

FILED IN DISTRICT COURT  
OKLAHOMA COUNTY  
FEB 2 2015  
JIM BRIDGES  
COURT CLERK

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

Oklahoma Department of Securities )  
ex rel Irving L. Faught, Administrator )  
 )  
Plaintiff, )  
 )  
vs. )  
 )  
Seabrooke Investments, LLC, et al., )

Case No. CJ-2014-4515

**DEFENDANTS' OBJECTION TO RECEIVER'S INTERIM APPLICATION FOR  
ORDER APPROVING RECEIVER'S FEES AND EXPENSES FOR THE PERIOD OF  
DECEMBER 1, 2014 THROUGH JANUARY 31, 2015**

Defendants Seabrooke Investments, LLC, et al ("Defendants") respectfully responds to *Receiver's Interim Application for Order Approving Receiver's Fees and Expenses for the Period of December 1, 2014 through January 31, 2015* ("Receiver's Application").

**BACKGROUND FACTS**

1. On August 11, 2014 the Plaintiff, Oklahoma Department of Securities ("Plaintiff"), filed its verified Petition for Permanent Injunction and other Relief ("Petition") and Application for Temporary Restraining Order, Order Freezing Assets, Order Appointing Receiver, Order for Accounting and Temporary Injunction ("Application") pursuant to the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. Tit. 71 §§ 1-101 through 1-701 (2011).

2. On August 11, 2014 the Court entered an Order for Temporary Restraining Order and appointing Ryan Leonard as Receiver for Defendants.

3. On September 5, 2014 the Court entered an Order granting a Temporary Injunction and Ancillary Relief and ordered that Ryan Leonard should remain as receiver.

4. As part of the order granting Temporary Injunction and Ancillary Relief, the Court

ordered that the Receiver may apply to the Court for payment of fees, from time to time, in a reasonable sum to be determined by the Court and from such sources as approved by the Court and for reimbursement or reasonable expenses incurred in connection with his duties as Receiver.

5. On September 3, 2014 the Receiver filed an Interim Application for Order Approving Receiver's Fees and Expenses for the Period for the period of August 11, 2014, including the fees and expense of the attorney and accountant approved by the Court to assist the Receiver.

6. On October 6, 2014 the Court entered an Order Granting Receiver's Interim Application for Fees and Expenses for Period from August 11, 2014 through August 31, 2014 ordering that fees and expenses totaling \$72,298.75 shall be paid as follows: \$41,951 shall be paid to Receiver Ryan Leonard; \$20,871.25 shall be paid to Attorney Robert D. Edinger; and \$9,476.50 shall be paid to Accountant Barbara Ley.

7. On October 10, 2014, the Receiver filed an Interim Application for Order Approving Receiver's Fees and Expenses for the Period of September 1, 2014 through September 30, 2014 including the fees and expense of the attorney and accountant approved by the Court to assist the Receiver. This Application was amended on October 14, 2014 to correct typographical errors on the attached exhibit.

8. On November 4, 2014 the Court entered an Order Granting Receiver's Interim Application for Fees and Expenses for Period of September 1 through September 30, 2014 ordering that fees and expenses totaling \$67,541.07 shall be paid as follows: \$48,292.07 shall be paid to Receiver Ryan Leonard; \$17,257.50 shall be paid to Attorney Robert D. Edinger; and \$1,991.50 shall be paid to Accountant Barbara Ley.

9. On November 13, 2014 the Receiver filed an Interim Application for Order Approving Receiver's Fees and Expenses for the Period of October 1, 2014 through October 31, 2014 including the fees and expense of the attorney and accountant approved by the Court to assist the Receiver.

10. On December 5, 2014 the Court entered an Order Granting Receiver's Interim Application for Fees and Expenses for Period of October 1 through October 31, 2014 ordering that fees and expenses totaling \$45,149.63 shall be paid as follows: \$37,184.63 shall be paid to Receiver Ryan Leonard and \$7,965.00 shall be paid to Attorney Robert D. Edinger.

11. On December 22, 2014 the Receiver filed an Interim Application for Order Approving Receiver's Fees and Expenses for the Period of November 1, 2014 through November 30, 2014 including the fees and expense of the attorney and accountant approved by the Court to assist the Receiver.

12. On January 22, 2014 the Court entered an Order Granting Receiver's Interim Application for Fees and Expenses for Period of November 1 through November 30, 2014 ordering that fees and expenses totaling \$23,524.44 shall be paid as follows: \$18,037.44 shall be paid to Receiver Ryan Leonard and \$5,487.00 shall be paid to Attorney Robert D. Edinger.

