

**DISTRICT COURT FOR OKLAHOMACOUNTY
STATE OF OKLAHOMA**

FILED IN DISTRICT COURT
OKLAHOMA COUNTY
FEB 13 2015

TIM WICKER
COURT CLERK

Oklahoma Department of Securities)
ex rel. Irving L. Faught, Administrator,)
)
Plaintiff,)

v.)

Case No. CJ-2014-4515

Seabrooke Investments, LLC, an Oklahoma)
limited liability company;)
Seabrooke Realty LLC, an Oklahoma)
limited liability company;)
Oakbrooke Homes LLC, an Oklahoma)
limited liability company;)
Bricktown Capital LLC, an Oklahoma)
limited liability company;)
KAT Properties, LLC, an Oklahoma)
limited liability company;)
Cherry Hill LLC, an Oklahoma limited liability)
Company doing business as Cherry Hill Apartments;)
Tom W. Seabrooke, individually and as trustee of)
Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust; and)
Judith Karyn Seabrooke, individually and as trustee)
of Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust,)
)
Defendants.)

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

Receiver, Ryan Leonard, respectfully applies to this Court for entry of an Order approving his interim application for Receiver's fees and expenses for the period of December 1, 2014 through January 31, 2015, including fees of the Attorney approved by this Court to assist the Receiver.

1. On August 11, 2014 the Plaintiff, Oklahoma Department of Securities (“Plaintiff”), filed its verified Petition for Permanent Injunction and other Relief (“Verified 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). On that same day the Court entered a temporary restraining order in this matter and appointed Ryan Leonard as Receiver for Defendants.

2. 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. The Receiver was given directions and authority to accomplish the following with regard to Defendants:

a. To take immediate custody, possession and control of any and all Assets, as well as any records or documents relating in any way to the Assets;

b. to retain or employ attorneys, accountants, consultants, management firms, and other persons as may be advisable or necessary to exercise the duties of the Receiver and to compensate such persons, all subject to approval by the Court;

c. to manage the business activities of Defendants, their affiliates, subsidiaries, and any related entities existing at the time of the filing of the Petition, and to conserve, hold and protect the Assets, pending further action by this Court;

d. to market the Assets of the Defendants for sale, including the retention of listing agents, realtors and brokers, and to evaluate all offers to purchase received. All sales of the Assets shall be subject to approval by the Court;

e. to release bank and financial accounts from the freeze as may, in the Receiver's opinion, be necessary or proper for the protection, maintenance, or preservation of the Assets or the carrying out of the terms of this Order;

f. to retain any employee of the Defendants, as may be advisable or necessary, including any individual Defendant, in control of, management of, participation in the affairs of, or on the premises of, the Defendants; and/or to dismiss any employee of the Defendants as may be advisable or necessary, including any individual Defendant, from control of, management of, or participation in the affairs of, or from the premises of the Defendants.

g. to receive and collect any and all sums of money due or owing to the Defendants at the time of the filing of the Petition; to collect the revenue and income generated by the maintenance and operation of the Assets whether the same are due or shall be necessary and advisable for the preservation of the Assets and as may be necessary and advisable to discharging his duties as Receiver;

h. to open bank and financial accounts in the name of the Receiver; to change the name of any Assets and/or the signing authority for any Asset, in order to reflect that the Asset is held in the name of the Receiver pursuant to this Order and/or to reflect that the Receiver is the only person authorized to deal with such Asset, including if necessary, instructing banks and financial institutions that the Receiver is the only person authorized to make withdrawals or transfers from any of the Defendants' bank and financial accounts existing at the time of the filing of the Petition. Any bank or financial institution shall be entitled to rely on this Order to open and make changes to such accounts as requested by Receiver.

i. to open and inspect any and all mail or deliveries addressed to Defendants to determine if same relate to the existence, location, identity or collection, preservation, maintenance or operation of the Assets, and to notify the United States Postal Service to effect the forward delivery of any email addressed to Defendants to a mail depository under the control of the Receiver; and to return personal mail to Defendants Tom W. Seabrooke and J. Karyn Seabrooke;

j. to institute, prosecute and defend, compromise, adjust, intervene in or become a party to such actions or proceedings in any state court, federal court, or United States bankruptcy court as may, in the Receiver's opinion, be necessary or proper for the protection, maintenance, or preservation of the Assets, or the carrying out of the terms of this Order, and likewise to defend, compromise, adjust, or otherwise dispose of any or all actions or proceedings now pending in any court by or against Defendants where such prosecution, defense, or other disposition of such actions or proceedings is in the judgment of the Receiver, advisable or proper for the protection of the Assets; and

k. to exercise those powers necessary to implement the orders and directives of this Court.

