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5 Accountants to the Chapter 7  
Trustee, Thomas H. Casey  
6  
7

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **SANTA ANA DIVISION**

11  
12  
13 In re ) Case No. 8:09-bk-16353-ES  
) (Substantively Consolidated)  
)  
14 PPA HOLDINGS, LLC, a California limited ) Chapter 7  
liability company )  
15 )  
16 ) **FIRST INTERIM APPLICATION FOR**  
17 ) **ALLOWANCE AND PAYMENT OF**  
18 ) **FEES AND REIMBURSEMENT OF**  
19 ) **EXPENSES OF HAHN FIFE & CO, LLP;**  
20 ) **DECLARATION OF DAVID L. HAHN IN**  
21 ) **SUPPORT THEREOF**  
22 )  
23 Debtor. )  
) Date: December 1, 2011  
) Time: 10:30 a.m.  
) Ctrm: 5A  
) 411 W. Fourth St.  
) Santa Ana, CA 92701  
)

24 **TO THE HONORABLE ERITHE A. SMITH, UNITED STATES BANKRUPTCY JUDGE:**

25 Hahn Fife & Company LLP ( "HFC" or the "Firm"), Accountants to Thomas H.  
26 Casey, Chapter 7 Trustee for the substantively consolidated estate of PPA Holdings LLC  
27 (the "Debtor"), in support of its 1<sup>st</sup> Interim application for allowance of fees and  
28 reimbursement of expenses pursuant to 11 U.S.C. §§ 328, 330 and 331, represents as

1 follows:

2

3 **I. INTRODUCTION**

4 **A.** This case was commenced on or about June 26, 2009 when the Debtor, and  
5 21 related entities filed voluntary petitions for relief under Chapter 11 of the Bankruptcy  
6 Code (the "Code"). All 22 cases were jointly administered. On April 6, 2010, Thomas H.  
7 Casey was appointed Chapter 11 Trustee for most of these Debtors and later appointed as  
8 Trustee for all 22 Debtors. On September 13, 2010 all 22 cases were converted from  
9 Chapter 11 to Chapter 7 and Thomas H. Casey was appointed as the Chapter 7 Trustee for  
10 each of the Debtors. On September 21, 2011 the Court signed an order authorizing the  
11 substantive consolidation of all 22 cases in the lead case of PPA Holdings LLC Case No.  
12 8:09-bk-16353-ES.

13 **B.** The Trustee determined that the services of HFC were required to provide  
14 certain accounting and financial advisory services to the bankruptcy estates.

15 **C.** The Firm was employed in this case by order entered on July 9, 2010 (notice  
16 served on May 12, 2010). The Firm's employment included services relating to: 1)  
17 Assisting the Trustee and Trustee's Counsel in the preparation of financial projections for  
18 the purposes of short term chapter 11 budgeting and for the development of a plan of  
19 reorganization, 2) Assisting the Trustee and Trustee's Counsel in the preparation of  
20 disclosure statements and plans of reorganization, including a liquidation analysis, an  
21 analysis of cash required on the effective date, plan projections, and other financial  
22 information as requested by the Trustee or Trustee's Counsel, 3) Assisting the Trustee and  
23 Trustee's Counsel in the identification and pursuit of avoidable transfers, 4) Analyzing the  
24 estates' assets, liabilities, operations, and cash flow and the viability of potential plans of  
25 reorganization, 5) If requested, preparation of state and federal income tax returns and  
26 accounting services necessary to the preparation of those returns, 6) Assisting in the  
27 analysis of the tax implications of various alternatives, 7) Assisting the Trustee with the  
28 preparation of periodic reports to the Office of the United States Trustee, as necessary,

1 and 8) Any other reasonable accounting services requested by the Trustee or Trustee's  
2 Counsel.

3 D. As all 22 related cases have now been substantively consolidated pursuant  
4 to court order, this application includes services provided by HFC relating to all 22 Debtors  
5 on a consolidated basis. This application also includes services relating to both the  
6 Chapter 11 period, (April 6, 2010 through September 12, 2010), and the Chapter 7 period,  
7 (September 13, 2010 through November 9, 2011). These services are broken down by the  
8 Chapter 11 vs Chapter 7 periods on Exhibit "B" on a detailed basis and on Exhibit "A" on a  
9 summary basis by category.

10

11 **II. SUMMARY OF THE FIRM'S ACTIVITIES IN THE CASE AS ACCOUNTANTS**  
12 **TO THE TRUSTEE**

13 From April 6, 2010, through November 9, 2011 (the period covered by the this first  
14 interim fee application), HFC's services related to 1) the Analysis of Estate Properties  
15 , 2) the Analysis of Investor Offerings, 3) other research regarding properties and  
16 operations, 4) Assistance with the Trustee's Status Report, 5) assistance with 2nd TD  
17 Holder Agreements, 6) Forensic Analysis, 7) assistance with the Criminal Referral, 8)  
18 Governmental Agency and Creditor Matters, 9) assistance with the Trustee's Rule 1019  
19 Reports, 10) assistance with the Chapter 7 - 341a meeting, 11) Analysis regarding  
20 Substantive Consolidation, 12) Information Technology Matters, 13) Tax Analysis and  
21 Compliance, 14) Monthly Operating Reports, 15) Case Administration and Miscellaneous,  
22 and 16) services related to timekeeping, employment and fee applications.

23 The Applicant has broken down these categories to a greater degree than required  
24 by the Guide to Applications for Professional Compensation issued by the United States  
25 Trustee with the belief that a more detailed categorization will provide the Court and other  
26 readers with a clearer understanding of the services provided by HFC and the necessity  
27 and value of those services to the bankruptcy estate.

28 **Description of Professional Services:**

1 HFC has rendered valuable service to the substantively consolidated bankruptcy  
2 estates in the following areas:

3 A. Analysis of Estate Properties

4 The Chapter 11 Trustee was appointed on April 6, 2010. The order appointing the  
5 Trustee required him to file a status report with the Court within 30 days. This was a very  
6 considerable challenge considering that the Debtor estates originally included over 40  
7 individual properties, almost all of them highly leveraged and underperforming multi-family  
8 residential income properties, predominantly lower end apartment buildings in the Long  
9 Beach and Riverside areas of California and in Arizona. At that point in time, the Trustee  
10 faced essentially three alternatives with respect to each of these properties/debtors, 1) sell  
11 the property, 2) abandon the property, or 3) include the property in a Chapter 11 plan of  
12 reorganization to be funded by the future cash flow generated by the property. In order to  
13 assess the likelihood of a successful plan of reorganization, either a consensual plan or  
14 one employing the cram down provisions of 11 U.S.C. § 1129 had to be evaluated.  
15 Analyzing which alternative was in the best interests of the bankruptcy estates for over 40  
16 individual properties in only 30 days required a tremendous amount of data compilation  
17 and analysis in a short period of time on the part of the Trustee and his professionals.

18 Adding to the considerable difficulty of this task was the fact that prior to the  
19 appointment of the Trustee only a very minimal effort had been made to assess the  
20 likelihood of a successful reorganization with respect to any of the 40 plus properties.

21 The Trustee requested that HFC assist with this effort. Included in this category are  
22 the fees relating to:

- 23
- 24 1. Gathering information regarding each of these properties from a variety of  
25 sources including; data obtained from the creditors committee, data obtained  
26 from the Debtors' staff and financial advisors, data obtained directly from the  
27 Debtors accounting system, data obtained from offering circulars issued by  
28 the Debtor to raise money from investors in connection with various

- 1 . properties, and discussions with the Trustee, Trustee's Counsel, the
- 2 Trustee's property manager and others.
- 3 2. Preparing an analysis of the potential current equity to the estate for each
- 4 property.
- 5 3. Working with the Trustee's property manager to project stabilized cash flow
- 6 and occupancy data for the properties as well as the duration and costs
- 7 required to achieve these metrics, and
- 8 4. Preparing an analysis of the cash flow necessary to fund a plan at various
- 9 assumed consensual and cram down interest rates for secured lenders for
- 10 each property.

11 These analyses continued to be useful subsequent to the issuance of the Trustee's  
12 initial status report in connection with decisions relating to the abandonment of properties  
13 and the conversion of cases to Chapter 7. On that basis these analyses were periodically  
14 updated as new information became available as the cases progressed.

15 The Firm spent 71.5 hours in this category and incurred fees of \$23,952.50.

16

17 **B. Analysis of Investor Offerings**

18 When properties were acquired by the Debtor Entities, the purchase was normally  
19 funded in part through a mortgage loan obtained from a traditional lender secured by a first  
20 deed of trust. The principals of the Debtor entities routinely raised the additional funds  
21 required to purchase and rehabilitate the properties from private investors through the  
22 issuance of notes that were at least allegedly to be secured by an interest in the real  
23 property. As it turned out, most of the outstanding investor notes were deemed to be  
24 unsecured and only a small portion of the investor notes outstanding at the petition date  
25 were deemed to be secured by valid 2<sup>nd</sup> trust deeds on the subject properties. As of the  
26 petition date, 36 offerings remained outstanding totaling over \$91.5 million excluding  
27 accrued interest. Of that amount, approximately \$13.8 million was deemed to be secured  
28 by valid 2<sup>nd</sup> trust deeds in the related property. Over the years, prior to the significant

1 declines in real estate values that occurred beginning in about 2007 and 2008 the Debtor  
2 Entities had issued and repaid numerous other offerings, normally upon the sale or  
3 refinance of the related property.

4 Many of the \$91.5 million of unpaid investors at the petition date began making  
5 allegations of wrongdoing on the part of the principals of the Debtor Entities in the form of  
6 fraud, self dealing, and the operation of Ponzi scheme. These investors comprised the  
7 largest category of unsecured claimants of the bankruptcy estates. On that basis, the  
8 trustee deemed it appropriate for HFC to gather and analyze information relating to these  
9 unpaid offerings and the allegations being made by the investors.

10 Included in this category are the fees relating to:

- 11 1. Gathering information from various sources including; the accounting systems of the  
12 Debtor Entities, the Private Placement Memoranda ("PPM") that were used to  
13 solicit funds from investors, schedules maintained by the Debtor Entities, data  
14 provided by the creditor's committee, and discussions with the Trustee, Trustee's  
15 Counsel, the Trustee's property manager and others.
- 16 2. Analyzing the data provided and preparing a summary of the outstanding offerings.

17  
18 This research was made more difficult by the fact that the Debtor entities  
19 maintained two separate general ledger systems, one in the Irvine offices where Mr.  
20 Stewart worked reflecting transactions related to investor receipts and disbursements and  
21 one in the Long Beach offices where Mr. Packard worked that reflected detail transactions  
22 relating to the property management activities and updated only with summary postings  
23 from the Irvine general ledger. Unfortunately the software package used in Long Beach  
24 was essentially an outdated property management system with only a very crude general  
25 ledger accounting capability.

26 The Firm spent 45.7 hours in this category and incurred fees of \$12,628.50.

27

28 C. Research re properties and operations

1 Due to the considerable amount of information and analysis assembled by HFC in  
2 the course of its work, as outlined in part in the previous two categories, HFC was routinely  
3 asked by the Trustee or Trustee's counsel to investigate or research matters relating to  
4 individual properties or the operations of the Debtor Entities as such issues arose. These  
5 issues related to whether or not certain mortgages had in fact been repaid, The validity of  
6 certain liens claimed relating to certain properties, the actual ownership of certain  
7 properties, and the disposition of certain properties.

8 The Firm spent 46.6 hours in this category and incurred fees of \$15,723.50.

9 **D. Assistance with Trustee's Status Report**

10 As discussed above, the Trustee was required to issue a status report within 30  
11 days of his appointment. As noted above, HFC compiled a comprehensive analysis of the  
12 40 plus properties held by the Debtor Entities and those fees are included in the first  
13 category above entitled "Analysis of Estate Properties". Included in this category are the  
14 fees relating to other assistance provided by HFC to the Trustee in connection with the  
15 completion of his report, including:

- 16 1. Generating preliminary drafts of certain sections of the report discussing work  
17 performed by HFC,
- 18 2. The preparation of exhibits to the Trustee's report relating to work performed by  
19 HFC, and
- 20 3. Consulting with the Trustee and Trustee's counsel regarding the contents and  
21 conclusions included in the Trustee's report

22 The Firm spent 43.2 hours in this category and incurred fees of \$14,472.00.

23  
24 **E. 2nd TD Holder Agreements**

25 Once the Trustee determined that there was no viable reorganization plan that  
26 could be proposed in connection with any of the Debtor Entities, it was clear that the cases  
27 were likely to be administratively insolvent based on unpaid professional fees incurred  
28 prior to that point in time and on the estate equity in a handful of properties that could be

1 liquidated and generate proceeds to the estates. Fortunately, the Trustee and his  
2 professionals were able to devise a plan to obtain carve outs from the 2<sup>nd</sup> trust deed  
3 holders in a handful of properties that could potentially generate a significant amount of  
4 cash for the estates relating to properties which were otherwise underwater from the  
5 perspective of the estate without such agreements. These agreements were mutually  
6 beneficial to the bankruptcy estates and to the 2<sup>nd</sup> TD Holders who would have probably  
7 received nothing upon the imminent foreclosure by the 1<sup>st</sup> TD Holder. Obtaining and  
8 implementing these agreements required considerable effort on the part of the Trustee and  
9 his professionals. These agreements ultimately generated approximately \$1,000,000 in  
10 proceeds and will likely enable a distribution to unsecured creditors upon closure of the  
11 case.

12 Included in this category are the fees relating to:

- 13 1. The identification of properties where such an agreement was feasible and  
14 quantification of the potential benefit to the estates,
- 15 2. The compilation of data regarding the individual 2<sup>nd</sup> TD Holders and the amount of  
16 the claims held by those investors,
- 17 3. The preparation of schedules allocating the sale proceeds to the individual investors  
18 and the estates, and
- 19 4. Communications with the Trustee and Trustee's Counsel in connection with issues  
20 as they arose in the completion of these transactions.

21

22 The Firm spent 36.7 hours in this category and incurred fees of \$12,744.50.

23

24 **F. Forensic Analysis**

25 Included in this category are the fees primarily relating to research and analysis  
26 regarding some of the allegations of wrongdoing on the part of the principals of the Debtor  
27 Entities. The Trustee was particularly interested in the issue of whether or not the  
28 principals of the Debtor Entities were effectively operating a Ponzi Scheme through there



1 dealings with investors in the offerings of the Debtor Entities over time. In addition to  
2 indicating wrongdoing on the part of the principals and potential causes of action against  
3 the principals, such a determination might reveal additional potential recoveries from  
4 investors who received more than 100% of their investment in returns. On that basis, HFC  
5 undertook an analysis of the sources and uses of cash by the Debtor Entities over the  
6 relevant period of time to determine whether or not a finding that the principals were  
7 operating a Ponzi scheme was likely. In addition, HFC conducted an investigation to  
8 identify specific investors who may have received returns totaling more than 100% of their  
9 original investment. In connection with these efforts, with the assistance of the Trustee  
10 and Trustee's Counsel, HFC also conducted research regarding current case law on the  
11 subject of Ponzi schemes and the recovery of transfers from investors.

12 HFC went over its findings with the Trustee and it was ultimately determined that it  
13 did not appear that it would be in the best interests of the estates to pursue such actions.

14 Also included in this category are fees relating to HFC's analysis of distributions to  
15 the principals from the Debtor Entities over time. This analysis was made more difficult by  
16 the practice of reflecting these transactions alternately as loans or equity transactions or  
17 both during various periods and often reclassifying the transactions and or the balances  
18 from one account to the other.

19

20 The Firm spent 153.6 hours in this category and incurred fees of \$36,207.00.

21

22 **G. Criminal Referral**

23 Based on HFC's considerable research and investigation into the operations and  
24 transactions of the Debtor Entities as detailed above, the Trustee asked HFC to draft a  
25 comprehensive outline of all of the indications of potential criminal activity on the part of  
26 the principals of which HFC had become aware during its work. HFC drafted an 11 page  
27 preliminary outline detailing 10 categories of conduct that HFC deemed noteworthy. The  
28 Trustee utilized this outline in the preparation of the preliminary criminal referral issued to

1 the Office of the United States Trustee in late 2010.

