).			
4/19/05	Dennis M.....Murphy EMVEST	Hours Rate	1.10 330.00	363.00
	Review w/Stephen Baumgartner and Nathan Wiebe requirements for report (.5 hr.). Work w/Stephen Baumgartner on report to Court (.6 hr.).			
4/19/05	Stephen J.....Baumgartner EMVEST	Hours Rate	13.50 265.00	3,577.50
	Review w/Dennis Murphy and Nathan Wiebe requirements for report (.5 hr.). Prepare first draft of summary of operations (2.6 hrs.), explanation of financial statements (1.8 hr.), description of historical loan transactions (2.4 hrs.), and petition for instructions (1.8 hr.) for Receiver's Second Report. Prepare first draft of complete spreadsheets and exhibits to support Receiver's Second Report (3.8 hrs.). Work w/Dennis Murphy on report to Court (.6 hr.).			

EMVEST LITIGATION RESPONSE(S)

Amount

4/19/05	Nathan.. Wiebe EMVEST	Hours Rate	0.50 140.00	70.00
	Review w/Stephen Baumgartner and Dennis Murphy requirements for report (.5 hr.).			
4/20/05	Dennis M.....Murphy EMVEST	Hours Rate	3.10 330.00	1,023.00
	Work w/Stephen Baumgartner on report and schedules to the Court (1.9 hr.). Work w/Nathan Wiebe on details for report (.4 hr.). Do a final review of report and tabs (.4 hr.). Read SEC 66 page fax dated 4/20/05 (.4 hr.).			
4/20/05	William. Kennedy EMVEST	Hours Rate	0.50 180.00	90.00
	Check Nathan Wiebe's withdrawal list (.5 hr.).			
4/20/05	Nathan.. Wiebe EMVEST	Hours Rate	0.90 140.00	126.00
	Review w/Stephen Baumgartner check to Applied Business Software (.2 hr.); review w/Stephen Baumgartner circumstances and information (.3 hr.). Work w/Dennis Murphy on details for report (.4 hr.).			
4/20/05	Stephen J.....Baumgartner EMVEST	Hours Rate	8.00 265.00	2,120.00
	Meet w/Jim Felton re content of Receiver's Second Report (.1 hr.). Review w/Nathan Wiebe check to Applied Business Software (.2 hr.). Review w/Nathan Wiebe circumstances and information (.3 hr.). Incorporate changes to Receiver's Second Report and prepare complete revised narrative (2.8 hrs.). Prepare revised exhibits to support narrative for Receiver's Second Report (3.2 hrs.). Work w/Dennis Murphy on report and schedules to the Court (1.9 hr.).			

Total Time Charges **23,889.50**

Activity: LITIGATION RESPONSE(S) **23,889.50**

Grand Total: **23,889.50**

AmountActivity: TAX ISSUES

2/9/05	Dickson.... Hung EMVEST	Hours Rate	0.50 180.00	90.00
	Discuss 2004 financial statements w/Dennis Murphy and Bill Kennedy (.5 hr.).			
2/9/05	William. Kennedy EMVEST	Hours Rate	0.50 180.00	90.00
	Discuss 2004 financial statements w/Dennis Murphy and Dickson Hung (.5 hr.).			
2/9/05	Dennis M.....Murphy EMVEST	Hours Rate	0.50 330.00	165.00
	Discuss 2004 financial statements w/Dickson Hung and Bill Kennedy (.5 hr.).			
2/24/05	Dickson.... Hung EMVEST	Hours Rate	0.50 180.00	90.00
	Prepare 2004 tax returns (.5 hr.).			
3/1/05	Dickson.... Hung EMVEST	Hours Rate	5.00 180.00	900.00
	Prepare 2004 tax returns (5.0 hrs.).			
3/1/05	Ed..... Cantrell EMVEST	Hours Rate	0.60 110.00	66.00
	Composed and sent letter to B. Luke Pistorius, Esq and J. Stephen Hawkins, CPA re EIN Numbers (.6 hr.).			
3/2/05	Dickson.... Hung EMVEST	Hours Rate	4.00 180.00	720.00
	Prepare 2004 tax returns (4.0 hrs.).			
3/3/05	Dickson.... Hung EMVEST	Hours Rate	6.50 180.00	1,170.00
	Prepare 2004 tax returns (6.5 hrs.).			
3/4/05	Dickson.... Hung EMVEST	Hours Rate	4.50 180.00	810.00
	Prepare 2004 tax returns (4.5 hrs.).			

EMVEST TAX ISSUES

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Amount

3/7/05	Dickson.... Hung EMVEST	Hours Rate	3.00 180.00	540.00
	Prepare 2004 tax returns (3.0 hrs.).			
3/7/05	William. Kennedy EMVEST	Hours Rate	3.00 180.00	540.00
	Prep 1099 Misc (3.0 hrs.).			
3/8/05	William. Kennedy EMVEST	Hours Rate	2.90 180.00	522.00
	Meet w/Dennis Murphy and Dickson Hung on how to allocate income and expenses (.4 hr.). Prepare allocation schedule (2.5 hrs.).			
3/8/05	Dickson.... Hung EMVEST	Hours Rate	4.40 180.00	792.00
	Meet w/Dennis Murphy and Bill Kennedy on how to allocate income and expenses (.4 hr.). Prepare 2004 tax returns (4.0 hrs.).			
3/8/05	Dennis M.....Murphy EMVEST	Hours Rate	0.40 330.00	132.00
	Meet w/Dickson Hung and Bill Kennedy on how to allocate income & expenses (.4 hr.).			
3/9/05	Dickson.... Hung EMVEST	Hours Rate	6.00 180.00	1,080.00
	Prepare 2004 tax returns (6.0 hrs.).			
3/9/05	William. Kennedy EMVEST	Hours Rate	5.50 180.00	990.00
	Prepare Partners schedule of K-1s (4.0 hrs.). Prep information for 1099 Misc (1.5 hr.).			
3/10/05	Dickson.... Hung EMVEST	Hours Rate	6.50 180.00	1,170.00
	Prepare 2004 tax returns (6.5 hrs.).			
3/11/05	Dickson.... Hung EMVEST	Hours Rate	7.00 180.00	1,260.00
	Prepare 2004 tax returns (7.0 hrs.).			