3. 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 of reasonable expenses incurred in connection with his duties as Receiver. The Court previously approved the retention of Robert D. Edinger as legal counsel to the Receiver and the employment of an accountant. The Court determined that the Receiver's hourly fee shall be billed at the rate of \$265 per hour. Finally, the Court determined that payment of the fees and

expenses of the Receiver shall have priority over any other claims made against the Defendants or the receivership estate.

4. The Receiver seeks interim compensation at his hourly rate approved by the Court for work performed, plus reimbursement of Receiver's actual and necessary expenses, for the period of December 1, 2014 through January 31, 2015. The Receiver further seeks compensation for the services of Attorney Robert D. Edinger for the period December 1, 2014 through January 31, 2015. Edinger assisted the Receiver in the exercise of his duties, and the retention of his services by the Receiver was previously authorized by the Court.

5. The amount of the compensation of receivers and their attorneys rests in the sound discretion of the court in which the proceedings are pending. *Keenan v. Clark*, 188 P.2 219 (Okla. 1947).

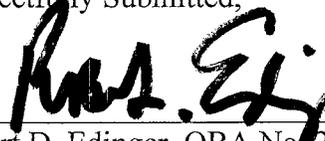
6. During the period December 1, 2014 through January 31, 2015, the Receiver and his employees expended a total of 202.20 hours at hourly rates ranging from \$80 to \$265 per hour for a total fee of \$40,744. The Receiver also incurred \$241.95 in expenses and advances, making the total amount due \$40,985.95. Exhibit "A" details the hours spent rendering services, a description of the services rendered, and the expenses incurred. The Receiver and his employees have expended the time set forth in this application in the execution of the Receiver's duties to the preclusion of other employment, and the charges set forth herein were reasonable and necessary.

7. During the period December 1, 2014 through January 31, 2015, Attorney Robert D. Edinger expended a total of 74.75 hours at an hourly rate of \$295 per hour for a total fee of \$22,051.25. Exhibit "B" details the hours spent rendering services and a description of the services rendered. Attorney Robert D. Edinger has expended the time set forth in this application

in the assistance of the Receiver to the preclusion of other employment, and the charges set forth herein were reasonable and necessary.

WHEREFORE, premises considered, Receiver Ryan Leonard respectfully request this Court approve payment of interim compensation to Receiver in the amount of \$40,985.95, and to Attorney Robert Edinger in the amount of \$22,051.25, each for the period of December 1, 2014 through January 31, 2015.

Respectfully Submitted,



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ATTORNEY FOR THE RECEIVER,
RYAN LEONARD

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 13th day of February, 2015, a true and correct copy of this pleading was served via First Class Mail, postage prepaid, or by Email to:

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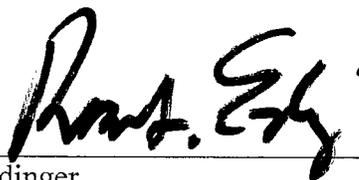
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Seabrooke et al. Receivership

Statement Date: January 14, 2015
Statement No. 3033
Account No. 1392.01
Page: 1

RE: Oklahoma County Case # CJ-2014-4515

Payments received after 01/14/2015 are not included on this statement.