2 The Firm spent 18.8 hours in this category and incurred fees of \$6,305.50.

3  
4 **H. Governmental Agency and Creditor Matters**

5 HFC was frequently asked by the Trustee to respond to inquiries and requests for  
6 information from creditors and governmental agencies when these requests related to  
7 information of a financial nature or relating matters investigated by HFC. Information  
8 requested was compiled and forwarded to representatives of the California Department of  
9 Corporations and the Securities and Exchange Commission as well as the Creditors'  
10 Committee.

11 The Firm spent 37.7 hours in this category and incurred fees of \$12,044.50.

12  
13 **I. Rule 1019 Reports**

14 Upon conversion of the cases from Chapter 11 to Chapter 7 in September of 2010,  
15 the Trustee was required to file a report pursuant to Rule 1019 detailing the current status  
16 of all estate assets, unpaid administrative claims, and the activities of Trustee during the  
17 Chapter 11 case. This report had to cover all 22 pending cases for which the Trustee was  
18 responsible. The Trustee asked that HFC assist in the preparation of this report by  
19 compiling the information to be included in three exhibits to the report and preparing the  
20 exhibits. These exhibits included 1) A Summary of Assets Upon Conversion to Chapter 7,  
21 2) A Summary of Unpaid Professional fees and Costs upon conversion, and 3) a listing of  
22 Unpaid Administrative Claimants upon conversion.

23 The Firm spent 26.1 hours in this category and incurred fees of \$8,743.50.

24  
25 **J. Chapter 7 - 341a meeting**

26 In connection with the Code section 341a meeting of creditors subsequent to the  
27 conversion of the cases to Chapter 7, the Trustee asked that HFC compile an outline of  
28 inquiries to be asked of the principals of the Debtors while under oath at that meeting. The

1 purpose of these inquiries was to obtain information relating to the various matters being  
2 analyzed or investigated by HFC in connection with the 22 bankruptcy cases of the Debtor  
3 Entities. HFC compiled a 20 page outline of inquiries covering 23 categories. Compiling  
4 the outline required additional research into certain properties, offerings, and transactions  
5 in order to generate the appropriate inquiries on that subject. The Trustee utilized this  
6 outline in conducting the 341a meeting.

7 The Firm spent 39.7 hours in this category and incurred fees of \$13,299.50.

8  
9 **K. Analysis regarding Substantive Consolidation**

10 In order to assess the propriety of seeking substantive consolidation for some or all  
11 of the 22 related bankruptcy cases, the Trustee asked HFC to compile and analyze certain  
12 information regarding the impact of consolidation on creditors. HFC compiled information  
13 regarding valid unsecured claims of various estates and incorporated estimated of unpaid  
14 professional fees and estimates of the assets of each estate. This task was more difficult  
15 because the majority of the investor claims that have been filed have been filed in the  
16 wrong cases requiring adjustments to the valid claim amounts for analysis purposes.

17 In addition, HFC worked with Trustee's Counsel in the preparation of a declaration  
18 and related exhibits which were filed with the Trustee's motion seeking substantive  
19 consolidation.

20 The Firm spent 41.8 hours in this category and incurred fees of \$15,048.00.

21  
22 **L. Information Technology Matters**

23 Included in this category are the fees relating to obtaining access to the  
24 computerized records of the Debtor Entities. This access was instrumental to the  
25 investigation and analysis conducted by HFC as detailed in this application. Accounting  
26 systems utilized at both the Irvine and Long Beach offices were successfully installed at  
27 the Trustee's offices and have been utilized extensively since obtained.

28 The Firm spent 6.4 hours in this category and incurred fees of \$2,144.00.

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**M. Tax Analysis and Compliance**

Included in this category are the fees relating to:

1. Discussions with the Debtor's prior tax preparer, Haskell and White regarding the 2008 returns and other tax preparation issues.
2. The compilation of financial data necessary for the preparation of 2008 and 2009 returns for PPA Holdings, LLC, Pacific Property Assets, LLC, Ridgemont Condominiums, LLC, PPA Riverside, LLC, and Pine Villa
3. The preparation of 2008 state and federal income tax returns of PPA Holdings, LLC,
4. Analysis of the tax impact of certain transactions on the bankruptcy estates, and
5. Response to other tax questions and issues as they arose.

The Firm spent 120.1 hours in this category and incurred fees of \$42,678.50.

**N. Monthly Operating Reports**

Included in this category are the fees relating to the preparation and review of Monthly Operating Reports filed by the Debtor Entities during the Chapter 11 period.

Because these reports were prepared initially by Debtor personnel in Long Beach office and subsequently by the Trustee's staff, HFC had only minimal involvement comprised primarily of assisting in the transition of the preparation from Long Beach to the Trustee's staff.

The Firm spent 4.2 hours in this category and incurred fees of \$1,407.00.

**O. Case Administration and Miscellaneous**

Included in this category are the fees relating to administrative and miscellaneous services not relating to other categories and broken out. These services include, general meetings, discussions and communications regarding the status of the case, background information, or other general matters, and the review of various motions or pleadings not covered elsewhere.

1 The Firm spent 29.0 hours in this category and incurred fees of \$9,905.00.

2

3 P. Timekeeping Employment and Fee Applications

4 Included in this category are the fees relating to timekeeping, the preparation of this  
5 first interim fee application and the Firm's employment application in this case. Because  
6 this application covers an extended period of time and also includes both the Chapter 11  
7 period and the Chapter 7 period including 16 categories services, preparation of the  
8 application was more complex and required more time than the normal case.

9 The Firm spent 25.3 hours in this category and incurred fees of \$9,108.00.

10

11 Q. Summary of Fees by Category

|    | <u>Hours</u>                                 | <u>Amount</u> |
|----|----------------------------------------------|---------------|
| 12 |                                              |               |
| 13 | Analysis of Estate Properties                | 71.5          |
| 14 | Analysis of Investor Offerings               | 45.7          |
| 15 | Research regarding properties and operations | 46.6          |
| 16 | Assistance with Trustee's Status Report      | 43.2          |
| 17 | 2 <sup>nd</sup> TD Holder Agreements         | 36.7          |
| 18 | Forensic Analysis                            | 153.6         |
| 19 | Criminal Referral                            | 18.8          |
| 20 | Gov't Agency and Creditor Matters            | 37.7          |
| 21 | Rule 1019 Reports                            | 26.1          |
| 22 | Chapter 7 – 341a meeting                     | 39.7          |
| 23 | Substantive Consolidation                    | 41.8          |
| 24 | Information Technology Matters               | 6.4           |
| 25 | Tax Analysis and Compliance                  | 120.1         |
| 26 | Monthly Operating Reports                    | 4.2           |
| 27 | Case Administration and Misc.                | 29.0          |
| 28 | Timekeeping, Employment, and Fees            | 25.3          |
|    |                                              | 9,108.00      |
|    | Totals:                                      | 746.4         |
|    |                                              | \$236,411.50  |

23 III. ANALYSIS OF FEES AND COSTS

24 From April 6, 2010 to November 9, 2011 (the period covered by this fee  
25 application), HFC expended 746.4 hours on services to the Chapter 11 and Chapter 7  
26 bankruptcy estates resulting in fees of \$236,411.50, and no costs. Exhibit "A" (attached  
27 hereto) is a summary invoice of professional fees and expenses being requested which is  
28

1 supported by HFC's computerized time and billing system which is regularly maintained by  
2 HFC in the ordinary course of business. Exhibit "B" is a detailed schedule of professional  
3 fees incurred by category and Exhibit "C" is a summary of Fees incurred by category by  
4 professional.

5 As all 22 related cases have now been substantively consolidated pursuant to court  
6 order, this application includes services provided by HFC relating to all 22 Debtors on a  
7 consolidated basis. This application also includes services relating to both the Chapter 11  
8 period, April 6, 2010 through September 12, 2010, and the Chapter 7 period, September  
9 13, 2010 through November 9, 2011. These services are broken down by the Chapter 11  
10 vs Chapter 7 periods on Exhibit "B" on a detail basis and on Exhibit "A" on a summary  
11 basis by category.

12 The breakdown of fees by individual professional is summarized as follows:

13  
14 Summary of Fees by Professional – Current Period:

| 15 | <u>Name</u>      | <u>Hours</u> | <u>Ave. Rate</u> | <u>Amount</u>       |
|----|------------------|--------------|------------------|---------------------|
| 16 | David L. Hahn    | 539.8        | \$342.4          | \$184,805.50        |
| 17 | Donald T. Fife   | 68.6         | 360.0            | 24,696.00           |
| 17 | Audrey Schneider | <u>138.0</u> | 195.0            | <u>26,910.00</u>    |
| 18 | Totals:          | <u>746.4</u> |                  | <u>\$236,411.50</u> |

19  
20 The "Blended Billing Rate" for services rendered by the Firm was approximately  
21 \$316.7 per hour. See Exhibit "C" for the blended hourly rate for each category.  
22

23 **IV. STANDARD FOR REVIEWING FEE APPLICATION AND REIMBURSEMENT OF**  
24 **EXPENSES**

25 In Johnson v. Georgia Highway Express, Inc., 488 F.2d 719 (5th Circuit 1974), the  
26 Court set forth factors for determining a reasonable allowance of professional fees. These  
27 factors were made applicable to bankruptcy cases through In re First Colonial Corporation  
28 of America, 544 F.2d 1291, 1299 (5th Circuit 1977), cert. denied, 431 U.S. 904 (1977), and

1 they are now substantially codified in Section 330(a) of the Bankruptcy Code. These  
2 factors are applicable in the case at bar as follows:

3 **A. Time and Labor Required**

4 From April 6, 2010 to November 9, 2011, the Firm has expended 746.4 hours on  
5 this case. The above description of the history of this proceeding and the Firm's  
6 participation as accountants amply justify this expenditure of time.

7 **B. Novelty and Difficulty of the Questions**

8 This case has presented several unique and difficult issues with which the Firm had  
9 to wrestle with and attempt to resolve as mentioned in Section II, Summary of the Firm's  
10 Activities.

11 **C. Skill Required to Perform the Services Properly**

12 The detail provided in the body of this fee application illustrates the necessity of the  
13 Firm's extensive knowledge and skills in fulfilling its obligations to the Debtor estate.

14 **D. Customary Fees**

15 The rates charged by the Firm are normal charges for work performed on its  
16 customary services, without specially considering size and degree of responsibility,  
17 difficulty, complexity, or results achieved.

18 **E. Whether the Fee is Fixed or Contingent**

19 As in all bankruptcy proceedings, the Firm's fees in connection with serving as an  
20 estate's professional are subject to the discretion of the Court in determining the value of  
21 the services rendered to the estate, and are subject to the availability of the funds of the  
22 estate and, dependant on those events. However, the Firm's fees are not computed  
23 based on the amount of any recovery or otherwise dependant on the outcome of litigation  
24 or the nature of its report or testimony. Pursuant to its Employment application the fees  
25 requested by the Firm have been computed based on the hours spent on the engagement  
26 times the applicable hourly billing rate.

27 **F. Experience, Reputation and Ability of Firm**

28 The Firm has extensive knowledge in the real estate, corporate, commercial and

1 insolvency areas of finance and accounting. The professionals of the Firm providing  
2 services on behalf of the Debtor estate have considerable experience and resources  
3 available which have greatly assisted them in rendering such services. Accountants with  
4 lesser experience or available resources might have required additional time and costs to  
5 complete the assignment. Listed below are brief resumes of the key professionals  
6 providing services on this engagement:

7  
8 **DAVID L. HAHN, CPA, CIRA, CFE**

9 Mr. Hahn is a Partner in the accounting and consulting firm of Hahn Fife &  
10 Company LLP. He has over 20 years of business and financial experience in both private  
11 industry and public accounting. Mr. Hahn specializes in advising businesses regarding  
12 financial and accounting issues in connection with bankruptcy, turnaround, litigation and  
13 receivership matters. He currently serves as a Bankruptcy Trustee appointed by the  
14 United States Department of Justice in the Central District of California. Mr. Hahn has  
15 practiced in this field for over fourteen years. He was formerly a senior manager with the  
16 Financial Advisory Services Group at Coopers & Lybrand (now PriceWaterhouseCoopers),  
17 and a Partner with the Bankruptcy and Litigation practice of Squar Milner. Prior to that Mr.  
18 Hahn was an auditor with Deloitte and Touche and a Controller and Vice President with  
19 two major California financial institutions.

20 Mr. Hahn is a Certified Public Accountant, Certified Insolvency and Reorganization  
21 Advisor and a Certified Fraud Examiner. In 1997, he was the recipient of the Zolfo  
22 Cooper/Randy Waits Award from the Association of Insolvency and Restructuring  
23 Advisors, recognizing the highest three scores nationally on the CIRA examination. He  
24 received his Bachelor's Degree from Luther College in Economics and Accounting. He is  
25 also a member of the Orange County and Los Angeles Bankruptcy Forums, the American  
26 Bankruptcy Institute, the National Association of Bankruptcy Trustees, the American  
27 Institute of Certified Public Accountants and the California Society of CPA's.

28



1 **DONALD T. FIFE, CPA**

2 Mr. Fife currently practices exclusively in bankruptcy, turnaround and litigation  
3 consulting, providing services such as financial analysis, forensic accounting, tax services  
4 and expert witness testimony. He serves clients such as bankruptcy trustees, creditors,  
5 debtors, creditor's committees and parties to civil litigation.

6 Mr. Fife has over 16 years of business and financial experience in accounting,  
7 bankruptcy, turnaround, taxation and fraud investigation. He formerly practiced as an  
8 accountant and consultant with Price Waterhouse, FTI Policano & Manzo, PHB Hagler  
9 Baily, Inc., Biggs & Company and Spicer & Oppenheim. Over the last 14 years, his career  
10 has been concentrated in the areas of bankruptcy, turnaround, and litigation support.

11 Mr. Fife is a Certified Public Accountant licensed in California. He is also a member  
12 of the American Institute of Certified Public Accountants, the California Society of CPA's,  
13 the National Association of Bankruptcy Trustees, the American Bankruptcy Institute, and  
14 the California Bankruptcy Forum. He received his bachelor's degree in Business  
15 Administration/Accounting from California State University at Los Angeles.

16

17 **G. Professional Relationship with the Client**

18 The Firm has no prior relationship with the Debtors, nor does it expect to have any  
19 beyond the services provided in this case. The Firm has previously provided professional  
20 services to other clients of the law firm representing the Trustee or to bankruptcy trustees  
21 who are, or were, partners of that law firm. Mr. Hahn in his capacity as a bankruptcy  
22 trustee has also retained the law firm representing the Debtor to represent him in unrelated  
23 Chapter 7 bankruptcy estates. The Firm has also previously provided professional  
24 services to the Trustee or to clients of the Trustee's law firm. Mr. Hahn in his capacity as a  
25 bankruptcy trustee has also retained the Trustee's law firm to represent him in unrelated  
26 Chapter 7 bankruptcy estates. The Firm believes that no conflict of interest results there  
27 from.

28

1 **V. STATEMENT OF CLIENT PURSUANT TO THE GUIDELINES OF THE OFFICE**  
2 **OF THE UNITED STATES TRUSTEE**

3 The declaration of the Trustee, which indicates that he has reviewed this fee  
4 application and has no objection thereto, is attached.

5  
6 **VI. FUNDS ON HAND IN THE DEBTOR ESTATE**

7 The Firm has been informed that there are sufficient funds available to pay  
8 professionals at this time.

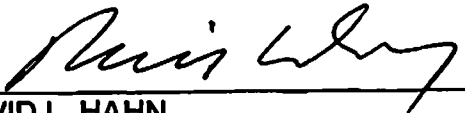
9 **VII. CONCLUSION**

10 The Firm submits that its requested fees are reasonable and the services rendered  
11 were of substantial benefit to the consolidated estate; the fees requested should therefore  
12 be allowed for payment.