Amount

3/14/05	Dickson.... Hung EMVEST	Hours Rate	6.50 180.00	1,170.00
	Print out investors' K-1s for 2004 (6.5 hrs.).			
3/20/05	William. Kennedy EMVEST	Hours Rate	1.00 180.00	180.00
	Print out final 1099s and State form (1.0 hr.).			
3/22/05	Dickson.... Hung EMVEST	Hours Rate	0.50 180.00	90.00
	Meet w/Dennis Murphy and Bill Kennedy to discuss tax issues (.5 hr.).			
3/22/05	William. Kennedy EMVEST	Hours Rate	0.50 180.00	90.00
	Meet w/Dennis Murphy and Dickson Hung to discuss tax issues (.5 hr.).			
3/22/05	Dennis M.....Murphy EMVEST	Hours Rate	1.50 330.00	495.00
	Meet w/Dickson Hung and Bill Kennedy to discuss tax issues (.5 hr.). Call to Hawkins about definite time for conference call (.1 hr.). Review issues in March 21, 2005 letter (.9 hr.).			
3/23/05	Dickson.... Hung EMVEST	Hours Rate	4.10 180.00	738.00
	Work w/Dennis Murphy on possible changes to tax return (.6 hr.). Work w/Dennis Murphy on reworking the tax return (.5 hr.). Prepare 2004 tax returns based on Hawkins' new financial data (3.0 hrs.).			
3/23/05	William. Kennedy EMVEST	Hours Rate	0.50 180.00	90.00
	Work w/Dennis Murphy on changes to 12/31/04 statement (.5 hr.).			
3/23/05	Dennis M.....Murphy EMVEST	Hours Rate	2.70 330.00	891.00
	Work w/Bill Kennedy on changes to 12/31/04 statement (.5 hr.). Work w/Dickson Hung on possible changes to tax return (.6 hr.). Call to Hawkins review issues of the tax return (.4 hr.). Work w/Dickson Hung on reworking the tax return (.5 hr.). Review the regulations on portfolio income and declarations (.4 hr.). Review regulations on discount income (.3 hr.).			

EMVEST TAX ISSUES

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			<u>Amount</u>
3/23/05	Ed.... Cantrell EMVEST	Hours Rate	4.00 110.00 440.00
Started preparation of K-1 package (4.0 hrs.).			
3/24/05	Dickson.... Hung EMVEST	Hours Rate	9.00 180.00 1,620.00
Prepare 2004 tax returns based on Hawkins' new financial data (9.0 hrs.).			
3/24/05	Ed.... Cantrell EMVEST	Hours Rate	7.70 110.00 847.00
Composed and sent letter to Jim Felton re K-1 package (.2 hr.). Completed preparation of K-1 package (7.5 hr.).			
3/24/05	Dennis M.....Murphy EMVEST	Hours Rate	0.90 330.00 297.00
Review draft of the tax returns (.5 hr.). Review accrual to cash worksheet (.4 hr.).			
3/25/05	Dickson.... Hung EMVEST	Hours Rate	5.50 180.00 990.00
Reviewed K-1s w/Dennis Murphy found mistake on State K-1-- fixed (.5 hr.). Work on 2004 tax returns based on Hawkins' new financial data (5.0 hrs.).			
3/25/05	Dennis M.....Murphy EMVEST	Hours Rate	1.10 330.00 363.00
Reviewed K-1s with Dickson Hung found mistake on State K-1 forced the difference to zero \$800 as part of 17M is immaterial (.5 hr.). Reviewed all completed K-1 packages for address change--changed 8 addresses (.6 hr.).			
4/5/05	Dickson.... Hung EMVEST	Hours Rate	1.50 180.00 270.00
Update K-1 addresses of LLC members (1.5 hr.).			
4/5/05	Dennis M.....Murphy EMVEST	Hours Rate	0.30 330.00 99.00
Answer questions on K-1s (.3 hr.).			
4/12/05	Dickson.... Hung EMVEST	Hours Rate	2.00 180.00 360.00
Update K-1 addresses of LLC members (2.0 hrs.).			

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SERVICE LIST

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
v. EMVEST MORTGAGE FUND, et al.
CASE NO. 04CV2295-DMS (LSP)

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8 Dennis Murphy

9
10 **UNITED STATES DISTRICT COURT**
11 **SOUTHERN DISTRICT OF CALIFORNIA**

12 UNITED STATES SECURITIES AND
13 EXCHANGE COMMISSION,

14 Plaintiff,

15 vs.