Previous Balance \$18,037.44

Fees

			Hours	
12/01/2014	RTL	Review draft of instructions for Proof of Claim form; Review details of investor Patricia Aldridge claim from R. Edinger; Correspond with R. Edinger re: R. Boeni claim; Correspond with T. Wilmoth re: Peggy Johnston mortgage release; Multiple follow-up correspondence with K. Seabrooke, lender re: 17th street properties closing, status of appraisal, deed from F. McDonald, etc.; Follow-up with J. Shaw re: draft of proof of claim form; Correspond with D. Nunn re: College Park property, status of listing, closing status of 17th street properties; Follow-up correspondence with D. Nunn re: bank's position on Lawton property; Follow-up strategy conference with R. Edinger re: same; Conference with P. LaBarthe re: hearing on Motion to Retain Commission, proposal for same; Follow-up conference with K. Seabrooke re: McDonald title, 17th street closing, appraisal, issue surrounding closing, staffing at KAT Properties.	2.30	609.50
12/02/2014	RTL	Further edits to Affirmation and instructions, assist with preparation of proof of claim form; Multiple correspondence with T. Wilmoth re: payments on mortgages on Seabrooke properties; Correspond with K. Seabrooke re: payables; Review offer on 1609 NW 15th; Review comparables on 1609 NW 15th; Review and approve counteroffer on 1609 NW 15th; Correspond with Bank of the West re: closure of Seabrooke Investments account; Follow-up conference with K. Seabrooke re: 17th street closings, McDonald deed; Review bid on foundation for 115 NW 21st street, correspond re: same.	2.60	689.00
	NJ	Update investor documentation re Wayne Doyle, Patricia Aldridge, Roland Boeni; create investor claims documents; review and update documentation re Cherry Hill; update documentation payables.	3.50	280.00
12/03/2014	RTL	Further edits to proof of claim form, instructions to claimants and/or creditors re: claim process; Edit and finalize claims process pleadings; Follow-up with P. LaBarthe re: identity of claimants		



		Hours		
		(Department's position on Bricktown Capital investors, investors with other Defendants), hearing on Motion to Retain Commission; Follow-up correspondence with T. Wilmoth re: KAT Properties payables; Follow-up correspondence with Bank of the West re: Seabrooke Investments account; Multiple correspondence with hotel broker re: closing on Bricktown Hotel property; Follow-up with Judge Parrish's clerk re: Motion to Retain Commission; Conference with M. Robertson re: hearing, proposal for possible resolution of commission issue; Review and approve multiple KAT Properties payables; Follow-up correspondence re: review and approval of multiple Sky Property Management payables; Review correspondence re: Great American Financial claim against Bricktown Capital; Review Bricktown Hotel title opinion, closing documents, follow-up correspondence with Securities Department re: hotel sale; Receive call from prospective purchaser of Lawton property; Follow-up correspondence and conference with K. Seabrooke re: roof work on 2528 NW 12th; Follow-up conference with K. Seabrooke re: McDonald deed.	2.30	609.50
	NJ	Create claims process documentation; create claim forms; review and update claims process instructions.	2.50	200.00
12/04/2014	RTL	Conference with P. LaBarthe re: obtaining Bank of America records, analysis of investor funds from personal account, investor claims procedure; Multiple correspondence with T. Wilmoth re: KAT payables, transfers to cover payroll; Follow-up conference with D. Nunn re: offer on Lawton land, status of College Park, 425 NW 11th mortgages; Follow-up correspondence with Bank of the West re: approval of account transfer; Meet with K. Seabrooke re: approval of multiple payables.	1.20	318.00
	RTL	Finalize proof of claim form and affirmation and instructions.	0.90	238.50
	NJ	Review and update claims process documents.	1.10	88.00
12/05/2014	RTL	Multiple correspondence and conferences with T. Wilmoth in preparation for hearing on Motion to Retain Commission re: commissions, compensation paid to Karyn; Review of compensation records in advance of hearing; Appear before Judge Parrish in Oklahoma County to testify re: Department's Motion to Retain Commissions; Follow-up conference with Department re: investor claims process; Meet and coordinate re: removal of KAT Properties, Sky Property Management from Receivership per Order of the Court, transition of bank accounts, creation of escrow for commissions, transition of processes to remove Receiver from property management business; Follow-up correspondence re: appraisal on 17th street properties; Conference with P. LaBarthe re: terms of Judge Parrish's Order; Receive call and conference with Stewart Title re: closing on Bricktown hotel, details of same.	4.40	1,166.00
12/08/2014	RTL	Follow-up correspondence with Stewart Title re: Bricktown Capital closing; Review follow-up correspondence from investor P. Aldridge re: background of her investment claim; Review follow-up correspondence re: P. Kramer form; Review follow-up correspondence re: Great American Financial claim against		