13 WHEREFORE, the Firm prays that this Court enter its order approving fees and  
14 costs in the amount of \$106,187.50 (\$106,187.50 in fees and no costs) for the Chapter 11  
15 period (April 6, 2010 through September 12, 2010) and approving fees and costs in the  
16 amount of \$130,515.20 (\$130,224.00 in fees and \$291.20 costs) for the Chapter 7 period  
17 (September 13, 2010 through November 9, 2011). In total, the Firm prays that this Court  
18 enter its order approving fees and costs in the total amount of \$236,702.70 (\$236,411.50  
19 in fees and 291.20 costs) and authorizing compensation be paid to HFC in that amount, for  
20 the period covered by this fee application.

21  
22 DATED: November 9, 2011

Respectfully submitted,

23  
24 By: 

25 DAVID L. HAHN,  
26 Hahn Fife & Company LLP  
27 Accountants to the Trustee  
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**DECLARATION OF DAVID L. HAHN**

I, DAVID L. HAHN, do hereby declare:

1. I am a certified public accountant duly licensed to practice in the State of California.

2. I have personal knowledge of the facts herein, and if called upon to testify as a witness, I could and would competently testify as thereto.

3. In the ordinary course of its business, the Firm maintains a record of all time expended by its professionals on a computerized time and billing system. At or near the time professional services are rendered, accountants and other professionals of the Firm make an entry directly into the computer for the time expended including a detailed description of the services provided. The Firm's computerized billing system captures this data by engagement and extends the hours by the applicable billing rates for each professional. At any time a reimbursable charge is incurred on behalf of a client, a record is likewise made and entered into the computer. The Firm conducts its business in reliance upon the accuracy and completeness of such records. At the appropriate time for making a fee application, a computerized listing of all time and expense items is prepared and the totals of such items are transcribed to a Summary Invoice covering the period for which the services were rendered.

4. Attached hereto is Exhibit "A", which is the Summary Invoice for the period April 6, 2010 through November 9, 2011, with all applicable detail time and expense charged to the engagement. Based on my review, I believe that Exhibit "A" is a true and accurate compilation of the time spent and the expenses incurred in this matter as further detailed on Exhibits "B", "C" and "D".

5. No agreement or understanding between the Firm and any other entity exists for the sharing of any compensation to be received for services rendered by the Firm in connection with this case.

6. I have personally reviewed the fee application to which this Declaration is

1 attached to eliminate any duplicate charges and/or staff training time and have determined  
2 that (i) all charges contained therein were necessary and reasonable in the circumstances  
3 and (ii) such fee application complies with the Guidelines of the Office of the United States  
4 Trustee.

5 I declare under penalty of perjury, under the laws of the United States of America  
6 and the State of California that the foregoing is true and correct.

7 Executed this 9<sup>th</sup> day of November, 2011, at Rancho Santa Margarita, California.

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10 DAVID L. HAHN, CPA

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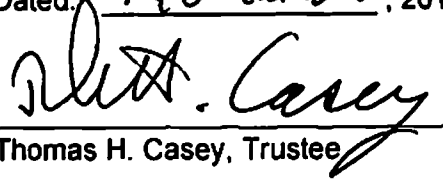
**DECLARATION OF THOMAS H. CASEY, TRUSTEE**

I, THOMAS H. CASEY, declare that:

1. I am the Chapter 7 Trustee in the consolidated Chapter 7 cases of Pacific Property Assets and I was formerly the Chapter 11 Trustee for those entities prior to conversion to Chapter 7.
2. I have reviewed the preceding Interim Fee Application of Hahn Fife & Company, LLP. I am in accord with the information provided in the in the application and have no objection to that application.
3. This declaration is submitted pursuant to the United States Trustee Fee Guide.
4. I have no objections to the services performed, or to the fees and costs incurred by Hahn Fife & Company, LLP as stated in their application.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: November 8, 2011

  
Thomas H. Casey, Trustee

In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Summary of Fees and Costs  
April 6, 2010 – November 9, 2011

Exhibit A

| Category                                     | Chapter 11 Period<br>to 9/12/2010 |                   | Chapter 7 Period<br>after 9/12/2010 |                   | Total        |                   |
|----------------------------------------------|-----------------------------------|-------------------|-------------------------------------|-------------------|--------------|-------------------|
|                                              | Hours                             | Fees              | Hours                               | Fees              | Hours        | Fees              |
| <b>Professional Fees:</b>                    |                                   |                   |                                     |                   |              |                   |
| Analysis of Estate Properties                | 71.5                              | 23,952.50         | -                                   | -                 | 71.5         | 23,952.50         |
| Analysis of Investor Offerings               | 19.0                              | 6,365.00          | 26.7                                | 6,263.50          | 45.7         | 12,628.50         |
| Research re properties and operations        | 36.5                              | 12,227.50         | 10.1                                | 3,496.00          | 46.6         | 15,723.50         |
| Assistance with Trustee Status Report        | 43.2                              | 14,472.00         | -                                   | -                 | 43.2         | 14,472.00         |
| 2nd TD Holder Agreements                     | 12.6                              | 4,221.00          | 24.1                                | 8,523.50          | 36.7         | 12,744.50         |
| Forensic Analysis                            | 75.1                              | 18,886.50         | 78.5                                | 17,320.50         | 153.6        | 36,207.00         |
| Criminal Referral                            | 18.5                              | 6,197.50          | 0.3                                 | 108.00            | 18.8         | 6,305.50          |
| Governmental Agency and Creditor Matters     | 8.1                               | 2,713.50          | 29.6                                | 9,331.00          | 37.7         | 12,044.50         |
| Rule 1019 Reports                            | -                                 | -                 | 26.1                                | 8,743.50          | 26.1         | 8,743.50          |
| Chapter 7 - 341a meeting                     | -                                 | -                 | 39.7                                | 13,299.50         | 39.7         | 13,299.50         |
| Analysis regarding Substantive Consolidation | -                                 | -                 | 41.8                                | 15,048.00         | 41.8         | 15,048.00         |
| Information Technology Matters               | 6.4                               | 2,144.00          | -                                   | -                 | 6.4          | 2,144.00          |
| Tax Analysis and Compliance                  | 22.3                              | 7,470.50          | 97.8                                | 35,208.00         | 120.1        | 42,678.50         |
| Monthly Operating Reports                    | 2.0                               | 670.00            | 2.2                                 | 737.00            | 4.2          | 1,407.00          |
| Case Administration and Miscellaneous        | 20.5                              | 6,867.50          | 8.5                                 | 3,037.50          | 29.0         | 9,905.00          |
| Timekeeping, Employment and Fee Applications | -                                 | -                 | 25.3                                | 9,108.00          | 25.3         | 9,108.00          |
| <b>Total fees</b>                            | <u>335.7</u>                      | <u>106,187.50</u> | <u>410.7</u>                        | <u>130,224.00</u> | <u>746.4</u> | <u>236,411.50</u> |
| <b>Expenses</b>                              |                                   | <u>-</u>          |                                     | <u>291.20</u>     |              | <u>291.20</u>     |
| <b>Total Fees and Expenses</b> .....         |                                   | <u>106,187.50</u> |                                     | <u>130,515.20</u> |              | <u>236,702.70</u> |

**In re Pacific Property Assets, Consolidated**  
**Hahn File & Company LLP**  
**Detailed Time by Category of Service**  
**April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>                                 | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u> | <u>Description</u>                                                                                                                                                                                                 |
|---------------------------------------------|-------------------------|--------------|--------------|-------------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b><u>Analysis of Estate Properties</u></b> |                         |              |              |             |             |                                                                                                                                                                                                                    |
| 9-Apr-10                                    | 11                      | DLH          | 3.7          | 335         | 1,239.50    | work on analysis of individual properties, review analysis with trustee                                                                                                                                            |
| 12-Apr-10                                   | 11                      | DLH          | 3.2          | 335         | 1,072.00    | work on analysis of properties schedule                                                                                                                                                                            |
| 12-Apr-10                                   | 11                      | DLH          | 0.5          | 335         | 167.50      | work with Trustee on analysis of properties                                                                                                                                                                        |
| 13-Apr-10                                   | 11                      | DLH          | 2.7          | 335         | 904.50      | work on property analysis, conf w/ trustee administrator re same                                                                                                                                                   |
| 13-Apr-10                                   | 11                      | DLH          | 1.4          | 335         | 469.00      | review depreciation schedules for PPA Holdings                                                                                                                                                                     |
| 13-Apr-10                                   | 11                      | DLH          | 0.5          | 335         | 167.50      | conf w/ trustee re conf call, property analysis and conf call on Thursday                                                                                                                                          |
| 14-Apr-10                                   | 11                      | DLH          | 2.7          | 335         | 904.50      | work on LLC property analysis                                                                                                                                                                                      |
| 14-Apr-10                                   | 11                      | DLH          | 1.8          | 335         | 603.00      | summarize and analyze daily bank account data and incorporate into analysis                                                                                                                                        |
| 14-Apr-10                                   | 11                      | DLH          | 0.9          | 335         | 301.50      | conf w/ trustee re property analysis and strategy re properties                                                                                                                                                    |
| 15-Apr-10                                   | 11                      | DLH          | 1.4          | 335         | 469.00      | review materials provided by debtor and update property analysis                                                                                                                                                   |
| 15-Apr-10                                   | 11                      | DLH          | 1.7          | 335         | 569.50      | conf call w/ trustee team to go over property schedule and discuss assignments, mtg w/ trustee and administrator after call                                                                                        |
| 16-Apr-10                                   | 11                      | DLH          | 6.7          | 335         | 2,244.50    | review March data provided by Debtor Staff and DSI, analyse and update cash flow data for property analysis and fwd to team.                                                                                       |
| 20-Apr-10                                   | 11                      | DLH          | 2.8          | 335         | 938.00      | conf w/ C Adams re operating data used by DSI for analysis purposes, update property analysis with that data                                                                                                       |
| 21-Apr-10                                   | 11                      | DLH          | 2.1          | 335         | 703.50      | work on analysis of occupancy rates over time by property                                                                                                                                                          |
| 23-Apr-10                                   | 11                      | DLH          | 2.5          | 335         | 837.50      | work on property analysis, update occupancy data                                                                                                                                                                   |
| 23-Apr-10                                   | 11                      | DLH          | 1.7          | 335         | 569.50      | conf w/ trustee re lender rejections of consensual plan and rates to use in analysis for cram down and consensual rate, draft emsgs to counsel re same, determine which lenders are important to contact           |
| 23-Apr-10                                   | 11                      | DLH          | 1.4          | 335         | 469.00      | select properties for stabilized analysis, run Yardi rent rolls for selected properties, assemble information to fwd to R Warren for analysis                                                                      |
| 23-Apr-10                                   | 11                      | DLH          | 1.3          | 335         | 435.50      | set up spreadsheet to capture input from R Warren re stabilized cash flow, compile and send additional information to R Warren                                                                                     |
| 23-Apr-10                                   | 11                      | DLH          | 0.7          | 335         | 234.50      | Prepare and Phone conversation with R Warren re stabilized cash flows and cut off issues for releif from stay stipulations                                                                                         |
| 23-Apr-10                                   | 11                      | DLH          | 1.3          | 335         | 435.50      | prepare and conf call with trustee, counsel, and prop mgr re status of properties and analysis and open issues and timing, followup mtg with trustee                                                               |
| 27-Apr-10                                   | 11                      | DLH          | 2.6          | 335         | 871.00      | work on PPA organization chart based on tax returns, investor ledgers, WNG work and input from Debtor staff                                                                                                        |
| 28-Apr-10                                   | 11                      | DLH          | 0.4          | 335         | 134.00      | Phone conversation with trustee and counsel re negotiations with WF and Orion                                                                                                                                      |
| 28-Apr-10                                   | 11                      | DLH          | 0.3          | 335         | 100.50      | Phone conversation with trustee and counsel re further negotiations with WF and Orion                                                                                                                              |
| 3-May-10                                    | 11                      | DLH          | 3.3          | 335         | 1,105.50    | work on footnotes to exhibits and equity and cash flow exhibit                                                                                                                                                     |
| 3-May-10                                    | 11                      | DLH          | 2.3          | 335         | 770.50      | work on revisions to payoff amounts, update exhibits                                                                                                                                                               |
| 3-May-10                                    | 11                      | DLH          | 1.7          | 335         | 569.50      | work on occupancy and vacancy exhibits                                                                                                                                                                             |
| 4-May-10                                    | 11                      | DLH          | 1.9          | 335         | 636.50      | work with TB to obtain updated payoff amounts for 1st TD's, update exhibits                                                                                                                                        |
| 12-May-10                                   | 11                      | DLH          | 0.5          | 335         | 167.50      | conf w/ ttee re cramdown interest rates and plan confirmation                                                                                                                                                      |
| 13-May-10                                   | 11                      | DLH          | 0.7          | 335         | 234.50      | review Ferrel interest rate declaration, respond to T Casey re applicability and relevance                                                                                                                         |
| 19-May-10                                   | 11                      | DLH          | 1.7          | 335         | 569.50      | Phone conversations with R Warren, C Adams, R Marticello re monthly cash collateral work going forward and preparation of MOR's, conf w/ Trustee re same                                                           |
| 21-Jun-10                                   | 11                      | DLH          | 3.7          | 335         | 1,239.50    | review and respond to emsg from trustee re updated reorg analysis for remaining properties, update analysis, conf w/ trustee re same, fwd analysis to trustee and counsel, Phone conversation with counsel re same |
| 6-Jul-10                                    | 11                      | DLH          | 2.1          | 335         | 703.50      | update reorgananalysis per trustee request and new data re value and cash flow                                                                                                                                     |
| 6-Jul-10                                    | 11                      | DLH          | 2.7          | 335         | 904.50      | update reorg analysis per input from comm counsel, draft discussion points re analysis                                                                                                                             |
| 6-Jul-10                                    | 11                      | DLH          | 0.6          | 335         | 201.00      | conf call with atty for Comm. trustee, counsel and PM, re reorg analysis                                                                                                                                           |
| 7-Jul-10                                    | 11                      | DLH          | 1.5          | 335         | 502.50      | revise soedule and discussion points per input from trustee and counsel, fwd to trustee and counsel                                                                                                                |
| 15-Jul-10                                   | 11                      | DLH          | 1.8          | 335         | 603.00      | reconcile 1st TD and 2nd TD amounts from trustee reports to supporting documentation and updated reports                                                                                                           |