16 EMVEST MORTGAGE FUND, LLC,
17 EMVEST, INC., and MILON LYLE
18 BROCK,

19 Defendants.

CASE NO. 04CV2295-DMS (LSP)

**SECOND FEE APPLICATION
FOR PAYMENT OF
ATTORNEY'S FEES AND
EXPENSES; DECLARATION
OF JAMES R. FELTON IN
SUPPORT THEREOF**

**Date: May 27, 2005
Time: 10:30 a.m.
Ctrm: 10
(Hon. Dana M. Sabraw)**

20 **I.**

21 **PRELIMINARY STATEMENT**

22 By Order entered May 13, 2005, this Court requested that the Receiver and
23 counsel submit a brief statement regarding their interim fees. This application
24 shall constitute the Receiver's counsel's second request for fees and costs. This
25 request will cover the time period from February 1, 2005 through May 20, 2005.

26 On February 24, 2005, this Court granted the Receiver and counsel's fee
27 interim fee request in part. Specifically, with reference to the Receiver, the Court
28 granted fees totaling \$130,000 out of a request of \$193,671.65. With reference to
counsel, the Court granted interim fees of \$20,000 out of a request of \$26,374.10.

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II.
ARGUMENT

**A. This Court Authorized The Receiver To Employ Professionals
And Further Authorized Payment From The Defendants.**

As part of this Court's December 3, 2004 Order, this Court authorized the Receiver, Dennis Murphy, to "employ attorneys, accountants, and others to investigate and (where appropriate) to pursue and prosecute all claims and causes of action of whatever kind which may now or hereafter exist as a result of the activities of Emvest Mortgage Fund, LLC or Emvest, Inc., or their past or present employees or agents." (Order, page 20, para. F.)

The Order also provided that:

"Defendants shall be responsible for the payment of costs, fees, and expenses of the permanent receiver incurred in connection with the performance of his duties described in this Order, including the costs and expense of those persons who may be employed by the permanent receiver to assist him in carrying out his duties. The receiver shall maintain detailed records of all expenses incurred conducting the receivership, such as salaries, rent, and any other reasonable operating and liquidating expenses."

(Order, page 23.)

The declaration of James R. Felton attached hereto details the fees and costs incurred for the period February 1, 2005 through May 15, 2005. The Receiver's fees and costs will be outlined by separate memorandum. On behalf of counsel, fees in the amount of \$13,603.50 and costs of \$1,051.43 are being sought for the same period. (Declaration of James R. Felton ("Felton Decl."), ¶ 2, Ex. "A".)

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(818) 362-6200 / (818) 986-5887
(213) 872-2655 FAX (818) 986-6334

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III.

CONCLUSION

Based upon the foregoing, the Receiver respectfully requests that this Court approve the fees and costs associated with his attorneys and permit the Receiver to pay such amount forthwith.

Dated: May 20, 2005

GREENBERG & BASS
A Registered Limited
Liability Partnership

By: 

JAMES R. FELTON
Attorneys for Receiver,
Dennis Murphy

DECLARATION OF JAMES R. FELTON

I, James R. Felton, declare as follows:

1. I am an attorney duly licensed to practice law in this Court and am a partner in the law firm of Greenberg & Bass, counsel for the Receiver herein. The facts recited in this declaration are known to me of my own personal knowledge, and if called upon to testify as a witness, I could and would competently testify thereto.

2. Attached hereto as Exhibit "A" is a true and correct copy of my office's billing totals for the period February 1, 2005 through May 15, 2005. The total amount outstanding is \$13,603.50 for fees and \$1,051.43 in costs.

3. As was the case with the first application, my hourly fee has been capped at \$250 per hour. My regular hourly fee is \$325. Moreover, with limited exception, virtually all of the time billed on this matter has been done by me. We have tried not to utilize more than one lawyer on this matter at any time, and certainly only one lawyer has appeared on behalf of the Receiver at every hearing.

4. As the parties know, I have also attempted to limit the need for my actual appearance unless absolutely necessary. For example, Magistrate Pappas had scheduled a continued ENE for March 14, 2005. Given the expense to the Estate, I believed that my appearance, although initially required, should be excused. I contacted the court and all parties to request that I be permitted to appear by phone or have my appearance excused. The court gave permission to allow Mr. Murphy to appear by himself without me. By not appearing, the Estate saved considerable dollars.

5. I have reviewed the time entries submitted on Exhibit "A" and believe them to be reasonable given the nature of this matter and the amount of work that was needed to be performed. I respectfully request that this Court grant this request for fees and permit the Receiver to pay such amount from funds on hand.

1 I declare under penalty of perjury pursuant to the laws of the State of
2 California that the foregoing is true and correct. Executed this 20th day of May,
3 2005 at Encino, California.

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7 JAMES R. FELTON
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LAW OFFICES
GREENBERG & BASS
A REGISTERED LIMITED LIABILITY PARTNERSHIP
16000 VENTURA BOULEVARD
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(213) 872 2653 FAX (818) 986-6534