13. On February 13, 2015 the Receiver filed an Interim Application for Order Approving Receiver's Fees and Expenses for the Period of December 1, 2014 through January 31, 2015 including the fees and expense of the attorney and accountant approved by the Court to assist the Receiver, applying for fees totaling \$40,985.95 to be paid to receiver and for fees totaling \$22,051.25 to be paid to Receiver's Attorney Robert D. Edinger.

## ARGUMENT AND AUTHORITIES

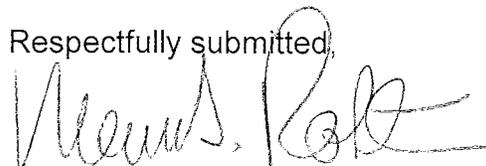
Since the creation of the receivership on August 11, 2014 until November 30, 2014, the Receiver, Receiver's Counsel and Accountant have been awarded amounts totaling \$208,513.89 out of receivership assets as compensation for work performed during the course of the receivership. Pursuant to the Court's September 5, 2014 Order, the Receiver was granted permission to apply to the Court for payment of fees, from time to time, in a *reasonable sum* to be determined by the Court and from such sources as approved by the Court and for reimbursement of reasonable expenses incurred in connection with his duties as Receiver. (emphasis added). When a district court creates a receivership, its focus is "to safeguard the assets, administer the property as suitable, and to assist the district court in achieving a final, equitable distribution of the assets if necessary." *Liberte Capital Group, LLC v. Capwill* 462 F.3d 543, 551 (6th Cir. 2006). Part of the [receiver's] duties is to make sure that [the receivership's properties] don't get improperly dissipated and diminished in value along the way. *Id.* vol. II, at 555.

In just three short months the assets in the receivership have paid more than \$200,000.00 in receiver's fee and receiver's counsel fees. Although, the allowance of attorney fees, necessary and reasonable expenses, and reasonable compensation of the receiver should be allowed by the court, we do not believe it was the Court's intention to allow the assets of the receivership to become so vastly depleted in such a short amount of time. Further in spite of having already been awarded more than \$200,000.00 in fees the receiver has now applied for payment of additional fees in the amount of \$40,985.95. Allowing additional compensation at this time flies directly in the face of the purpose for which the receivership was created.

**CONCLUSION**

In light of the facts presented and authorities cited, Defendants respectfully requests this Court denies Receiver's Interim Application for Order Approving Receiver's Fees and Expenses for the Period of December 1, 2014 through January 31, 2015

Respectfully submitted,



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Mark A. Robertson, OBA #7663  
Michael Paul Kirschner, OBA #5056  
Robertson & Williams  
9658 N. May Ave., Suite 200  
Oklahoma City, OK 73120

**CERTIFICATE OF MAILING**

This is to certify that on this 27 day of February, 2015 a true and correct copy of the above and foregoing was mailed to:

Patricia A. Labarthe  
Jennifer Shaw  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
*Attorneys for Plaintiff*

Robert D. Edinger  
Robert Edinger PLLC  
116 East Sheridan, Suite 207  
Oklahoma City, OK 73104  
*Attorney for Receiver*

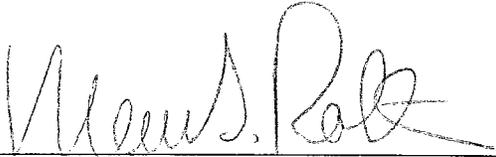
Rollin Nash, Jr.  
Nash, Cohenour, Kelley, Giessman &  
Knight, P.C.  
4101 Perimeter Center Dr., Suite 200  
Oklahoma City, OK 73112  
*Attorney for Quail Creek Bank*

John M. Thompson  
Crowe & Dunlevy  
Braniff Building  
324 N. Robinson Avenue, Suite 100  
Oklahoma City, OK 73102  
*Attorney for Bank of the West*

R. Stephen Haynes  
R. Stephen Haynes, P.C.  
First Commercial Bank Building  
3805 W. Memorial Road  
Oklahoma City, OK 73134  
*Attorney for First Commercial Bank*

David L. Nunn  
212 East Second Street  
P. O. Box 230  
Edmond, OK 730873-0230  
*Attorney for First National Bank of  
Weatherford*

Jim W. Lee  
One Broadway Executive Park  
201 N.W. 63<sup>rd</sup>, Suite 230  
Oklahoma City, OK 73116-8237  
*Attorney for Defendant*



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Mark A. Robertson