**In re Pacific Property Assets, Consolidated**  
**Hahn Fife & Company LLP**  
**Detailed Time by Category of Service**  
**April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>                                         | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                                                                                  |
|-----------------------------------------------------|-------------------------|--------------|--------------|-------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 26-Jul-10                                           | 11                      | DLH          | 2.7          | 335         | 904.50           | prepare updated reorganization analyses per request of counsel, review and edit declaration to motion to convert,                                                   |
| <b>Subtotal</b>                                     |                         |              | <u>71.5</u>  |             | <u>23,952.50</u> |                                                                                                                                                                     |
| <b>Chap. 11</b>                                     |                         |              | <u>71.5</u>  |             | <u>23,952.50</u> |                                                                                                                                                                     |
| <b>Chap. 7</b>                                      |                         |              | -            |             | -                |                                                                                                                                                                     |
| <b><u>Analysis of Investor Offerings</u></b>        |                         |              |              |             |                  |                                                                                                                                                                     |
| 15-Apr-10                                           | 11                      | DLH          | 1.1          | 335         | 368.50           | review and analyze materials re investor data                                                                                                                       |
| 14-May-10                                           | 11                      | DLH          | 0.5          | 335         | 167.50           | conf w/ trustee re information from Wing Chow and access to investor information                                                                                    |
| 21-May-10                                           | 11                      | DLH          | 3.2          | 335         | 1,072.00         | review and analyze opportunity fund offering circular and financial exhibits, review and analyze summary financial data compiled by committee chair                 |
| 21-May-10                                           | 11                      | DLH          | 2.8          | 335         | 938.00           | review and analyze peachtree accounting records for 2008 and 2009 and compare to summary data                                                                       |
| 25-May-10                                           | 11                      | DLH          | 4.7          | 335         | 1,574.50         | trip to LB office to work with Wing Chow on investor information. incl partial travel time                                                                          |
| 25-May-10                                           | 11                      | DLH          | 0.5          | 335         | 167.50           | conf w/ trustee re investor information, S Lovet, and IMS document indexing                                                                                         |
| 28-Jun-10                                           | 11                      | DLH          | 2.8          | 335         | 938.00           | work on analysis of offerings, review PPM's                                                                                                                         |
| 15-Jul-10                                           | 11                      | DLH          | 2.4          | 335         | 804.00           | work on analysis of offerings                                                                                                                                       |
| 20-Jul-10                                           | 11                      | DLH          | 1.0          | 335         | 335.00           | research source of investor contact information, analyze investor payments by year                                                                                  |
| 10-Nov-10                                           | 7                       | DLH          | 0.2          | 335         | 67.00            | coordinate mtg with staff on Thursday                                                                                                                               |
| 19-Nov-10                                           | 7                       | DLH          | 2.4          | 335         | 804.00           | prepare and meet with staff to go over offering database assignment                                                                                                 |
| 24-Jan-11                                           | 7                       | SA           | 2.0          | 195         | 390.00           | Updates to PPA schedule by reviewing PPM's & journal entries for 1st 11 properties on schedule                                                                      |
| 24-Jan-11                                           | 7                       | SA           | 2.0          | 195         | 390.00           | Updates to PPA schedule by reviewing PPM's & journal entries for 1st 11 properties on schedule                                                                      |
| 25-Jan-11                                           | 7                       | SA           | 4.5          | 195         | 877.50           | Preparation of PPA schedule by review of PPM's & journal entries for additional 9 properties on schedule                                                            |
| 25-Jan-11                                           | 7                       | SA           | 4.5          | 195         | 877.50           | Preparation of PPA schedule by review of PPM's & journal entries for additional 9 properties on schedule                                                            |
| 8-Feb-11                                            | 7                       | DLH          | 2.9          | 360         | 1,044.00         | work with As on offering schedule, and new assignment re investor payoffs.                                                                                          |
| 8-Feb-11                                            | 7                       | SA           | 2.9          | 195         | 565.50           | Meeting w/David review of PPA schedule                                                                                                                              |
| 14-Feb-11                                           | 7                       | SA           | 2.0          | 195         | 390.00           | Additional updates & revisions to PPA schedule by review of journal entries & PPM's data                                                                            |
| 14-Feb-11                                           | 7                       | SA           | 2.0          | 195         | 390.00           | Additional updates & revisions to PPA schedule by review of journal entries & PPM's data                                                                            |
| 12-Apr-11                                           | 7                       | DLH          | 1.3          | 360         | 468.00           | research access to and data on Peachtree accounting system re investor deposits.                                                                                    |
| <b>Subtotal</b>                                     |                         |              | <u>45.7</u>  |             | <u>12,628.50</u> |                                                                                                                                                                     |
| <b>Chap. 11</b>                                     |                         |              | <u>19.0</u>  |             | <u>6,365.00</u>  |                                                                                                                                                                     |
| <b>Chap. 7</b>                                      |                         |              | <u>26.7</u>  |             | <u>6,263.50</u>  |                                                                                                                                                                     |
| <b><u>Research re properties and operations</u></b> |                         |              |              |             |                  |                                                                                                                                                                     |
| 12-Apr-10                                           | 11                      | DLH          | 2.7          | 335         | 904.50           | review documents provided by debtor staff, tax returns and financial stmts                                                                                          |
| 12-Apr-10                                           | 11                      | DLH          | 0.8          | 335         | 268.00           | Phone conversation with debtor controller re background information and documents available                                                                         |
| 19-Apr-10                                           | 11                      | DLH          | 3.2          | 335         | 1,072.00         | review addl documents forwarded from Linda, review disclosure statement, review committee website, review and respond to emails from Trustee and counsel            |
| 20-Apr-10                                           | 11                      | DLH          | 1.2          | 335         | 402.00           | review and respond to emsgs re various properties, obtain related financial information and fwd to counsel and Trustee                                              |
| 21-Apr-10                                           | 11                      | DLH          | 1.3          | 335         | 435.50           | review and respond to emsgs from counsel and trustee, gather requested data, Phone conversation with TD re property balance sheets and overhead shortfall going fwd |
| 21-Apr-10                                           | 11                      | DLH          | 0.4          | 335         | 134.00           | discussions with trustee re professional fees and Yardi data                                                                                                        |



In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Detailed Time by Category of Service  
April 6, 2010 – November 9, 2011

Exhibit B

| Date            | Chap.<br>11 v 7 | Staff | Hours       | Rate | Fees             | Description                                                                                                                                                                                      |
|-----------------|-----------------|-------|-------------|------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 22-Apr-10       | 11              | DLH   | 1.5         | 335  | 502.50           | run reports on Yardi, rent rolls and GL transaction reports                                                                                                                                      |
| 22-Apr-10       | 11              | DLH   | 1.1         | 335  | 368.50           | review and respond to emsgs from counsel and trustee re specific properties, obtain data and fwd                                                                                                 |
| 30-Apr-10       | 11              | DLH   | 0.8         | 335  | 268.00           | coordinate audit of cutoff for Dobson springs with PM debtor and Key bank counsel                                                                                                                |
| 14-May-10       | 11              | DLH   | 1.5         | 335  | 502.50           | conf call w/ Trustee and Wing Chow, former controller re accounting and financial issues, systems and documents                                                                                  |
| 10-Jun-10       | 11              | DLH   | 0.5         | 335  | 167.50           | Phone conversation with with Wing chow re Pine Villa and other issues                                                                                                                            |
| 15-Jun-10       | 11              | DLH   | 3.7         | 335  | 1,239.50         | review and research Yardi GL data, begin set up of cash sources and uses analysis                                                                                                                |
| 16-Jul-10       | 11              | DLH   | 6.4         | 335  | 2,144.00         | research Ridgemont acquisition and funding over time, PPM's, tax returns and GL research, draft summary to counsel trustee                                                                       |
| 16-Jul-10       | 11              | DLH   | 0.7         | 335  | 234.50           | conf call re Ridgemont cash issues and employment order issues, trustee and counsel                                                                                                              |
| 19-Jul-10       | 11              | DLH   | 0.6         | 335  | 201.00           | conf w/ L Miller re cash balances, Phone conversations with T Boychenko and B Marticello re cash balances, review past lender pymt schedules                                                     |
| 19-Jul-10       | 11              | DLH   | 0.3         | 335  | 100.50           | conf w trustee re cash balances, and Ridgement matters.                                                                                                                                          |
| 20-Jul-10       | 11              | DLH   | 0.7         | 335  | 234.50           | review summary of cash balances and conv w/ L Miller re same, review cash collateral budget from IPS and fwd to L Miller                                                                         |
| 23-Jul-10       | 11              | DLH   | 2.5         | 335  | 837.50           | research Ridgemont condo loan payoff and related disclosures, prepare schedule of loan activity and fwd to counsel and trustee                                                                   |
| 30-Jul-10       | 11              | DLH   | 3.4         | 335  | 1,139.00         | trip to LB office to go over documets to retain and move with IMS staff. conf w trustee re ridgemont issues and operating agreement                                                              |
| 17-Aug-10       | 11              | DLH   | 2.5         | 335  | 837.50           | research Ridgemont condos mortgage payoff issues per request of counsel, prepare schedule and attach documents, fwd to counsel                                                                   |
| 17-Aug-10       | 11              | DLH   | 0.7         | 335  | 234.50           | review and respond to emsgs re Ridgemont and 3626 PCH sales, Phone conversation with counsel re same                                                                                             |
| 20-Oct-10       | 7               | DLH   | 1.9         | 335  | 636.50           | Phone conversation with counsel re HOA lien on ridgement condos, review statements re same provided by IPS, research prior ridgement work, Phone conversations with HOA president and accountant |
| 22-Oct-10       | 7               | DLH   | 3.7         | 335  | 1,239.50         | compile data re Ridgemont condos expenditures by PPA at request of counsel, summarize data and fwd to counsel                                                                                    |
| 23-Feb-11       | 7               | DLH   | 0.3         | 360  | 108.00           | conf w/ trustee re Ridgemont ownership issues                                                                                                                                                    |
| 17-Mar-11       | 7               | DLH   | 0.4         | 360  | 144.00           | review and revise Hahn declaration for HOA settlement, leave voice msgs and emails for WG re same.                                                                                               |
| 17-Oct-11       | 7               | DLH   | 3.8         | 360  | 1,368.00         | research payoff of 3472 investor notes on GL, in prospectus, and prior analyses re properties and investors, review and respond to emsgs re same, Phone conversation with MW re same.            |
| <b>Subtotal</b> |                 |       | <u>46.6</u> |      | <u>15,723.50</u> |                                                                                                                                                                                                  |
| <b>Chap. 11</b> |                 |       | <u>36.5</u> |      | <u>12,227.50</u> |                                                                                                                                                                                                  |
| <b>Chap. 7</b>  |                 |       | <u>10.1</u> |      | <u>3,496.00</u>  |                                                                                                                                                                                                  |

Assistance with Trustee Status Report

|           |    |     |     |     |          |                                                                                       |
|-----------|----|-----|-----|-----|----------|---------------------------------------------------------------------------------------|
| 19-Apr-10 | 11 | DLH | 0.7 | 335 | 234.50   | conf w/ trustee re appraisals, report narrative, and coordinate computer installation |
| 20-Apr-10 | 11 | DLH | 0.9 | 335 | 301.50   | discussions with counsel and trustee re specific properties and report issues         |
| 25-Apr-10 | 11 | DLH | 1.9 | 335 | 636.50   | work on outline re report contents                                                    |
| 26-Apr-10 | 11 | DLH | 0.5 | 335 | 167.50   | conf w trustee re reorganization strategies                                           |
| 27-Apr-10 | 11 | DLH | 2.6 | 335 | 871.00   | begin drafting report sections assigned                                               |
| 27-Apr-10 | 11 | DLH | 1.9 | 335 | 636.50   | work on report exhibits and analysis                                                  |
| 27-Apr-10 | 11 | DLH | 1.0 | 335 | 335.00   | conf w trustee re reorganization strategies, Newco concept and report contents        |
| 28-Apr-10 | 11 | DLH | 3.8 | 335 | 1,273.00 | continue drafting report and related research                                         |
| 28-Apr-10 | 11 | DLH | 2.5 | 335 | 837.50   | work on report exhibits                                                               |
| 28-Apr-10 | 11 | DLH | 1.0 | 335 | 335.00   | conf w trustee re contents of report, problems with committee providing appraisals    |
| 28-Apr-10 | 11 | DLH | 0.7 | 335 | 234.50   | conf with trustee re treatment of claims under various scenarios                      |
| 29-Apr-10 | 11 | DLH | 5.2 | 335 | 1,742.00 | continue drafting report sections                                                     |
| 29-Apr-10 | 11 | DLH | 4.7 | 335 | 1,574.50 | work on reorganization analysis, equity analysis and report exhibits                  |

**In re Pacific Property Assets, Consolidated**  
**Hahn Fife & Company LLP**  
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**Exhibit B**

| Date            | Chap.<br>11 v 7 | Staff | Hours       | Rate | Fees             | Description                                                                                                                                                                  |
|-----------------|-----------------|-------|-------------|------|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 30-Apr-10       | 11              | DLH   | 2.5         | 335  | 837.50           | prepare and all hands call at 11:30, conf call w/ Key Bank counsel re cutoff issues, conf w/ E Smiley and R Marticello re negotiations for cash balances and cram down rates |
| 30-Apr-10       | 11              | DLH   | 1.1         | 335  | 368.50           | work on Exhibit C re Trustee intent and threshold amount, fwd to team, conf w/ trustee re same                                                                               |
| 1-May-10        | 11              | DLH   | 3.9         | 335  | 1,306.50         | work on revisions to report                                                                                                                                                  |
| 1-May-10        | 11              | DLH   | 1.1         | 335  | 368.50           | review and respond to emails from trustee, counsel and PM re report issues                                                                                                   |
| 2-May-10        | 11              | DLH   | 1.1         | 335  | 368.50           | review updated draft of report from trustee draft revisions and comments.                                                                                                    |
| 4-May-10        | 11              | DLH   | 2.3         | 335  | 770.50           | final review and revisions to report, finalize exhibits and fwd to Linda                                                                                                     |
| 25-May-10       | 11              | DLH   | 0.3         | 335  | 100.50           | review trustee response to objections                                                                                                                                        |
| 24-Jun-10       | 11              | DLH   | 3.5         | 335  | 1,172.50         | trip to Irvine storage under investor office, go through boxes, identify boxes to store vs discard, review and respond to emsgs re same                                      |
| <b>Subtotal</b> |                 |       | <u>43.2</u> |      | <u>14,472.00</u> |                                                                                                                                                                              |
| <b>Chap. 11</b> |                 |       | <u>43.2</u> |      | <u>14,472.00</u> |                                                                                                                                                                              |
| <b>Chap. 7</b>  |                 |       | -           |      | -                |                                                                                                                                                                              |

**2nd TD Holder Agreements**

|           |    |     |     |     |          |                                                                                                                                                                                               |
|-----------|----|-----|-----|-----|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 20-May-10 | 11 | DLH | 1.3 | 335 | 435.50   | review and respond to emsgs re 2nd TD deals, Linden property, mtg w/ Wing Chow, and computer access, conf w/ Trustee re abandonment hearing and offer on Pine                                 |
| 19-Jul-10 | 11 | DLH | 1.1 | 335 | 368.50   | prepare reorganization analyses for Daisy and Pine and fwd to counsel, per request                                                                                                            |
| 19-Jul-10 | 11 | DLH | 0.3 | 335 | 100.50   | Phone conversation with counsel re cash flow analysis for 1525 Pine                                                                                                                           |
| 5-Aug-10  | 11 | DLH | 1.1 | 335 | 368.50   | Phone conversation with counsel re Daisy prior offering, research payoff of prior offering, Phone conversation with counsel re findings.                                                      |
| 10-Aug-10 | 11 | DLH | 0.7 | 335 | 234.50   | review and respond to emsg re Pine PPM, locate PPM and fwd to counsel                                                                                                                         |
| 12-Aug-10 | 11 | DLH | 0.8 | 335 | 268.00   | review and respond to emsg from trustee re Linden, review and sign declaration and revised declaration, Phone conversation with counsel re Linden and dec.                                    |
| 30-Aug-10 | 11 | DLH | 2.9 | 335 | 971.50   | work on extracting contact info re Linden 2nd TD investors from Peachtree and from the server                                                                                                 |
| 1-Sep-10  | 11 | DLH | 1.8 | 335 | 603.00   | compile investor contact data from Peachtree per Trustee request for Linden offerings, coordinate w/ Lovett to obtain ACT data, fwd info to trustee                                           |
| 7-Sep-10  | 11 | DLH | 2.6 | 335 | 871.00   | extract Linden investor data from ACT, verify data to excel summaries of investors by offering, fwd data to trustee and counsel                                                               |
| 4-Nov-10  | 7  | DLH | 1.8 | 335 | 603.00   | prepare cash flow analysis for Linden and Daisy and fwd to counsel                                                                                                                            |
| 4-Nov-10  | 7  | DLH | 0.7 | 335 | 234.50   | research Daisy and Linden 1st and second TD amounts, Phone conversation with counsel re same                                                                                                  |
| 8-Nov-10  | 7  | DLH | 2.9 | 335 | 971.50   | review and respond to emsg from counsel re Daisy and Linden documents, search for Daisy and Linden PPM's and notes, Phone conversation with counsel re same                                   |
| 9-Nov-10  | 7  | DLH | 0.7 | 335 | 234.50   | review and respond to emsgs re Daisy and Linden declarations, sale motion, make corrections, review and sign declarations and fwd to counsel                                                  |
| 23-Feb-11 | 7  | DLH | 0.3 | 360 | 108.00   | conf call w/ trustee and counsel re allocation of proceeds to 2nd TD holders DAISY                                                                                                            |
| 23-Feb-11 | 7  | DLH | 0.3 | 360 | 108.00   | conf call w/ trustee and counsel re allocation of proceeds to 2nd TD holders PINE                                                                                                             |
| 23-Feb-11 | 7  | DLH | 0.2 | 360 | 72.00    | conf w/ trustee re allocation to 2nd TD holders DAISY                                                                                                                                         |
| 23-Feb-11 | 7  | DLH | 0.2 | 360 | 72.00    | conf w/ trustee re allocation to 2nd TD holders LINDEN                                                                                                                                        |
| 23-Feb-11 | 7  | DLH | 0.2 | 360 | 72.00    | conf w/ trustee re allocation to 2nd TD holders PINE                                                                                                                                          |
| 23-Feb-11 | 7  | DLH | 0.1 | 360 | 36.00    | conf call w/ trustee and counsel re allocation of proceeds to 2nd TD holders LINDEN                                                                                                           |
| 5-May-11  | 7  | DLH | 0.4 | 360 | 144.00   | Phone conversation with trustee counsel re calculation of investor payoffs on three properties sold                                                                                           |
| 11-May-11 | 7  | DLH | 3.7 | 360 | 1,332.00 | work on spreadsheet to allocate sale proceeds to 2nd TD holders in Daisy, Pine and 2032 and 2052 Linden                                                                                       |
| 12-May-11 | 7  | DLH | 1.7 | 360 | 612.00   | work on spreadsheet to allocate sale proceeds to 2nd TD holders in Daisy, Pine and 2032 and 2052 Linden, obtain proceeds information, draft emsg to M Weiland re prof fees, reviewed response |