Client	Trans Date	Tmkr	H P Tcd	Stmt # Rate	Hours to Bill	Amount		Ref
Fees								
300191.01000	02/01/2005	3	A 64	250.00	0.20	50.00	REVIEW LETTER FROM LUKE PISTORIUS RE: NOTICE TO INVESTORS	ARCH
300191.01000	02/01/2005	3	A 70	250.00	0.20	50.00	PREPARATION OF LEGAL BILLS FOR SUBMISSION TO COURT	ARCH
300191.01000	02/02/2005	3	A 75	250.00	0.30	75.00	CONFERENCE WITH SJB RE: LETTER FROM KORNFELD AND LEVY	ARCH
300191.01000	02/03/2005	3	A 70	250.00	1.00	250.00	PREPARATION OF FIRST APPLICATION FOR ATTORNEY'S FEES	ARCH
300191.01000	02/04/2005	3	A 70	250.00	0.50	125.00	PREPARATION OF FILING OF REQUEST FOR ATTORNEY'S FEES; TELEPHONE CALL TO DENNIS MURPHY RE: FILING OF DOCUMENTS	ARCH
300191.01000	02/04/2005	3	A 70	250.00	0.20	50.00	PREPARATION OF E-MAILS TO MOLLY WHITE AND LUKE PISTORIUS RE: PROFESSIONAL FEE REQUESTS	ARCH
300191.01000	02/07/2005	3	A 75	250.00	0.20	50.00	CONFERENCE WITH SJB RE: FILING OF RESPONSE TO DEFENDANTS' PAPERS	ARCH
300191.01000	02/08/2005	3	A 51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH MOLLY WHITE RE: RESPONSE TO DEFENDANTS' PAPERS AND POSSIBLE ADDITIONAL EX PARTE APPLICATION	ARCH
300191.01000	02/11/2005	3	A 51	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH MOLLY WHITE RE: FILING OF RESPONSE TO DEFENDANTS' RESPONSE	ARCH
300191.01000	02/11/2005	3	A 65	250.00	2.00	500.00	REVIEW AND REVISE RECEIVER'S RESPONSE TO DEFENDANTS' BRIEF	ARCH
300191.01000	02/11/2005	3	A 75	250.00	0.30	75.00	CONFERENCE WITH SJB RE: CHANGES TO RECEIVER'S RESPONSE	ARCH
300191.01000	02/12/2005	3	A 70	250.00	2.00	500.00	PREPARATION OF EX PARTE APPLICATION RE: EXTENSION OF RECEIVERSHIP TO INCLUDE EMERALD BAY FINANCIAL AND EMERALD BAY FUNDING	ARCH
300191.01000	02/15/2005	3	A 70	250.00	4.00	1000.00	PREPARATION OF EX PARTE APPLICATION RE: EXTENSION OF RECEIVERSHIP	ARCH
300191.01000	02/15/2005	3	A 52	250.00	0.50	125.00	TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: CHANGES TO HIS DECLARATION	ARCH
300191.01000	02/15/2005	3	A 51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH STEPHEN BAUMGARNER RE: EXHIBITS TO EX PARTE APPLICATION	ARCH
300191.01000	02/16/2005	3	A 51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH JUDGE SABRAW'S LAW CLERK RE: SCHEDULING OF EX PARTE APPLICATION	ARCH
300191.01000	02/16/2005	3	A 85	250.00	0.50	125.00	PREPARE E-MAIL CORRESPONDENCE AND RESPONSES TO AND FROM COUNSEL FOR ALL PARTIES RE: EX PARTE APPLICATION	ARCH
300191.01000	02/18/2005	3	A 52	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH CLIENT ED CANTRELL RE: PRODUCTION OF DOCUMENTS TO DEFENDANTS	ARCH
300191.01000	02/18/2005	3	A 85	250.00	0.30	75.00	PREPARE E-MAIL CORRESPONDENCE BOB COCCHIA RE: PRODUCTION OF DOCUMENTS IN RESPONSE TO SUBPOENA	ARCH
300191.01000	02/22/2005	3	A 52	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: UPCOMING DEPOSITIONS	ARCH
300191.01000	02/22/2005	3	A 41	250.00	0.50	125.00	REVIEW AND ANALYSIS OF RESPONSIVE BRIEF FILED BY DEFENDANTS	ARCH
300191.01000	02/22/2005	3	A 41	250.00	0.50	125.00	REVIEW AND ANALYSIS OF BRIEF FILED BY SEC IN RESPONSE TO EX PARTE	ARCH
300191.01000	02/23/2005	3	A 51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH DENNIS MURPHY RE: LATEST INVESTOR FILING	ARCH
300191.01000	02/23/2005	3	A 51	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH JUDGE	ARCH