		Hours		
		Seabrookes; Review and approve Receiver's Motion to Enforce Court Order against First Commercial Bank; Follow-up correspondence with R. Edinger re: same; Finalize Proof of Claim and Affirmation and Instructions to be submitted with Receiver's application to establish claims process; Correspond with counsel re: same.	2.00	530.00
12/09/2014	RTL	Conferences and multiple correspondence with T. Wilmoth re: coordination of removal of KAT Properties, Sky Property Management, LLC from the receivership per Order of Judge Parrish; Follow-up correspondence with all counsel re: same, transition of bank accounts, payroll transition, etc.; Review proposed Order on Motion to Retain Commissions and follow-up with counsel re: same; Multiple correspondence with K. Seabrooke and buyer re: appraisal and closing on five 17th street properties; Multiple correspondence with T. Wilmoth, Bank of the West re: payroll issues and staff transition.	1.40	371.00
	NJ	Update claimant information for P Aldridge, P Kramer, Great American Financial Services Corp.	2.50	200.00
12/10/2014	RTL	Multiple correspondence with staff, bank re: review transfer requests from Seabrooke Realty; Conferences with K. Seabrooke re: further coordination of transition of KAT Properties out of receivership; Review multiple follow-up correspondence re: payroll wire transfer on KAT, required approval of same; Meet at Bank of the West branch to execute required approval of wire; Further review of proposed Order on Motion to Retain Commission, draft edits to same; Review of edits to proposed McDonald Quit Claim deed; Multiple follow-up with K. Seabrooke re: proposed McDonald deed, terms of same, proposed closing on 17th street properties; Follow-up with R. Edinger re: proposed McDonald deed, background of same; Multiple follow-up correspondence to obtain details surrounding McDonald transaction; Approve KAT Properties, Sky Property management bank transfers (required until final Order is filed removing KAT and Sky from receivership).	2.30	609.50
	NJ	Update property record information; update claimant information/documentation.	1.50	120.00
12/11/2014	RTL	Review of Seller's Statement for Bricktown Capital, LLC; Follow-up correspondence and conferences with J. Shaw re: same; Multiple additional follow-up conferences and correspondence with Stewart Title re: revisions to closing statement on Bricktown Capital, LLC; Review modified statement; Multiple additional follow-up with Securities Department, Title Company re: Receiver's position on closing; Additional follow-up re: objection to payment of bank's attorney fees; Multiple conferences with bank's counsel re: objection to payment of fees, proposal to escrow same; Multiple follow-up conferences and correspondence with Title Company, R. Nash, other counsel re: possible termination of sale; Conferences with counsel for T. Seabrooke re: Bricktown Hotel sale; Conferences with K. Seabrooke re: owner payments for Sky Property Management, coordinate same; Multiple follow-up with M.		

		Hours		
		Robertson, R. Nash re: Bricktown Capital sale; Review contract for sale of hotel and follow-up with M. Robertson re: same; Multiple follow-up with P. LaBarthe re: Bricktown sale; Follow-up re: finalization of proof of claim pleadings and form.	5.50	1,457.50
	NJ	Update claimant documentation for all potential claims in related Seabrooke matters; Update investor files; finalize claims forms; update documentation payables; update property documentation.	3.50	280.00
12/12/2014	RTL	Conference with R. Edinger re: factual background relating to Motion regarding Cherry Hill/First Commercial Bank; Follow-up with Securities Department re: status of Bricktown hotel sale, issues in same; Review and approve final pleadings to be filed in claims process, proof of claim form and instructions; Review and edit Motion for release of Cherry Hill funds and for civil contempt; Follow-up conference with R. Edinger re: same; Meet with K. Seabrooke re: approval of payables.	1.30	344.50
12/14/2014	RTL	Conferences and multiple correspondence with counsel for Bricktown hotel buyer.	0.70	185.50
12/15/2014	RTL	Follow-up correspondence and conference with M. Harkey, Stewart Title re: Bricktown closing; Multiple follow-up conferences with J. Lee, counsel for T. Seabrooke re: proposed resolution for same (escrow); Correspond with all parties re: Bricktown closing, Receiver's position; Extended conferences with P. LaBarthe, J. Shaw, R. Edinger re: Frances McDonald title issue, Department's position on same; Follow-up correspondence re: Department's proposed changes to claims process pleadings, Review same; Follow-up with K. Seabrooke re: title opinion on 17th street properties; Follow-up correspondence with K. Seabrooke re: insurance requirements on 115 NW 21st street, E&O Renewal for Seabrooke Realty; Review correspondence with D. Nunn re: Motion to Intervene; Strategy conference with R. Edinger.	2.50	662.50
	NJ	Research on 17th Street property mortgages of record; conference with K Seabrooke re Title report, deed updates for F MacDonald; conference with R Leonard re property updates; conference with R Edinger re status of court order to change deed on 1419 NW 17th.	2.50	200.00
12/16/2014	RTL	Additional follow-up correspondence with counsel for Bricktown hotel buyer, title company re: escrow agreements, documents needed to close; Follow-up with R. Edinger re: response to counsel for Seabrookes regarding closing; Additional follow-up re: title opinion on Seabrooke 17th street properties, obtaining same; Additional follow-up with K. Seabrooke re: counteroffer on Lawton land; Review and correspond with K. Neidler re: OG&E invoice notices to Seabrooke Realty, transfers from Cherry Hill, follow-up re: same; Review insurance requirements provision on 115 NW 21st street; Follow-up correspondence with Title Company, all interested parties in Bricktown hotel closing re: Receiver's position on closing.	1.50	397.50
12/17/2014	RTL	Multiple correspondence with counsel for buyer of Bricktown hotel, title company re: information needed for closing, escrow; Extended		