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**Exhibit B**

| Date            | Chap.<br>11 v 7 | Staff | Hours       | Rate | Fees             | Description                                                                                                                                                                                               |
|-----------------|-----------------|-------|-------------|------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16-Jun-11       | 7               | DLH   | 3.8         | 360  | 1,368.00         | work on worksheets distributing sale proceeds to 2nd TD's, Pine Daisy and Linden, fwd to counsel, conf w/ Trustee re same.                                                                                |
| 17-Jun-11       | 7               | DLH   | 0.7         | 360  | 252.00           | leave msgs for counsel re distribution schedules 2nd TD's, conf with trustee re providing access to bank re supena of records, Phone conversation with counsel re same Holdings, try again to gain access |
| 21-Jun-11       | 7               | DLH   | 4.6         | 360  | 1,656.00         | work on changes to distribution schedules requested by counsel, Phone conversations with counsel re same, review and sign related declarations in each case. Pine Daisy and Linden                        |
| 30-Jun-11       | 7               | DLH   | 0.9         | 360  | 324.00           | review and respond to emsg from M Weiland, Phone conversation with MW re same, research certain investors on spreadsheets and Peechtree.                                                                  |
| 3-Nov-11        | 7               | DLH   | 0.9         | 360  | 324.00           | research issues re distributions to 2032 Linden 2nd TD holders at request of counsel, review numerous emsgs re same.                                                                                      |
| <b>Subtotal</b> |                 |       | <u>36.7</u> |      | <u>12,744.50</u> |                                                                                                                                                                                                           |
| <b>Chap. 11</b> |                 |       | <u>12.6</u> |      | <u>4,221.00</u>  |                                                                                                                                                                                                           |
| <b>Chap. 7</b>  |                 |       | <u>24.1</u> |      | <u>8,523.50</u>  |                                                                                                                                                                                                           |

**Forensic Analysis**

|           |    |     |     |     |          |                                                                                                                                                                                                                                                        |
|-----------|----|-----|-----|-----|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 15-Jun-10 | 11 | DLH | 0.8 | 335 | 268.00   | conf with Trustee re Ponzi issues and analysis                                                                                                                                                                                                         |
| 22-Jun-10 | 11 | DLH | 4.1 | 335 | 1,373.50 | work on sources and uses of cash for 2007, complete fixed asset analysis                                                                                                                                                                               |
| 23-Jun-10 | 11 | DLH | 5.3 | 335 | 1,775.50 | work on sources and uses of cash for 2007, complete analysis mortgages, investor notes, operations and compile summary. review and respond to emsgs re conf w/ committee and trustee professionals. coordinate with IMS re review of boxes on Thursday |
| 24-Jun-10 | 11 | DLH | 0.7 | 335 | 234.50   | finalize 2007 cash flow and fwd to trustee and counsel                                                                                                                                                                                                 |
| 25-Jun-10 | 11 | DLH | 4.8 | 335 | 1,608.00 | review materials recd from various creditors re Ponzi, fraud and other issues, prepare analysis of owner draws and loans receivable, draft and fwd emsg to trustee re list of potential asset categories                                               |
| 28-Jun-10 | 11 | DLH | 2.2 | 335 | 737.00   | draft instructions for AS re preparation of cash flow for other years. coordinate loading data and system on her computer                                                                                                                              |
| 28-Jun-10 | 11 | DLH | 0.9 | 335 | 301.50   | research issues re Ponzi caselaw, email counsel re same                                                                                                                                                                                                |
| 1-Jul-10  | 11 | DLH | 0.8 | 335 | 268.00   | coordinate work on cash flow for other years, meet with A Schneider pick up computer, coordinate installation of Yardi and data                                                                                                                        |
| 1-Jul-10  | 11 | DLH | 0.7 | 335 | 234.50   | conf w/ trustee re cash flow analysis and Ponzi issues                                                                                                                                                                                                 |
| 6-Jul-10  | 11 | DLH | 0.7 | 335 | 234.50   | coordinate installation of Yardi on AS laptop, Phone conversations with AS and IT consult.                                                                                                                                                             |
| 9-Jul-10  | 11 | DLH | 2.8 | 335 | 938.00   | go over preparation of sources and uses data with A Schneider                                                                                                                                                                                          |
| 9-Jul-10  | 11 | DLH | 0.8 | 335 | 268.00   | prepare for mtg w/ A Schneider, review sources and uses materials                                                                                                                                                                                      |
| 10-Jul-10 | 11 | SA  | 4.5 | 195 | 877.50   | Download, reformat, save, print 12 workbooks into 2004 PPA file and review 2008 workbooks                                                                                                                                                              |
| 10-Jul-10 | 11 | SA  | 1.5 | 195 | 292.50   | Set up 2004 Source and Use workbook spreadsheet schedules                                                                                                                                                                                              |
| 13-Jul-10 | 11 | SA  | 2.0 | 195 | 390.00   | Prepared pivot tables for fixed assets additions and COS including categorizing                                                                                                                                                                        |
| 16-Jul-10 | 11 | SA  | 6.0 | 195 | 1,170.00 | Prepared fixed assets, rehab, 1031 & deprec amort detail schedules                                                                                                                                                                                     |
| 17-Jul-10 | 11 | SA  | 2.0 | 195 | 390.00   | Prepare Sources & Uses schedule                                                                                                                                                                                                                        |
| 18-Jul-10 | 11 | SA  | 1.5 | 195 | 292.50   | Prepare Investor Notes Payable detail schedule- categorized detail                                                                                                                                                                                     |
| 21-Jul-10 | 11 | DLH | 0.5 | 335 | 167.50   | pcw/ staff on sources and uses                                                                                                                                                                                                                         |
| 23-Jul-10 | 11 | SA  | 3.0 | 195 | 585.00   | Review 2004 Mortgage Payable & Fixed Asset Detail meeting                                                                                                                                                                                              |
| 23-Jul-10 | 11 | DLH | 2.9 | 335 | 971.50   | work w/ staff on 2004 sources and uses                                                                                                                                                                                                                 |
| 25-Jul-10 | 11 | SA  | 2.0 | 195 | 390.00   | Categorizing each Fixed Asset for 2004                                                                                                                                                                                                                 |
| 26-Jul-10 | 11 | SA  | 0.5 | 195 | 97.50    | Reviewing Fixed Asset Journal Entries for 2004 categorizing                                                                                                                                                                                            |
| 1-Aug-10  | 11 | SA  | 1.5 | 195 | 292.50   | Investor Note Payable categorization for 2004                                                                                                                                                                                                          |
| 1-Aug-10  | 11 | SA  | 1.5 | 195 | 292.50   | Amortization/Depreciation detail categorization for 2004                                                                                                                                                                                               |
| 1-Aug-10  | 11 | SA  | 1.0 | 195 | 195.00   | Workbook schedule 2004 Preparation                                                                                                                                                                                                                     |
| 1-Aug-10  | 11 | SA  | 1.0 | 195 | 195.00   | 2004 Source & Use Schedule Preparation                                                                                                                                                                                                                 |
| 1-Aug-10  | 11 | SA  | 1.0 | 195 | 195.00   | Fixed Asset Journal Entry review for 2004 categorization continued                                                                                                                                                                                     |
| 4-Aug-10  | 11 | SA  | 2.8 | 195 | 536.25   | PPA 2004 combined Unsecured Notes Payable and Investor Notes Liability detail schedule and made other adjustments/changes to categories and schedules based on meeting review                                                                          |
| 4-Aug-10  | 11 | DLH | 2.3 | 335 | 770.50   | prepare and go over 2004 sources and uses work with A Schneider, discuss 2005 and later years                                                                                                                                                          |

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| Date      | Chap.<br>11 v 7 | Staff | Hours | Rate | Fees     | Description                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------|-----------------|-------|-------|------|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4-Aug-10  | 11              | SA    | 2.0   | 195  | 390.00   | PPA 2004 Meeting and Review schedules to identify changes needed and understand adjusting entries for proper categorizing                                                                                                                                                                                                                                                                             |
| 4-Aug-10  | 11              | SA    | 1.3   | 195  | 243.75   | PPA 2004 Prepare and modify Sources and Uses worksheet and subschedule                                                                                                                                                                                                                                                                                                                                |
| 3-Sep-10  | 11              | SA    | 1.0   | 195  | 195.00   | PPA 2004 Meeting 2004 Sources and Uses schedule review and discuss issues with Equity                                                                                                                                                                                                                                                                                                                 |
| 9-Sep-10  | 11              | SA    | 5.0   | 195  | 975.00   | PPA 2005 Set up 2005 files - export, copy create files, include P & L, TB, IS, Depreciation and Amortization, Mortgage Payable, Investor Note Liability supporting schedules, prepare detail schedules for categorizing transaction types for each transaction and set up pivot tables for Deprec/Amort, Inv Notes Liab, Mort Pay. Consolidated all schedules into 2005 Sources and Uses spreadsheet. |
| 10-Sep-10 | 11              | SA    | 1.8   | 195  | 351.00   | PPA 2005 Set up 2005 files - export, copy, create Fixed Asset Cost detail schedule, Owners Advance, Loan Receivable. Prepared Fixed Asset Cost detail for categorization.                                                                                                                                                                                                                             |
| 12-Sep-10 | 11              | SA    | 2.0   | 195  | 390.00   | PPA 2005 Categorized Depreciation/Amortization and Fixed Asset cost detail categories                                                                                                                                                                                                                                                                                                                 |
| 13-Sep-10 | 7               | SA    | 4.0   | 195  | 780.00   | PPA 2005 Categorized Mortgage Payable Detail and Investor Notes Liability schedules                                                                                                                                                                                                                                                                                                                   |
| 14-Sep-10 | 7               | SA    | 4.0   | 195  | 780.00   | 2005 Lookup journal entries to categorize Fixed asset Cost and Accumulated Depreciation, reconstruct balance sheet, prepared subschedule and worksheet                                                                                                                                                                                                                                                |
| 14-Sep-10 | 7               | SA    | 4.0   | 195  | 780.00   | 2005 Lookup journal entries to categorize Fixed asset Cost and Accumulated Depreciation, reconstruct balance sheet, prepared subschedule and worksheet                                                                                                                                                                                                                                                |
| 15-Sep-10 | 7               | SA    | 2.0   | 195  | 390.00   | 2005 worksheet and subschedule preparation continued                                                                                                                                                                                                                                                                                                                                                  |
| 16-Sep-10 | 7               | SA    | 2.5   | 195  | 487.50   | 2006 export files from Yardi to Excel, save and copy, including backups of TB, BS, IS, Depreciation and Amortization, Mortgage Payable, Investor Note Liability, Unsec Note Payable supporting schedules                                                                                                                                                                                              |
| 19-Sep-10 | 7               | SA    | 3.0   | 195  | 585.00   | 2006 format all spreadsheets and prepare for categorization                                                                                                                                                                                                                                                                                                                                           |
| 21-Sep-10 | 7               | SA    | 2.6   | 195  | 507.00   | 2006 categorize depreciation and amortization and fixed asset cost schedules                                                                                                                                                                                                                                                                                                                          |
| 5-Oct-10  | 7               | SA    | 3.0   | 195  | 585.00   | PPA 2006 Fixed Asset categorization and journal entry lookups continued. □ Categorized Investor Notes Liability detail.                                                                                                                                                                                                                                                                               |
| 6-Oct-10  | 7               | SA    | 3.0   | 195  | 585.00   | 10/6/10 PPA 2006 Categorized Mortgage Payable detail.                                                                                                                                                                                                                                                                                                                                                 |
| 7-Oct-10  | 7               | SA    | 2.6   | 195  | 507.00   | PPA 2006 Balance Sheet preparation and Unsecured Note Payable □ categorized and combined with Investor Notes Liability detail.                                                                                                                                                                                                                                                                        |
| 8-Oct-10  | 7               | SA    | 2.0   | 195  | 390.00   | 10/8/10 PPA 2006 Subschedule preparation.                                                                                                                                                                                                                                                                                                                                                             |
| 11-Oct-10 | 7               | SA    | 3.5   | 195  | 682.50   | 10/11/10 PPA 2006 Worksheet preparation and equity issue research. Set up                                                                                                                                                                                                                                                                                                                             |
| 1-Nov-10  | 7               | SA    | 2.5   | 195  | 487.50   | PPA 2008 export files from Yardi to Excel, save and copy, including backups of TB, BS, IS, Depreciation & Amortization, Mortgage Payable, Unsecured Notes Payable, Other Long Term Liabilities supporting schedules.                                                                                                                                                                                  |
| 2-Nov-10  | 7               | SA    | 2.8   | 195  | 546.00   | 2008 Format spreadsheets and prepare for categorization                                                                                                                                                                                                                                                                                                                                               |
| 3-Nov-10  | 7               | SA    | 3.0   | 195  | 585.00   | PPA 2008 Categorize fixed asset detail and journal entry lookups                                                                                                                                                                                                                                                                                                                                      |
| 3-Nov-10  | 7               | SA    | 1.0   | 195  | 195.00   | PPA 2008 Categorize depreciation & amortization                                                                                                                                                                                                                                                                                                                                                       |
| 4-Nov-10  | 7               | SA    | 4.0   | 195  | 780.00   | PPA 2008 Categorization of Mortgage Payable detail, Investor Notes Liab. and Unsecured Notes Payable                                                                                                                                                                                                                                                                                                  |
| 6-Nov-10  | 7               | SA    | 1.0   | 195  | 195.00   | PPA 2008 Prepared Balance Sheet                                                                                                                                                                                                                                                                                                                                                                       |
| 8-Nov-10  | 7               | SA    | 2.5   | 195  | 487.50   | PPA 2008 Prepared subschedule and worksheet                                                                                                                                                                                                                                                                                                                                                           |
| 9-Mar-11  | 7               | DLH   | 1.4   | 360  | 504.00   | prepare and meet with A Schneider re work on possible investor early payoff analysis. PPAH                                                                                                                                                                                                                                                                                                            |
| 9-Mar-11  | 7               | SA    | 1.0   | 195  | 195.00   | meeting with D Hahn re identification of investor payoffs                                                                                                                                                                                                                                                                                                                                             |
| 11-Mar-11 | 7               | DLH   | 0.3   | 360  | 108.00   | Phone conversation with A Schneider re work on possible investor early payoff analysis. PPAH                                                                                                                                                                                                                                                                                                          |
| 6-Apr-11  | 7               | DLH   | 2.9   | 360  | 1,044.00 | draft outline of issues re Ponzi analysis, conf w/ Trustee re same, fwd to counsel and trustee                                                                                                                                                                                                                                                                                                        |
| 14-Apr-11 | 7               | DLH   | 2.1   | 360  | 756.00   | work with Audrey on identified potential investor payoff actions..                                                                                                                                                                                                                                                                                                                                    |
| 14-Apr-11 | 7               | SA    | 2.1   | 195  | 409.50   | Mtg w David regarding research & investigation of Other Liabilities & Mortgages Payable for 2008-2010 signs of payoffs                                                                                                                                                                                                                                                                                |
| 16-Apr-11 | 7               | SA    | 1.0   | 195  | 195.00   | Download accounts 2310 & 2990, prepare schedule and research accounts & Yardi for payoffs of properties.                                                                                                                                                                                                                                                                                              |
| 21-Apr-11 | 7               | SA    | 1.2   | 195  | 234.00   | Meeting w/David to discuss research & review approach.                                                                                                                                                                                                                                                                                                                                                |