EXHIBIT A

Greenberg & Bass

Client	Trans Date	Tmkr	H P	Tcd	Stmnt # Rate	Hours to Bill	Amount	Ref
Fees								
							SABRAW'S LAW CLERK RE: NEW FILING BY INVESTORS	
300191.01000	02/23/2005	3	A	51	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH MOLLY WHITE RE: HEARING ON RECEIVER'S REPORT AND OTHER ISSUES	
300191.01000	02/24/2005	3	A	74	250.00	0.50	125.00	ARCH
							PREPARE FOR HEARING ON FIRST RECEIVER'S REPORT AND OTHER ISSUES	
300191.01000	02/24/2005	3	A	83	250.00	3.00	750.00	ARCH
							TRAVEL TO SAN DIEGO FOR NEXT DAY COURT HEARING	
300191.01000	02/25/2005	3	A	74	250.00	2.00	500.00	ARCH
							PREPARE FOR HEARING ON FIRST VERIFIED REPORT; EX PARTE APPLICATION TO EXPAND RECEIVERSHIP	
300191.01000	02/25/2005	3	A	75	250.00	1.50	375.00	ARCH
							CONFERENCE WITH DENNIS MURPHY RE: HEARING ON FIRST VERIFIED REPORT	
300191.01000	02/25/2005	3	A	57	250.00	1.30	325.00	ARCH
							ATTENDANCE AT HEARING ON FIRST VERIFIED REPORT AND EX PARTE APPLICATION	
300191.01000	02/25/2005	3	A	83	250.00	4.50	1125.00	ARCH
							TRAVEL FROM SAN DIEGO TO LOS ANGELES RE: HEARING ON FIRST VERIFIED REPORT	
300191.01000	02/28/2005	3	A	51	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH DENNIS MURPHY RE: COURT'S ORDER	
300191.01000	02/28/2005	3	A	51	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH MARTY MCGUINN RE: COURT HEARING	
300191.01000	02/28/2005	3	A	51	250.00	0.30	75.00	ARCH
							TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: OUTSTANDING ISSUES	
300191.01000	03/03/2005	3	A	64	250.00	0.30	75.00	ARCH
							REVIEW ORDER FROM COURT ON FIRST VERIFIED REPORT	
300191.01000	03/03/2005	3	A	52	250.00	0.50	125.00	ARCH
							TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY AND STEPHEN BAUMGARNER RE: RESPONSE TO DEFENDANTS' SUBPOENA	
300191.01000	03/07/2005	3	A	51	250.00	0.30	75.00	ARCH
							TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: RESULTS OF HEARING AND RESPONSE TO DOCUMENT SUBPOENA ISSUES	
300191.01000	03/07/2005	6	A	1	250.00	0.70	175.00	ARCH
							REVIEW CORRESPONDENCE FROM D. MURPHY RE: OLIVE XXIII; TELEPHONE CONFERENCE WITH C. BOUCHER RE: SAME; INTEROFFICE CONFERENCE WITH J. FELTON RE: SAME	
300191.01000	03/09/2005	3	A	51	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: APPEARANCE AT ENE	
300191.01000	03/09/2005	3	A	51	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH JUDGE PAPAS' CLERK RE: APPEARANCE AT ENE	
300191.01000	03/09/2005	3	A	60	250.00	0.30	75.00	ARCH
							PREPARE CORRESPONDENCE TO JUDGE PAPAS RE: APPEARANCE AT ENE	
300191.01000	03/09/2005	3	A	85	250.00	0.40	100.00	ARCH
							PREPARE E-MAIL CORRESPONDENCE AND RESPOND TO E-MAILS RE: APPEARANCE OF RECEIVER AND COUNSEL AT ENE	
300191.01000	03/10/2005	3	A	70	250.00	0.50	125.00	ARCH
							PREPARATION OF LETTER TO LUKE PISTORIUS RE: RESPONSE TO SUBPOENA	
300191.01000	03/10/2005	3	A	70	250.00	1.00	250.00	ARCH
							PREPARATION OF DOCUMENTS TO BE FORWARDED TO DEFENDANTS IN RESPONSE TO SUBPOENA	
300191.01000	03/11/2005	6	A	1	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH D. MURPHY RE: OLIVE STREET AND CRAIG BOUCHER REQUEST	
300191.01000	03/15/2005	3	A	52	250.00	0.20	50.00	ARCH
							TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: RESULTS OF ENE	
300191.01000	03/15/2005	3	A	51	250.00	0.40	100.00	ARCH
							TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: POSSIBLE SETTLEMENT AT ENE AND DISCLOSURE TO INVESTORS RE: TAX DOCUMENTS	
300191.01000	03/15/2005	3	A	85	250.00	0.30	75.00	ARCH
							PREPARE E-MAIL CORRESPONDENCE	