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**Exhibit B**

| <u>Date</u>                                            | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                                                                                                                                                                                                |
|--------------------------------------------------------|-------------------------|--------------|--------------|-------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 21-Apr-11                                              | 7                       | SA           | 4.0          | 195         | 780.00           | Yardi and Peachtree review accounts, revise schedule, print checks related to payoffs.                                                                                                                                                                                            |
| 21-Apr-11                                              | 7                       | DLH          | 1.2          | 360         | 432.00           | work with AS on Ponzi analysis.                                                                                                                                                                                                                                                   |
| 21-Apr-11                                              | 7                       | DLH          | 0.5          | 360         | 180.00           | conf w/ trustee re Ponzi analysis and records needed from principals                                                                                                                                                                                                              |
| 4-May-11                                               | 7                       | SA           | 4.0          | 195         | 780.00           | Peachtree finish printing checks & finalizing schedule. Discuss results with David.                                                                                                                                                                                               |
| 4-May-11                                               | 7                       | DLH          | 2.2          | 360         | 792.00           | work with AS re payoffs and ptential Ponzi targets                                                                                                                                                                                                                                |
| 4-May-11                                               | 7                       | DLH          | 1.2          | 360         | 432.00           | go over Ponzi analysis with AS, research potential remaining investors, review results prior to going over with trustee.                                                                                                                                                          |
| 4-May-11                                               | 7                       | DLH          | 0.4          | 360         | 144.00           | conf w/ trustee re results of Ponzi analysis                                                                                                                                                                                                                                      |
| <b>Subtotal</b>                                        |                         |              | <u>153.6</u> |             | <u>36,207.00</u> |                                                                                                                                                                                                                                                                                   |
| <b>Chap. 11</b>                                        |                         |              | <u>75.1</u>  |             | <u>18,886.50</u> |                                                                                                                                                                                                                                                                                   |
| <b>Chap. 7</b>                                         |                         |              | <u>78.5</u>  |             | <u>17,320.50</u> |                                                                                                                                                                                                                                                                                   |
| <b><u>Criminal Referral</u></b>                        |                         |              |              |             |                  |                                                                                                                                                                                                                                                                                   |
| 18-Jun-10                                              | 11                      | DLH          | 0.6          | 335         | 201.00           | conf w/ trustee re criminal referral, conf w/ L Miller re MOR's                                                                                                                                                                                                                   |
| 27-Jul-10                                              | 11                      | DLH          | 1.4          | 335         | 469.00           | begin work on OUST preliminary referral, conf w/ trustee re sale of properties and response to OUST                                                                                                                                                                               |
| 28-Jul-10                                              | 11                      | DLH          | 4.1          | 335         | 1,373.50         | work on criminal referral, work on summary of outstanding investor notes, research portfolio offerings and double use of collateral                                                                                                                                               |
| 29-Jul-10                                              | 11                      | DLH          | 3.6          | 335         | 1,206.00         | work on criminal referral, re financial information, double dipping on collateral, and other issues and conf w/ trustee re same,                                                                                                                                                  |
| 16-Aug-10                                              | 11                      | DLH          | 6.5          | 335         | 2,177.50         | work on referral, research owner distributions, yacht disbursements, condo disbursements, Apartments America,                                                                                                                                                                     |
| 17-Aug-10                                              | 11                      | DLH          | 2.3          | 335         | 770.50           | finish draft of preliminary referral and fwd to trustee, review articles and incorporate section re solicitation immediately prior to default.                                                                                                                                    |
| 27-May-11                                              | 7                       | DLH          | 0.3          | 360         | 108.00           | conf w/ trustee re criminal referral issues                                                                                                                                                                                                                                       |
| <b>Subtotal</b>                                        |                         |              | <u>18.8</u>  |             | <u>6,305.50</u>  |                                                                                                                                                                                                                                                                                   |
| <b>Chap. 11</b>                                        |                         |              | <u>18.5</u>  |             | <u>6,197.50</u>  |                                                                                                                                                                                                                                                                                   |
| <b>Chap. 7</b>                                         |                         |              | <u>0.3</u>   |             | <u>108.00</u>    |                                                                                                                                                                                                                                                                                   |
| <b><u>Governmental Agency and Creditor Matters</u></b> |                         |              |              |             |                  |                                                                                                                                                                                                                                                                                   |
| 28-Jun-10                                              | 11                      | DLH          | 0.6          | 335         | 201.00           | Phone conversation with DOC at request of Trustee, draft emsg to trustee re same                                                                                                                                                                                                  |
| 1-Jul-10                                               | 11                      | DLH          | 0.8          | 335         | 268.00           | conf call with counsel, trustee and property mgr re Preparation and assembly of for call with committee                                                                                                                                                                           |
| 6-Jul-10                                               | 11                      | DLH          | 1.2          | 335         | 402.00           | preape for conf call with committee counsel                                                                                                                                                                                                                                       |
| 15-Jul-10                                              | 11                      | DLH          | 0.5          | 335         | 167.50           | Phone conversation with DOC examiner re documents wanted by them and conf w/ trustee re same                                                                                                                                                                                      |
| 20-Jul-10                                              | 11                      | DLH          | 1.6          | 335         | 536.00           | prepare and conf call with committee and trustee and counsel and PM, conf w/ trustee re same                                                                                                                                                                                      |
| 30-Aug-10                                              | 11                      | DLH          | 3.4          | 335         | 1,139.00         | review and analyze investor counsel plan and expert declaration, Phone conversation with counsel re same                                                                                                                                                                          |
| 7-Oct-10                                               | 7                       | DLH          | 1.7          | 335         | 569.50           | review and respond to emsgs re DOC, Pine Villa and MAA's, research Pine Villa transaction                                                                                                                                                                                         |
| 8-Oct-10                                               | 7                       | SA           | 5.5          | 195         | 1,072.50         | Reviewed vendor invoices and categorized by property. Input vendor names and addresses into spreadsheet by property if payment is due based on the abandonment dates of properties. Identified errors of previous spreadsheet received.                                           |
| 16-Oct-10                                              | 7                       | SA           | 1.5          | 195         | 292.50           | 10/16/10 PPA Reviewed additional packet of vendor invoices and categorized by property. Input vendor names and addresses into spreadsheet by property if payment is due based on the abandonment dates of properties. Identified deiscrepancies of previous spreadsheet received. |
| 20-Oct-10                                              | 7                       | DLH          | 3.8          | 335         | 1,273.00         | compile data requested by DOC from Yardi, Peachtree and ACTand draft emsg to DOC re same                                                                                                                                                                                          |
| 22-Oct-10                                              | 7                       | DLH          | 1.3          | 335         | 435.50           | finish compiling information requested by DOC, draft letter, conf w/ trustee re same                                                                                                                                                                                              |

2A

Exhibit - B

**In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Detailed Time by Category of Service  
April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>                            | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                                                                                                                                                                                                                     |
|----------------------------------------|-------------------------|--------------|--------------|-------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4-Jan-11                               | 7                       | DLH          | 1.2          | 360         | 432.00           | Phone conversation with SEC rep Paparo re documentation and Opportunity Fund. conf w/ trustee re same                                                                                                                                                                                                  |
| 11-Jan-11                              | 7                       | DLH          | 0.7          | 360         | 252.00           | conf w/SEC re their information requests                                                                                                                                                                                                                                                               |
| 12-Jan-11                              | 7                       | DLH          | 0.2          | 360         | 72.00            | conf w/ L Miller re F&M bank accounts per SEC call                                                                                                                                                                                                                                                     |
| 31-Jan-11                              | 7                       | DLH          | 0.9          | 360         | 324.00           | conf w/ trustee re documents requested by DOC counsel, review and respond to emsgs re same, locate and fwd documents requested.                                                                                                                                                                        |
| 21-Apr-11                              | 7                       | DLH          | 0.5          | 360         | 180.00           | conf w/ trustee re DOC request for documents and retrieval from storage and Ridgemont issues                                                                                                                                                                                                           |
| 5-May-11                               | 7                       | DLH          | 3.1          | 360         | 1,116.00         | locate and or prepare information requested by DOC and fwd to trustee and staff.                                                                                                                                                                                                                       |
| 13-May-11                              | 7                       | DLH          | 3.6          | 360         | 1,296.00         | research and compile information requested by DOC, leave msg for DOC, conf w/ trustee re same.                                                                                                                                                                                                         |
| 16-May-11                              | 7                       | DLH          | 0.7          | 360         | 252.00           | Phone conversation with DOC staff, research issues raised                                                                                                                                                                                                                                              |
| 14-Oct-11                              | 7                       | DLH          | 4.9          | 360         | 1,764.00         | work with Neil on claims database, identification of duplicates and insiders and lender claims, prepare listing of insider and lender claims and fwd to counsel and trustee, draft emsg re same, Phone conversation with MW re Anderson property in Riverside, research and forward property analysis. |
| <b>Subtotal</b>                        |                         |              | <u>37.7</u>  |             | <u>12,044.50</u> |                                                                                                                                                                                                                                                                                                        |
| <b>Chap. 11</b>                        |                         |              | <u>8.1</u>   |             | <u>2,713.50</u>  |                                                                                                                                                                                                                                                                                                        |
| <b>Chap. 7</b>                         |                         |              | <u>29.6</u>  |             | <u>9,331.00</u>  |                                                                                                                                                                                                                                                                                                        |
| <b><u>Rule 1019 Reports</u></b>        |                         |              |              |             |                  |                                                                                                                                                                                                                                                                                                        |
| 24-Sep-10                              | 7                       | DLH          | 2.9          | 335         | 971.50           | prepare summary of Properties by LLC for use in preparing 1019 reports                                                                                                                                                                                                                                 |
| 24-Sep-10                              | 7                       | DLH          | 1.8          | 335         | 603.00           | research 1019 filing requirements and obtain draft reports                                                                                                                                                                                                                                             |
| 27-Sep-10                              | 7                       | DLH          | 2.9          | 335         | 971.50           | review original chap 11 schedules filed, compile data for 1019 reports all entities                                                                                                                                                                                                                    |
| 27-Sep-10                              | 7                       | DLH          | 2.3          | 335         | 770.50           | conf's with L Miller, trustee and counsel re 1019 reports, draft emsg to IPS re information needed                                                                                                                                                                                                     |
| 27-Sep-10                              | 7                       | DLH          | 1.8          | 335         | 603.00           | review original all orders and motions re abandonment of properties, work on exhibit to 1019 report                                                                                                                                                                                                    |
| 28-Sep-10                              | 7                       | DLH          | 5.8          | 335         | 1,943.00         | coordinate work on 1019 report with IPS and L Miller, conf with trustee and counsel re same, draft test of report all debtors, set up exhibit A                                                                                                                                                        |
| 28-Sep-10                              | 7                       | DLH          | 1.1          | 335         | 368.50           | coordinate work on 1019 report with IPS and L Miller,                                                                                                                                                                                                                                                  |
| 12-Oct-10                              | 7                       | DLH          | 4.4          | 335         | 1,474.00         | work on 1019 report, incorporate input from counsel, compile exhibit of unpaid admin claims, compile exhibit of assets, set up exhibit re unpaid admins                                                                                                                                                |
| 12-Oct-10                              | 7                       | DLH          | 0.8          | 335         | 268.00           | conf w/ L Miller re unpaid admin list, coordinate addl work by staff, review work                                                                                                                                                                                                                      |
| 13-Oct-10                              | 7                       | DLH          | 2.3          | 335         | 770.50           | finalize 1019 report and exhibits and fwd to counsel for filing                                                                                                                                                                                                                                        |
| <b>Subtotal</b>                        |                         |              | <u>26.1</u>  |             | <u>8,743.50</u>  |                                                                                                                                                                                                                                                                                                        |
| <b>Chap. 11</b>                        |                         |              | -            |             | -                |                                                                                                                                                                                                                                                                                                        |
| <b>Chap. 7</b>                         |                         |              | <u>26.1</u>  |             | <u>8,743.50</u>  |                                                                                                                                                                                                                                                                                                        |
| <b><u>Chapter 7 - 341a meeting</u></b> |                         |              |              |             |                  |                                                                                                                                                                                                                                                                                                        |
| 19-Oct-10                              | 7                       | DLH          | 1.0          | 335         | 335.00           | conf w/ trustee re 341a mtg and inquiry outline to be prepared and issues to cover                                                                                                                                                                                                                     |
| 23-Oct-10                              | 7                       | DLH          | 4.1          | 335         | 1,373.50         | work on 341a outline, research issues re Opp Fund, Stern, and owner payments                                                                                                                                                                                                                           |
| 24-Oct-10                              | 7                       | DLH          | 1.7          | 335         | 569.50           | work on 341a outline,                                                                                                                                                                                                                                                                                  |
| 25-Oct-10                              | 7                       | DLH          | 4.8          | 335         | 1,608.00         | work on 341a outline, research issues re Pine Villa, owner payments                                                                                                                                                                                                                                    |
| 25-Oct-10                              | 7                       | DLH          | 0.9          | 335         | 301.50           | conf w/ Trustee re 341a outline topics and HOA lien issue,                                                                                                                                                                                                                                             |
| 26-Oct-10                              | 7                       | DLH          | 4.5          | 335         | 1,507.50         | work on 341a outline, research issues re Harborview and banking, review materials provided Kamal                                                                                                                                                                                                       |
| 27-Oct-10                              | 7                       | DLH          | 2.0          | 335         | 670.00           | conf w/ trustee re Harborview, Opportunity Fund, Ridgemont and 341a mtg outline                                                                                                                                                                                                                        |
| 28-Oct-10                              | 7                       | DLH          | 5.2          | 335         | 1,742.00         | work on 341a outline, research issues re financial statements, Ridgemont, and other issues                                                                                                                                                                                                             |

**In re Pacific Property Assets, Consolidated**  
**Hahn Fife & Company LLP**  
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**April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>     | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                               |
|-----------------|-------------------------|--------------|--------------|-------------|------------------|------------------------------------------------------------------------------------------------------------------|
| 31-Oct-10       | 7                       | DLH          | 4.2          | 335         | 1,407.00         | prepare for 341a mtg on Monday, finish research re double collateral, and deposits, organize documents necessary |
| 31-Oct-10       | 7                       | DLH          | 2.9          | 335         | 971.50           | prepare for 341a mtg on Monday, compile documentation, work on outline                                           |
| 31-Oct-10       | 7                       | DLH          | 1.4          | 335         | 469.00           | mtg w/ trustee to prepare for 341a mtg on Monday                                                                 |
| 1-Nov-10        | 7                       | DLH          | 7.0          | 335         | 2,345.00         | attend PPA 341a mtg, incl travel time                                                                            |
| <b>Subtotal</b> |                         |              | <u>39.7</u>  |             | <u>13,299.50</u> |                                                                                                                  |
| <b>Chap. 11</b> |                         |              | -            |             | -                |                                                                                                                  |
| <b>Chap. 7</b>  |                         |              | <u>39.7</u>  |             | <u>13,299.50</u> |                                                                                                                  |

**Analysis regarding Substantive Consolidation**

|                 |   |     |             |     |                  |                                                                                                                                                                                                                            |
|-----------------|---|-----|-------------|-----|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6-Jan-11        | 7 | DLH | 10.3        | 360 | 3,708.00         | work on gathering information requested by counsel re substantive consolidation and analysis of that data, Phone conversations with counsel re same and conf with trustee re same                                          |
| 11-Jan-11       | 7 | DLH | 0.9         | 360 | 324.00           | conf w counsel re consolidation elements, evidence and issues                                                                                                                                                              |
| 4-Feb-11        | 7 | DLH | 2.8         | 360 | 1,008.00         | work on analysis of vendors re sub consol - PPA Riv LLC                                                                                                                                                                    |
| 4-Feb-11        | 7 | DLH | 0.7         | 360 | 252.00           | work on analysis of vendors re sub consol - PPA II LLC                                                                                                                                                                     |
| 4-Feb-11        | 7 | DLH | 0.7         | 360 | 252.00           | work on analysis of vendors re sub consol - Ridgemont LLC                                                                                                                                                                  |
| 21-Feb-11       | 7 | DLH | 2.3         | 360 | 828.00           | work on sub consol analysis for PPA Holdings                                                                                                                                                                               |
| 23-Feb-11       | 7 | DLH | 4.3         | 360 | 1,548.00         | work on substantive consolidation analysis PPAH claims, PPAH                                                                                                                                                               |
| 24-Feb-11       | 7 | DLH | 2.9         | 360 | 1,044.00         | work on PPAH analysis of claims, PPAH                                                                                                                                                                                      |
| 24-Feb-11       | 7 | DLH | 0.8         | 360 | 288.00           | work on analysis of claims, PPA II Daisy                                                                                                                                                                                   |
| 24-Feb-11       | 7 | DLH | 0.8         | 360 | 288.00           | work on analysis of claims, PPA Riv - Linden                                                                                                                                                                               |
| 24-Feb-11       | 7 | DLH | 0.6         | 360 | 216.00           | work on analysis of claims, Ridgemont LLC                                                                                                                                                                                  |
| 30-Mar-11       | 7 | DLH | 0.5         | 360 | 180.00           | conf w/ Trustee re WG schedule and Sub consol and Ponzi issues                                                                                                                                                             |
| 13-May-11       | 7 | DLH | 0.5         | 360 | 180.00           | conf w/ trustee re claims work, chap 11 vs chap 7                                                                                                                                                                          |
| 27-Jul-11       | 7 | DLH | 0.4         | 360 | 144.00           | review and respond to emsgs from counsel re substantive consolidation work                                                                                                                                                 |
| 28-Jul-11       | 7 | DLH | 0.8         | 360 | 288.00           | Phone conversation with counsel re substantive consolidation issues and HFC work, conf call with counsel and Trustee re same, review and respond to emails re same                                                         |
| 29-Aug-11       | 7 | DLH | 5.7         | 360 | 2,052.00         | work on substantive consolidation declaration and exhibits, Phone conversation with counsel re same,                                                                                                                       |
| 30-Aug-11       | 7 | DLH | 6.8         | 360 | 2,448.00         | work on substantive consolidation declaration and exhibits, Phone conversation with counsel re same, locate and forward bkr and operating agreement exhibits to counsel, review and execute declaration and fwd to counsel |
| <b>Subtotal</b> |   |     | <u>41.8</u> |     | <u>15,048.00</u> |                                                                                                                                                                                                                            |
| <b>Chap. 11</b> |   |     | -           |     | -                |                                                                                                                                                                                                                            |
| <b>Chap. 7</b>  |   |     | <u>41.8</u> |     | <u>15,048.00</u> |                                                                                                                                                                                                                            |

**Information Technology Matters**

|           |    |     |     |     |        |                                                                                                                                                                                           |
|-----------|----|-----|-----|-----|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 19-Apr-10 | 11 | DLH | 1.0 | 335 | 335.00 | coordinate instalation of Yardi property management system on HFC computer                                                                                                                |
| 20-Apr-10 | 11 | DLH | 1.4 | 335 | 469.00 | trip to Long Beach, mtg with staff, to coordinate obtaining access to Yardi system data for analysis purposes                                                                             |
| 22-Apr-10 | 11 | DLH | 0.5 | 335 | 167.50 | Obtain Yardi laptop in Long Beach                                                                                                                                                         |
| 12-May-10 | 11 | DLH | 1.1 | 335 | 368.50 | Phone conversation with D Wakeling re IT issues and status of backups, review and execute employment application and fwd to counsel. review and execute declaration re abandonment order. |
| 19-May-10 | 11 | DLH | 0.6 | 335 | 201.00 | Phone conversation with D Wakeling re access to Peachtree data, set up remote access to server and access program                                                                         |
| 25-May-10 | 11 | DLH | 0.5 | 335 | 167.50 | Phone conversation with D Wakeling re passwords and Wing Chow access, coordinate mtg on Wed at LB                                                                                         |
| 8-Jul-10  | 11 | DLH | 0.8 | 335 | 268.00 | review and respond to S Lovett emsg, verify loading of Yardi on staff laptop, conf w/ trustee re sales transactions and Daisy property                                                    |
| 26-Jul-10 | 11 | DLH | 0.3 | 335 | 100.50 | coordinate access to Yardi Irvine data                                                                                                                                                    |
| 2-Sep-10  | 11 | DLH | 0.2 | 335 | 67.00  | coordinate installation of ACT data at Trustee office                                                                                                                                     |

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| <u>Date</u>                        | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                                                                                                                                                                                                          |
|------------------------------------|-------------------------|--------------|--------------|-------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Subtotal</b>                    |                         |              | <u>6.4</u>   |             | <u>2,144.00</u>  |                                                                                                                                                                                                                                                                                             |
| <b>Chap. 11</b>                    |                         |              | <u>6.4</u>   |             | <u>2,144.00</u>  |                                                                                                                                                                                                                                                                                             |
| <b>Chap. 7</b>                     |                         |              | -            |             | -                |                                                                                                                                                                                                                                                                                             |
| <b>Tax Analysis and Compliance</b> |                         |              |              |             |                  |                                                                                                                                                                                                                                                                                             |
| 28-Jul-10                          | 11                      | DLH          | 2.3          | 335         | 770.50           | conf w/ L Miller re tax ID's, conf w/ D Fife re same and income tax Preparation<br>Phone conversation with H&W re same. research tax issues, compile<br>information to fwd to D Fife and draft emsg re same                                                                                 |
| 20-Aug-10                          | 11                      | DLH          | 7.1          | 335         | 2,378.50         | work on compiling br data for PPA, PPA Holdings, Ridgemont, Riverside and<br>Pine Villa. GL research re purchases and sales of property, fun P&L's for all<br>properties, Phone conversation with D Fife re same, fwd materials to D Fife. lv<br>msg for P Doibee at H&S re 2008 materials. |
| 23-Aug-10                          | 11                      | DLH          | 3.4          | 335         | 1,139.00         | review 3 boxes of tax files delivered by IMS, Phone conversations with D Fife,<br>W Chow and trustee re 2008 and 2009 income tax returns                                                                                                                                                    |
| 25-Aug-10                          | 11                      | DLH          | 4.5          | 335         | 1,507.50         | compile tax return data for 2008 and 2009 to send to D Fife, PPAH, PPA LLC,<br>Ridgemont,                                                                                                                                                                                                   |
| 1-Sep-10                           | 11                      | DLH          | 2.8          | 335         | 938.00           | compile data re potential capital gains issue re 5 properties to be sold, prepare<br>analysis                                                                                                                                                                                               |
| 2-Sep-10                           | 11                      | DLH          | 2.2          | 335         | 737.00           | finish preliminary tax analysis emsg to Trustee re tax implications of proposed<br>property sales, Phone conversation with D Fife re same.                                                                                                                                                  |
| 23-Feb-11                          | 7                       | DLH          | 0.4          | 360         | 144.00           | Phone conversation with D Fife re PPA tax returns, PPAH, PPA and<br>Ridgemont                                                                                                                                                                                                               |
| 28-Feb-11                          | 7                       | DLH          | 3.5          | 360         | 1,260.00         | work on tax schedules PPAH                                                                                                                                                                                                                                                                  |
| 2-Mar-11                           | 7                       | DLH          | 4.2          | 360         | 1,512.00         | work on tax schedules PPAH                                                                                                                                                                                                                                                                  |
| 3-Mar-11                           | 7                       | DLH          | 4.6          | 360         | 1,656.00         | work on tax schedules PPAH, enerate tax return, exhibits                                                                                                                                                                                                                                    |
| 11-Mar-11                          | 7                       | DLH          | 3.3          | 360         | 1,188.00         | work on PPAH P&L's by property for TXR 2009 - PPAH                                                                                                                                                                                                                                          |
| 14-Mar-11                          | 7                       | DLH          | 4.3          | 360         | 1,548.00         | work on PPA P&L's by property for TXR 2009 and fwd to D Fife - PPA                                                                                                                                                                                                                          |
| 17-Mar-11                          | 7                       | DLH          | 3.4          | 360         | 1,224.00         | work on support for Pine Villa and PPA Riverside properties, try to reconcile to<br>PPA 2007 br, draft emails to D Fife re same, PPA                                                                                                                                                        |
| 18-Mar-11                          | 7                       | DLH          | 2.2          | 360         | 792.00           | work on PPA LLC P&L's for 2008 tr and fwd to D Fife.                                                                                                                                                                                                                                        |
| 23-Mar-11                          | 7                       | DLH          | 1.2          | 360         | 432.00           | locate and image 2008 ridgemont br and fwd to D Fife, Ridgemont                                                                                                                                                                                                                             |
| 23-Mar-11                          | 7                       | DLH          | 0.8          | 360         | 288.00           | accumulate and fwd income tax return documents to Don Fife for PPAH                                                                                                                                                                                                                         |
| 23-Mar-11                          | 7                       | DLH          | 0.5          | 360         | 180.00           | accumulate and fwd income tax return documents to Don Fife for PPA                                                                                                                                                                                                                          |
| 6-Apr-11                           | 7                       | DLH          | 0.5          | 360         | 180.00           | review IRS notice re unfiled 941, conf with Linda re same, conf w/ IRS re same                                                                                                                                                                                                              |
| 10-May-11                          | 7                       | DF           | 5.2          | 360         | 1,872.00         | Begin preparation of 2008 tax returns, begin to calculate accumulated<br>depreciation at the end of 2007 per 2007 tax returns.                                                                                                                                                              |
| 11-May-11                          | 7                       | DF           | 4.9          | 360         | 1,764.00         | Continue the calculation of accumulated depreciation for 2008.                                                                                                                                                                                                                              |
| 15-May-11                          | 7                       | DF           | 4.2          | 360         | 1,512.00         | Continue calculation of accumulated depreciation on fixed assets                                                                                                                                                                                                                            |
| 16-May-11                          | 7                       | DLH          | 0.3          | 360         | 108.00           | conf w/ trustee admin re W-2's, draft emsg to telepayroll                                                                                                                                                                                                                                   |
| 23-May-11                          | 7                       | DF           | 2.9          | 360         | 1,044.00         | Finish calculation of accumulated depreciation for fixed assets and<br>amortization. Pro-forma information and method of depreciation.                                                                                                                                                      |
| 23-May-11                          | 7                       | DF           | 3.2          | 360         | 1,152.00         | Continue pro-forma of accumulated depreciation information.                                                                                                                                                                                                                                 |
| 24-May-11                          | 7                       | DF           | 2.3          | 360         | 828.00           | Pro-forma ownership information and other information.                                                                                                                                                                                                                                      |
| 24-May-11                          | 7                       | DF           | 4.8          | 360         | 1,728.00         | Begin analysis of operations for each property-ascertain location of property.                                                                                                                                                                                                              |
| 25-May-11                          | 7                       | DF           | 5.3          | 360         | 1,908.00         | Continue with income and expense information by property.                                                                                                                                                                                                                                   |
| 26-May-11                          | 7                       | DF           | 4.6          | 360         | 1,656.00         | Ascertain property sales during 2007- calculate gain/loss on sale.                                                                                                                                                                                                                          |
| 26-May-11                          | 7                       | DF           | 4.7          | 360         | 1,692.00         | Continue with income/expense information by property. Reconcile income<br>statements to balance sheet per tax return.                                                                                                                                                                       |
| 27-May-11                          | 7                       | DF           | 3.5          | 360         | 1,260.00         | Analyze ending balance sheet- reconcile income statements to balance sheet<br>and fixed assets.                                                                                                                                                                                             |
| 27-May-11                          | 7                       | DF           | 2.3          | 360         | 828.00           | Prepare M-2 adjustments.                                                                                                                                                                                                                                                                    |
| 27-May-11                          | 7                       | DF           | 4.3          | 360         | 1,548.00         | Analyze acquisition for 2007 by property – include in fixed assets schedule                                                                                                                                                                                                                 |
| 31-May-11                          | 7                       | DF           | 6.4          | 360         | 2,304.00         | Prepare necessary adjustments for California and prepare California tax return.                                                                                                                                                                                                             |
| 2-Jun-11                           | 7                       | DF           | 5.8          | 360         | 2,088.00         | Prepare necessary adjustments for Arizona tax return and prepared Arizona<br>tax return.                                                                                                                                                                                                    |
| 3-Jun-11                           | 7                       | DF           | 4.2          | 360         | 1,512.00         | Prepare necessary adjustments – review final returns and prepare<br>accompanying notes to returns.                                                                                                                                                                                          |
| <b>Subtotal</b>                    |                         |              | <u>120.1</u> |             | <u>42,678.50</u> |                                                                                                                                                                                                                                                                                             |