Client	Trans Date	Tmkr	H P Tcd	Stmt # Rate	Hours to Bill	Amount	Ref
Fees							
						DISCLOSURES TO INVESTORS RE: TAX ISSUES	
300191.01000	03/16/2005	3 A	64	250.00	0.30	75.00 REVIEW LETTERS FROM LUKE PISTORIUS AND MOLLY WHITE RE: DISPUTE OVER TAX RETURN ISSUES	ARCH
300191.01000	03/17/2005	3 A	41	250.00	0.30	75.00 REVIEW AND ANALYSIS OF LETTER FROM PISTORIUS TO WHITE	ARCH
300191.01000	03/17/2005	3 A	52	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: UNION BANK ISSUES	ARCH
300191.01000	03/18/2005	3 A	52	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: RESPONSE TO LETTER FROM DEFENDANTS' COUNSEL	ARCH
300191.01000	03/18/2005	3 A	85	250.00	0.30	75.00 PREPARE E-MAIL CORRESPONDENCE TO DEFENDANTS' COUNSEL RE: TAX RETURN ISSUE	ARCH
300191.01000	03/18/2005	6 A	1	250.00	0.20	50.00 OFFICE CONFERENCE WITH S. BAUMGARTNER RE: NOTICES IN CONNECTION WITH OLIVE STREET MATTER	ARCH
300191.01000	03/21/2005	3 A	64	250.00	0.30	75.00 REVIEW LETTER FROM LUKE PISTORIUS	ARCH
300191.01000	03/21/2005	3 A	64	250.00	0.30	75.00 REVIEW LETTER FROM MOLLY WHITE	ARCH
300191.01000	03/21/2005	6 A	1	250.00	0.30	75.00 EXCHANGE EMAILS WITH D. MURPHY RE: OLIVE MATTER; EXCHANGE EMAILS WITH C. BOUCHER RE: SAME; OFFICE CONFERENCE WITH J, FELTON RE: SAME	ARCH
300191.01000	03/22/2005	3 A	52	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: TAX RETURN ISSUE	ARCH
300191.01000	03/22/2005	3 A	53	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH OPPOSING ATTORNEY LUKE PISTORIUS RE: TAX RETURN ISSUE	ARCH
300191.01000	03/22/2005	3 A	64	250.00	0.20	50.00 REVIEW E-MAIL FROM LUKE PISTORIUS RE: TAX RETURN ISSUES	ARCH
300191.01000	03/22/2005	6 A	1	250.00	0.20	50.00 REVIEW EMAIL FROM C. BOUCHER RE: OLIVE MATTER	ARCH
300191.01000	03/23/2005	3 A	52	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: HIS CONFERENCE WITH STEVEN HAWKINS	ARCH
300191.01000	03/23/2005	3 A	51	250.00	0.50	125.00 TELEPHONE CONFERENCE WITH CRAIG BOUCHER RE: FILING OF ACTION IN OLIVE 23 MATTER	ARCH
300191.01000	03/23/2005	6 A	1	250.00	0.70	175.00 OFFICE CONFERENCE WITH JRF RE: OLIVE STREET MATTER; CONFERENCE CALL WITH JRF AND C. BOUCHER RE: SAME; TELEPHONE CONFERENCE WITH CNA RE: NOTICE OF SALE; EXCHANGE EMAILS WITH C. BOUCHER; REVIEW CORRESPONDENCE FROM D. MURPHY RE: NOTICE OF SALE	ARCH
300191.01000	03/24/2005	6 A	1	250.00	0.30	75.00 REVIEW DOCUMENTS RE: OLIVE STREET MATTER	ARCH
300191.01000	03/25/2005	3 A	52	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: HIS CALL TO JUDGE PAPPAS	ARCH
300191.01000	03/25/2005	3 A	85	250.00	0.20	50.00 PREPARE E-MAIL CORRESPONDENCE LUKE PISTORIUS RE: REAL ESTATE SOFTWARE	ARCH
300191.01000	03/25/2005	3 A	60	250.00	0.30	75.00 PREPARE CORRESPONDENCE TO LUKE PISTORIUS RE: REQUEST FOR ADDITIONAL DOCUMENTS	ARCH
300191.01000	03/28/2005	3 A	85	250.00	0.30	75.00 PREPARE E-MAIL CORRESPONDENCE AND RESPOND RE: CLOSING STATEMENTS ON LOANS NEEDED TO BE REVIEWED BY RECEIVER	ARCH
300191.01000	03/29/2005	6 A	1	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH D. MURPHY RE: ESCROW PAYOUT ISSUES	ARCH

Client	Trans Date	Tmkr	H P Tcd	Stmt # Rate	Hours to Bill	Amount		Ref	
Fees									
300191.01000	03/31/2005	3	A	52	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: COMPUTER PROGRAM RE: LOAN ISSUES	ARCH
300191.01000	03/31/2005	6	A	1	250.00	0.40	100.00	OFFICE CONFERENCE WITH J. FELTON RE: OLIVE STREET TRO; TELEPHONE CONFERENCE WITH C. BOUCHER RE: SAME; REVIEW FAX FROM R. LEE RE: SAME	ARCH
300191.01000	04/04/2005	3	A	52	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: OFFER TO SELL INTEREST RE: OLIVE XXIII	ARCH
300191.01000	04/04/2005	3	A	53	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH OPPOSING ATTORNEY LUKE PISTORIUS RE: COMPUTER DISPUTES	ARCH
300191.01000	04/04/2005	3	A	51	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH NATHAN LEVY RE: COMPUTER DISPUTE ISSUES	ARCH
300191.01000	04/07/2005	3	A	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH HOWARD COHEN RE: APPLIED BUSINESS SOLUTIONS - POSSIBLE INFRINGEMENT CLAIM	ARCH
300191.01000	04/08/2005	6	P	1	250.00	0.30	75.00	OFFICE CONFERENCE WITH S. BAUMGARTNER RE: EMERALD BAY CHECK CASHING ISSUE	234
300191.01000	04/11/2005	6	P	1	250.00	0.30	75.00	OFFICE CONFERENCE WITH D. LANSON RE: EMERALD BAY CHECK CASHING ISSUE	235
300191.01000	04/11/2005	6	P	1	250.00	0.30	75.00	OFFICE CONFERENCE WITH D. LANSON RE: ISSUE INVOLVING ALTERATION OF ESCROW CHECKS	236
300191.01000	04/11/2005	38	P	7	265.00	0.40	0.00	MEETING WITH DA AND SB AS TO EMERALD BAY INVESTIGATION, AND REVIEW OF UNDERLYING DOCUMENTS THEREON (NO CHARGE)	237
300191.01000	04/13/2005	3	P	75	250.00	0.20	50.00	CONFERENCE WITH SJB RE: POSSIBLE PAYMENT BY EMERALD BAY FOR COMPUTER SOFTWARE	238
300191.01000	04/14/2005	38	P	2	265.00	0.90	238.50	RESEARCH EFFECT OF TRANSFER OF FUNDS TO EMERALD BAY AS TO EMVEST'S LICENSING AND ANOTHER OTHER POTENTIAL EFFECTS	239
300191.01000	04/15/2005	38	P	2	265.00	1.00	265.00	RESEARCH REAL ESTATE LICENSING RULES AND OTHER APPLICABLE STATUTES AS TO NEED FOR FURTHER ENFORCEMENT OF EMVEST'S RIGHTS AND REMEDIES	240
300191.01000	04/15/2005	6	P	1	250.00	0.20	50.00	OFFICE CONFERENCE WITH D. LANSON RE: RESEARCH ON CHECK FORGERY	241
300191.01000	04/20/2005	3	P	70	250.00	1.00	250.00	PREPARATION OF SECOND RECEIVER'S REPORT	242
300191.01000	04/26/2005	3	P	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: NEW LOANS BY RECEIVER	243
300191.01000	05/02/2005	3	P	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH MOLLY WHITE RE: REQUEST FOR DOCUMENTS	246
300191.01000	05/03/2005	3	P	52	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: RESPONSE TO DEFENDANT'S REQUEST FOR DOCUMENTS	244
300191.01000	05/03/2005	3	P	85	250.00	0.20	50.00	PREPARE E-MAIL CORRESPONDENCE LUKE PISTORIUS RE: RESPONSE TO REQUEST FOR DOCUMENTS	245
300191.01000	05/05/2005	3	P	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH ANITA - MAGISTRATE JUDGE'S CLERK RE: NEW ENE	247
300191.01000	05/05/2005	3	P	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH SUE HANNEN RE: NEW ENE	248
300191.01000	05/05/2005	3	P	51	250.00	0.30	75.00	TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: NEW ENE	249
300191.01000	05/06/2005	3	P	52	250.00	0.20	50.00	TELEPHONE CONFERENCE WITH CLIENT	250

Greenberg & Bass

Client	Trans Date	H Tmkr	P	Tcd	Stmt # Rate	Hours to Bill	Amount	Ref
Fees								
							DENNIS MURPHY RE: RESPONSE TO WILLIAM STUART RE: REQUEST FOR REIMBURSEMENT OF INVESTMENT	
300191.01000	05/06/2005	3	P	51	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH MOLLY WHITE RE: REQUEST FROM INVESTOR FOR RETURN OF MONIES	251
300191.01000	05/06/2005	3	P	60	250.00	0.30	75.00 PREPARE CORRESPONDENCE TO WILLIAM STUART RE: INVESTOR CLAIM	252
300191.01000	05/09/2005	3	P	41	250.00	0.40	100.00 REVIEW AND ANALYSIS OF OPPOSITION EMVEST RE: SECOND REPORT	253
300191.01000	05/09/2005	3	P	52	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: OPPOSITION TO SECOND REPORT	254
300191.01000	05/11/2005	3	P	52	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: LOAN DOCUMENTS	255
300191.01000	05/11/2005	3	P	51	250.00	0.30	75.00 TELEPHONE CONFERENCE WITH LUKE PISTORIUS RE: ADDITIONAL DOCS TO BE REVIEWED	256
300191.01000	05/13/2005	3	P	70	250.00	2.00	500.00 PREPARATION OF RESPONSE TO DEFENDANTS' RESPONSE	257
300191.01000	05/13/2005	3	P	75	250.00	0.30	75.00 CONFERENCE WITH STEVE BAUMGARTNER RE: PREPARATION OF RECEIVER'S RESPONSE	258
300191.01000	05/13/2005	3	P	52	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH CLIENT DENNIS MURPHY RE: RECEIVER'S RESPONSE	259
300191.01000	05/13/2005	3	P	64	250.00	0.50	125.00 REVIEW SUPPLEMENTAL REPLY FROM SEC; RESPONSE BY DEFENDANTS TO SEC	260
300191.01000	05/13/2005	3	P	64	250.00	0.30	75.00 REVIEW RESPONSE OF UNIFIED MORTGAGE SERVICES	261
300191.01000	05/13/2005	3	P	51	250.00	0.20	50.00 TELEPHONE CONFERENCE WITH CLERK OF JUDGE SABRAW'S COURT; REVIEW FAX RE: COURT ORDER ON INTERIM FEE APPLICATION	262
Total for Fees				Billable	54.70	13603.50		
Expenses								
300191.01000	02/01/2005	3	A	12			0.25 DUPLICATING CHARGES	ARCH
300191.01000	02/01/2005	3	A	12			0.75 DUPLICATING CHARGES	ARCH
300191.01000	02/01/2005	3	A	13			0.37 POSTAGE	ARCH
300191.01000	02/02/2005	3	A	12			12.25 DUPLICATING CHARGES	ARCH
300191.01000	02/04/2005	3	A	13	2.670		10.68 POSTAGE	ARCH
300191.01000	02/04/2005	3	A	14			29.76 EXCESS TOLL CHARGES	ARCH
300191.01000	02/04/2005	3	A	12			108.50 DUPLICATING CHARGES	ARCH
300191.01000	02/04/2005	3	A	12			2.75 DUPLICATING CHARGES	ARCH
300191.01000	02/09/2005	3	A	12			0.50 DUPLICATING CHARGES	ARCH
300191.01000	02/14/2005	3	A	13	1.520		6.08 POSTAGE	ARCH
300191.01000	02/14/2005	3	A	13			0.60 POSTAGE	ARCH
300191.01000	02/14/2005	3	A	12			56.00 DUPLICATING CHARGES	ARCH
300191.01000	02/14/2005	3	A	12			2.50 DUPLICATING CHARGES	ARCH
300191.01000	02/16/2005	3	A	13	3.850		15.40 POSTAGE	ARCH
300191.01000	02/16/2005	3	A	12			152.00 DUPLICATING CHARGES	ARCH
300191.01000	03/02/2005	3	A	14			28.80 EXCESS TOLL CHARGES	ARCH
300191.01000	03/10/2005	3	A	13			3.95 POSTAGE	ARCH
300191.01000	03/10/2005	3	A	13			0.37 POSTAGE	ARCH
300191.01000	03/23/2005	3	A	12			3.00 DUPLICATING CHARGES	ARCH
300191.01000	03/25/2005	3	A	13	3.950		7.90 POSTAGE	ARCH
300191.01000	03/25/2005	3	A	12			47.75 DUPLICATING CHARGES	ARCH
300191.01000	04/21/2005	3	P	13	2.440		9.76 POSTAGE	100
300191.01000	04/21/2005	3	P	12			10.75 DUPLICATING CHARGES	101
300191.01000	04/21/2005	3	P	12			101.50 DUPLICATING CHARGES	102