**In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Detailed Time by Category of Service  
April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>                                                | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>      | <u>Description</u>                                                                                                                                                                                                               |
|------------------------------------------------------------|-------------------------|--------------|--------------|-------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Chap. 11                                                   |                         |              | <u>22.3</u>  |             | <u>7,470.50</u>  |                                                                                                                                                                                                                                  |
| Chap. 7                                                    |                         |              | <u>97.8</u>  |             | <u>35,208.00</u> |                                                                                                                                                                                                                                  |
| <b><u>Monthly Operating Reports</u></b>                    |                         |              |              |             |                  |                                                                                                                                                                                                                                  |
| 16-Jun-10                                                  | 11                      | DLH          | 2.0          | 335         | 670.00           | work with Linda and Tony on May MOR's                                                                                                                                                                                            |
| 24-Sep-10                                                  | 7                       | DLH          | 2.2          | 335         | 737.00           | review August MOR's vs dates of abandonment                                                                                                                                                                                      |
| Subtotal                                                   |                         |              | <u>4.2</u>   |             | <u>1,407.00</u>  |                                                                                                                                                                                                                                  |
| Chap. 11                                                   |                         |              | <u>2.0</u>   |             | <u>670.00</u>    |                                                                                                                                                                                                                                  |
| Chap. 7                                                    |                         |              | <u>2.2</u>   |             | <u>737.00</u>    |                                                                                                                                                                                                                                  |
| <b><u>Case Administration and Miscellaneous</u></b>        |                         |              |              |             |                  |                                                                                                                                                                                                                                  |
| 8-Apr-10                                                   | 11                      | DLH          | 1.5          | 335         | 502.50           | conf w/ trustee re cases, background information and financial information                                                                                                                                                       |
| 9-Apr-10                                                   | 11                      | DLH          | 5.2          | 335         | 1,742.00         | review emails and documents provided by trustee, including committee analysis of properties, banking diagrams, and background information regarding the debtor's operations and properties, bankruptcy schedules, selected PPM's |
| 9-Apr-10                                                   | 11                      | DLH          | 0.8          | 335         | 268.00           | Phone conversations with trustee and counsel re status and strategy.                                                                                                                                                             |
| 12-Apr-10                                                  | 11                      | DLH          | 0.8          | 335         | 268.00           | review and respond to emails from debtor staff, trustee, and others                                                                                                                                                              |
| 14-Apr-10                                                  | 11                      | DLH          | 1.9          | 335         | 636.50           | prepare for meeting on Thursday, review materials and draft list of open issues                                                                                                                                                  |
| 15-Apr-10                                                  | 11                      | DLH          | 5.8          | 335         | 1,943.00         | meeting at PPA Long Beach offices with trustee counsel, debtor principals and debtor staff, incl travel time                                                                                                                     |
| 16-Apr-10                                                  | 11                      | DLH          | 0.7          | 335         | 234.50           | conf call w/ trustee and Chris Adams re DSI role in Chapter 11 case                                                                                                                                                              |
| 16-Apr-10                                                  | 11                      | DLH          | 0.2          | 335         | 67.00            | conf w/ trustee re cash collateral accounts and DSI work                                                                                                                                                                         |
| 6-Jul-10                                                   | 11                      | DLH          | 0.6          | 335         | 201.00           | conf w/ trustee re Comm. position and reorg analysis and Ponzi issues                                                                                                                                                            |
| 9-Jul-10                                                   | 11                      | DLH          | 0.3          | 335         | 100.50           | draft emsg to AS re billing and retention issues                                                                                                                                                                                 |
| 21-Jul-10                                                  | 11                      | DLH          | 0.3          | 335         | 100.50           | conf with L Miller re OUST fees,                                                                                                                                                                                                 |
| 26-Jul-10                                                  | 11                      | DLH          | 1.2          | 335         | 402.00           | research 401K plan issues and termination, Phone conversations with administrators, T Boychenko and conf w/ trustee                                                                                                              |
| 26-Jul-10                                                  | 11                      | DLH          | 0.9          | 335         | 301.50           | review motion to convert and give proposed edits to counsel                                                                                                                                                                      |
| 1-Sep-10                                                   | 11                      | DLH          | 0.3          | 335         | 100.50           | conf w/ trustee re courts tentative ruling re conversion, criminal referral, and consolidation                                                                                                                                   |
| 22-Sep-10                                                  | 7                       | DLH          | 0.4          | 335         | 134.00           | conf w/ trustee re conversion reports and status of property sales, and criminal referral, review and respond to emsgs re same                                                                                                   |
| 13-Oct-10                                                  | 7                       | DLH          | 0.5          | 335         | 167.50           | conf w/ trustee re mtg on Thursday and next steps, follow up with counsel                                                                                                                                                        |
| 13-Jan-11                                                  | 7                       | DLH          | 1.8          | 360         | 648.00           | conf's w/ trustee staff, trustee, and counsel re storage of PPA boxes, subpoenas from SEC, DOC and others and review and respond to emsg from property manager re vendor dealings with PPA                                       |
| 26-Jan-11                                                  | 7                       | DLH          | 0.5          | 360         | 180.00           | prepare for mtg with R Marticello re P&S actions                                                                                                                                                                                 |
| 2-Feb-11                                                   | 7                       | DLH          | 1.9          | 360         | 684.00           | mtg at WG with trustee and counsel re status and assignments, incl travel time.                                                                                                                                                  |
| 2-Feb-11                                                   | 7                       | DLH          | 0.5          | 360         | 180.00           | conf w/ trustee re next steps and work to be done by HFC                                                                                                                                                                         |
| 23-Feb-11                                                  | 7                       | DLH          | 0.3          | 360         | 108.00           | conf w/ L Miller re calculation of Trustee cap, PPAH                                                                                                                                                                             |
| 5-May-11                                                   | 7                       | DLH          | 0.3          | 360         | 108.00           | review docs re spreadsheets requested from debtor and responded to emsg                                                                                                                                                          |
| 13-May-11                                                  | 7                       | DLH          | 0.4          | 360         | 144.00           | conf w/ L Miller re calculation of trustee cap                                                                                                                                                                                   |
| 13-May-11                                                  | 7                       | DLH          | 0.3          | 360         | 108.00           | conf w/ Trustee re trustee cap and fee issues                                                                                                                                                                                    |
| 16-May-11                                                  | 7                       | DLH          | 0.8          | 360         | 288.00           | review and respond to emsgs from counsel and trustee re documents supenaed, cash projection and 2nd TD distributions.                                                                                                            |
| 20-Jun-11                                                  | 7                       | DLH          | 0.8          | 360         | 288.00           | conf with Trustee and counsel re case status, claims analysis, Ponzi actions, and substantive consolidation.                                                                                                                     |
| Subtotal                                                   |                         |              | <u>29.0</u>  |             | <u>9,905.00</u>  |                                                                                                                                                                                                                                  |
| Chap. 11                                                   |                         |              | <u>20.5</u>  |             | <u>6,867.50</u>  |                                                                                                                                                                                                                                  |
| Chap. 7                                                    |                         |              | <u>8.5</u>   |             | <u>3,037.50</u>  |                                                                                                                                                                                                                                  |
| <b><u>Timekeeping, Employment and Fee Applications</u></b> |                         |              |              |             |                  |                                                                                                                                                                                                                                  |
| 7-Feb-11                                                   | 7                       | DLH          | 1.5          | 360         | 540.00           | start working on billing issues, review and respond to emsg and phone call from T Boychenko re info request , conf w/ trustee re same,                                                                                           |

**In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Detailed Time by Category of Service  
April 6, 2010 – November 9, 2011**

**Exhibit B**

| <u>Date</u>                   | <u>Chap.<br/>11 v 7</u> | <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Fees</u>       | <u>Description</u>                                       |
|-------------------------------|-------------------------|--------------|--------------|-------------|-------------------|----------------------------------------------------------|
| 8-Feb-11                      | 7                       | DLH          | 2.8          | 360         | 1,008.00          | work on billing worksheets by entity                     |
| 27-Oct-11                     | 7                       | DLH          | 0.7          | 360         | 252.00            | begin work on fee app                                    |
| 4-Nov-11                      | 7                       | DLH          | 3.5          | 360         | 1,260.00          | work on fee application time summary and exhibits        |
| 5-Nov-11                      | 7                       | DLH          | 4.2          | 360         | 1,512.00          | work on fee application time summary and exhibits        |
| 5-Nov-11                      | 7                       | DLH          | 3.7          | 360         | 1,332.00          | begin drafting the fee application                       |
| 6-Nov-11                      | 7                       | DLH          | 6.2          | 360         | 2,232.00          | finish drafting the fee application and revise exhibits  |
| 7-Nov-11                      | 7                       | DLH          | 2.7          | 360         | 972.00            | finalize fee application and exhibits and fwd for filing |
| <b>Subtotal</b>               |                         |              | <u>25.3</u>  |             | <u>9,108.00</u>   |                                                          |
| <b>Chap. 11</b>               |                         |              | -            |             | -                 |                                                          |
| <b>Chap. 7</b>                |                         |              | <u>25.3</u>  |             | <u>9,108.00</u>   |                                                          |
| <b>Total hours &amp; fees</b> |                         |              | <u>746.4</u> |             | <u>236,411.50</u> |                                                          |
| <b>Chap. 11</b>               |                         |              | <u>335.7</u> |             | <u>106,187.50</u> |                                                          |
| <b>Chap. 7</b>                |                         |              | <u>410.7</u> |             | <u>130,224.00</u> |                                                          |

Exhibit C

| <u>Category/ Professional</u>                   | <u>Type</u> | <u>Hours</u> | <u>Ave.<br/>Rate</u> | <u>Fees</u>      |
|-------------------------------------------------|-------------|--------------|----------------------|------------------|
| <b>Analysis of Estate Properties</b>            |             |              |                      |                  |
| D. Hahn                                         | Partner     | 71.5         | 335.0                | 23,952.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>71.5</u>  | <u>335.0</u>         | <u>23,952.50</u> |
| <b>Analysis of Investor Offerings</b>           |             |              |                      |                  |
| D. Hahn                                         | Partner     | 25.8         | 339.1                | 8,748.00         |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | 19.9         | 195.0                | 3,880.50         |
|                                                 |             | <u>45.7</u>  | <u>276.3</u>         | <u>12,628.50</u> |
| <b>Research re properties and operations</b>    |             |              |                      |                  |
| D. Hahn                                         | Partner     | 46.6         | 337.4                | 15,723.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>46.6</u>  | <u>337.4</u>         | <u>15,723.50</u> |
| <b>Assistance with Trustee Status Report</b>    |             |              |                      |                  |
| D. Hahn                                         | Partner     | 43.2         | 335.0                | 14,472.00        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>43.2</u>  | <u>335.0</u>         | <u>14,472.00</u> |
| <b>2nd TD Holder Agreements</b>                 |             |              |                      |                  |
| D. Hahn                                         | Partner     | 36.7         | 347.3                | 12,744.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>36.7</u>  | <u>347.3</u>         | <u>12,744.50</u> |
| <b>Forensic Analysis</b>                        |             |              |                      |                  |
| D. Hahn                                         | Partner     | 42.5         | 342.2                | 14,542.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | 111.1        | 195.0                | 21,664.50        |
|                                                 |             | <u>153.6</u> | <u>235.7</u>         | <u>36,207.00</u> |
| <b>Criminal Referral</b>                        |             |              |                      |                  |
| D. Hahn                                         | Partner     | 18.8         | 335.4                | 6,305.50         |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>18.8</u>  | <u>335.4</u>         | <u>6,305.50</u>  |
| <b>Governmental Agency and Creditor Matters</b> |             |              |                      |                  |
| D. Hahn                                         | Partner     | 30.7         | 347.9                | 10,679.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | 7.0          | 195.0                | 1,365.00         |
|                                                 |             | <u>37.7</u>  | <u>319.5</u>         | <u>12,044.50</u> |
| <b>Rule 1019 Reports</b>                        |             |              |                      |                  |
| D. Hahn                                         | Partner     | 26.1         | 335.0                | 8,743.50         |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>26.1</u>  | <u>335.0</u>         | <u>8,743.50</u>  |
| <b>Chapter 7 - 341a meeting</b>                 |             |              |                      |                  |
| D. Hahn                                         | Partner     | 39.7         | 335.0                | 13,299.50        |
| D. Fife                                         | Partner     | -            | -                    | -                |
| A. Schneider                                    | Sr. Acct    | -            | -                    | -                |
|                                                 |             | <u>-</u>     | <u>-</u>             | <u>-</u>         |

Main Document Page 36 of 40  
**In re Pacific Property Assets, Consolidated**  
**Hahn Fife & Company LLP**  
**Professional Activity Summary**  
**April 6, 2010 – November 9, 2011**

**Exhibit C**

| <u>Category/ Professional</u>                       | <u>Type</u> | <u>Hours</u> | <u>Ave.<br/>Rate</u> | <u>Fees</u>       |
|-----------------------------------------------------|-------------|--------------|----------------------|-------------------|
|                                                     |             | <u>39.7</u>  | <u>335.0</u>         | <u>13,299.50</u>  |
| <b>Analysis regarding Substantive Consolidation</b> |             |              |                      |                   |
| D. Hahn                                             | Partner     | 41.8         | 360.0                | 15,048.00         |
| D. Fife                                             | Partner     | -            | -                    | -                 |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>41.8</u>  | <u>360.0</u>         | <u>15,048.00</u>  |
| <b>Information Technology Matters</b>               |             |              |                      |                   |
| D. Hahn                                             | Partner     | 6.4          | 335.0                | 2,144.00          |
| D. Fife                                             | Partner     | -            | -                    | -                 |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>6.4</u>   | <u>335.0</u>         | <u>2,144.00</u>   |
| <b>Tax Analysis and Compliance</b>                  |             |              |                      |                   |
| D. Hahn                                             | Partner     | 51.5         | 349.2                | 17,982.50         |
| D. Fife                                             | Partner     | 68.6         | 360.0                | 24,696.0          |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>120.1</u> | <u>355.4</u>         | <u>42,678.50</u>  |
| <b>Monthly Operating Reports</b>                    |             |              |                      |                   |
| D. Hahn                                             | Partner     | 4.2          | 335.0                | 1,407.00          |
| D. Fife                                             | Partner     | -            | -                    | -                 |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>4.2</u>   | <u>335.0</u>         | <u>1,407.00</u>   |
| <b>Case Administration and Miscellaneous</b>        |             |              |                      |                   |
| D. Hahn                                             | Partner     | 29.0         | 341.6                | 9,905.00          |
| D. Fife                                             | Partner     | -            | -                    | -                 |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>29.0</u>  | <u>341.6</u>         | <u>9,905.00</u>   |
| <b>Timekeeping, Employment and Fee Applications</b> |             |              |                      |                   |
| D. Hahn                                             | Partner     | 25.3         | 360.0                | 9,108.00          |
| D. Fife                                             | Partner     | -            | -                    | -                 |
| A. Schneider                                        | Sr. Acct    | -            | -                    | -                 |
|                                                     |             | <u>25.3</u>  | <u>360.0</u>         | <u>9,108.00</u>   |
| <b>Total all categories</b>                         |             |              |                      |                   |
| D. Hahn                                             | Partner     | 539.8        | 342.4                | 184,805.50        |
| D. Fife                                             | Partner     | 68.6         | 360.0                | 24,696.00         |
| A. Schneider                                        | Sr. Acct    | 138.0        | 195.0                | 26,910.00         |
|                                                     |             | <u>746.4</u> | <u>316.7</u>         | <u>236,411.50</u> |

**In re Pacific Property Assets, Consolidated  
Hahn Fife & Company LLP  
Costs Incurred  
April 6, 2010 – November 9, 2011**

**Exhibit D**

| <u>Date</u> | <u>Amount</u>    | <u>Description</u>              |
|-------------|------------------|---------------------------------|
| 03-Jun-11   | 178.90           | Paper for tax returns           |
| 03-Jun-11   | 57.30            | Postage for tax returns         |
| 03-Jun-11   | 55.00            | Lacerte charges for tax returns |
|             | <u>\$ 291.20</u> |                                 |

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

**PROOF OF SERVICE OF DOCUMENT**

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
790 E. COLORADO BLVD.,9TH FLOOR, PASADENA, CA 91101

A true and correct copy of the foregoing document described as FIRST INTERIM APPLICATION FOR ALLOWANCE AND PAYMENT OF FEES & REIMBURSEMENT OF EXPENSES OF HAHN FIFE & COMPANY, LLP; DECLARATION OF DAVID L. HAHN IN SUPPORT THEREOF

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On 11-9-11, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):  
On 11-9-11, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Erihe A. Smith / U.S.B.C. / 411 W. Fourth St., #5041 / Santa Ana, CA 92701  
Debtor / PPA Holdings, LLC / 3626 E. Pacific Coast Hwy / Long Beach, CA 90804

Service information continued on attached page

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

11-9-11 Martha Quintero Martha Quintero  
Date Type Name Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

## Mailing Information for Case 8:09-bk-16353-ES

### Electronic Mail Notice List

The following is the list of parties who are currently on the list to receive email notice/service for this case.

- Raymond G Alvarado ralvarado@alvaradosmith.com
- Melody G Anderson manderson@hemar.com
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- Philip E Strok pstrok@wgllp.com
- Douglas G Tennant dtennant@frankel-tennant.com
- Wayne R Terry wterry@hemar-rousso.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov
- Kent VanDerSchuit kentv@vanderschuitlawgroup.com, taylorg@vanderschuitlawgroup.com
- Victor A Vilaplana vavilaplana@foley.com

- **Michael A Wallin** mwallin@sheppardmullin.com
- **Jennifer H Wang** jwang@cookseylaw.com, jodom@cookseylaw.com
- **Madeleine C Wanslee** mwanslee@gustlaw.com, rstein@gustlaw.com
- **Michael J. Weiland** mweiland@wglp.com
- **Sharon Z Weiss** sharon.weiss@hro.com, raul.morales@hro.com
- **Katherine M Windler** katherine.windler@bryancave.com