Client	Trans Date	H Tmkr P Tcd	Stmt # Rate	Hours to Bill	Amount	Ref
Expenses						
300191.01000	04/22/2005	3 P 10			14.20	PACER RESEARCH 1/10/05 - 1/18/05 99
300191.01000	05/05/2005	3 P 12			2.00	DUPLICATING CHARGES 104
300191.01000	05/05/2005	3 P 13			0.37	POSTAGE 105
300191.01000	05/05/2005	3 P 13			0.60	POSTAGE 106
Total for Expenses			Billable	0.00	629.34	
Advances						
300191.01000	02/15/2005	3 A 20			21.63	OVERNITE EXPRESS ARCH
300191.01000	02/17/2005	3 A 20			25.24	OVERNITE EXPRESS ARCH
300191.01000	02/22/2005	3 A 7			26.21	B. LUKE PISTORIUS, ESQ. - FEDERAL EXPRESS ARCH
300191.01000	02/25/2005	3 A 17			29.70	SERVICE OF PROCESS (U.S.D.C., SAN DIEGO) - AMERICAN LEGAL SUPPORT SERVICES, INC. ARCH
300191.01000	02/25/2005	3 A 17			29.70	SERVICE OF PROCESS (USDC, SAN DIEGO) - AMERICAN LEGAL SUPPORT SERVICES, INC. ARCH
300191.01000	02/25/2005	3 A 17			29.70	SERVICE OF PROCESS (USDC, SAN DIEGO) - AMERICAN LEGAL SUPPORT SERVICES, INC. ARCH
300191.01000	02/25/2005	3 A 17			14.85	SERVICE OF PROCESS (USDC, SAN DIEGO) - AMERICAN LEGAL SUPPORT SERVICES, INC. ARCH
300191.01000	02/25/2005	3 A 17			29.70	SERVICE OF PROCESS (USDC, SAN DIEGO) - AMERICAN LEGAL SUPPORT SERVICES, INC. ARCH
300191.01000	02/28/2005	3 A 7			176.65	TRAVEL EXPENSES - Merrill Lynch ARCH
300191.01000	03/11/2005	3 A 7			14.72	B. LUKE PISTORIUS - OVERNITE EXPRESS ARCH
300191.01000	04/22/2005	3 P 20			23.99	ROSE - OVERNITE EXPRESS 103
Total for Advances			Billable	0.00	422.09	
Payments						
300191.01000	03/04/2005	A 200	1		9222.25	PAYMENT - THANK YOU - CHECK # 010096 ARCH
300191.01000	03/04/2005	A 200	2		10619.43	PAYMENT - THANK YOU - CHECK # 010096 ARCH
300191.01000	03/04/2005	A 200	3		158.32	PAYMENT - THANK YOU - CHECK # 010096 ARCH
Total for Payments			Billable Payments	0.00	0.00	20000.00
GRAND TOTALS						
			Billable	54.70	14654.93	
			Payments		20000.00	

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PROOF OF SERVICE

1013A (3) CCP Revised 1/1/88

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California in the office of a member of the bar of this Court at whose direction the service was made. I am over the age of 18 and not a party to the within action. My business address is: 16000 Ventura Boulevard, Suite 1000, Encino, California 91436.

On May 20, 2005, I served the foregoing documents described as: **SECOND FEE APPLICATION FOR PAYMENT OF ATTORNEY'S FEES AND EXPENSES; DECLARATION OF JAMES R. FELTON IN SUPPORT THEREOF** on the interested parties in this action.

by placing the true copies thereof enclosed in sealed envelopes addressed as stated on the attached mailing list.

[BY MAIL] I caused such envelope to be deposited in the mail at Encino, California. The envelope was mailed with postage thereon fully prepaid.

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. postal service on that same day in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than 1 day after date of deposit for mailing in affidavit.

[BY FACSIMILE] I transmitted a true copy of said document by facsimile machine, pursuant to Rule 2005. The facsimile machine I used complied with Rule 2003(3) and no error was reported by the machine. Said fax transmission(s) were directed as indicated on the attached service list.

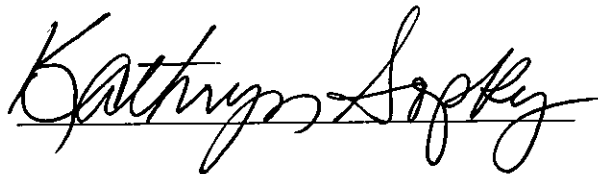
[BY EMAIL] I caused such document to be emailed to the offices of the addressees.

Executed on May 20, 2005, at Encino, California.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

(Federal) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Kathryn Sopky
(Type or Print Name)



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SERVICE LIST

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
v. EMVEST MORTGAGE FUND, et al.
CASE NO. 04CV2295-DMS (LSP)

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