Hours

conference with P. LaBarthe re: title issues on 17th street properties, issues to address prior to closing, issues related to mortgages held by investors, claims process, etc.; Follow-up meeting with R. Edinger re: same, edits to claims process forms and pleadings; Multiple follow-up correspondence with K. Seabrooke, broker in Lawton re: counteroffer on Lawton land owned by Seabrookes; Additional follow-up correspondence re: notices from OG&E on Cherry Hill, attempt by OG&E to transfer balances to Seabrooke Realty; Confirm filing of Order on release of KAT Properties; Conference call with K. Seabrooke, R. Edinger re: 17th street properties, title issues; Follow-up correspondence with R. Nash re: escrow agreement; Conference with D. Snyder, broker re: inquiry on Briargate Plaza; Meet with K. Seabrooke re: approve payables, title issues on 17th street properties, filed mortgage holders on properties; Review escrow agreement proposed by R. Nash and multiple follow-up correspondence re: same; Multiple conferences with W. Doyle re: Doyle's Doyle's assertion to validity of mortgage, Receiver's assertion of invalidity of mortgage, including upon filing of release; Review and execution of final escrow agreement related to bank's fees; Multiple follow-up correspondence with bank's counsel, title company re: escrow agreements, mortgage release by Doyle, etc.; Follow-up correspondence with title company re: revised closing statement; Conference with P. LaBarthe re: Doyle's release; Review preliminary title report on sale of multiple 17th street properties.

5.00 1,325.00

12/18/2014 RTL Correspondence and conferences with M. Harkey, Stewart Title re: new demand from W. Doyle; Follow-up conferences with W. Doyle re: same; Conference with B. Lewis, counsel for W. Doyle re: payment of surplus funds above and beyond mortgages into escrow (or interpleading them) pending further Order of Court; Multiple strategy conferences with R. Edinger re: negotiations with W. Doyle, options for handling of surplus funds, proposal to pay into Court rather than escrow; Additional follow-up with B. Lewis re: same; Review multiple follow-up correspondence with R. Nash re: Bricktown closing, escrow with Quail Creek; Follow-up correspondence with all interested parties re: negotiations and closing; Multiple additional follow-up conferences and correspondence with all counsel re: further negotiations on Bricktown Capital closing; Review and further edits to draft agreement interpleading funds with Court; Follow-up conference calls with Security Department re: same, Doyle's counsel; Multiple follow-up correspondence with R. Nash, all counsel, title company re: closing; Follow-up conferences and meeting with K. Seabrooke re: approval of payables, Cherry Hill OG&E bills, payment of same; Follow-up correspondence re: insurance claim on prior damage on Cherry Hill; Review multiple additional follow-up correspondence re: Bricktown closing; Multiple conferences with B. Lewis, Doyle's counsel, R. Edinger re: revisions to proposed agreement; Review final drafts and conference with R. Edinger re: claims process notice and pleadings, docket hearing on same; Follow-up with Securities Department re: title report on 17th Street properties,

			Hours	
		further review of same.	6.50	1,722.50
	NJ	Update property files; correspondence with K Seabrooke regarding Title updates and property closing details; update documentation for property closings.	1.20	96.00
12/19/2014	RTL	Review and execution of agreement re: Wayne Doyle/terms of interpleading funds into court, conferences with R. Edinger re: same; Multiple follow-up correspondence with M. Harkey, title company re: Bricktown hotel closing, discovery of new lien by title company on eve of closing; Conference with M. Harkey re: same; Multiple follow-up correspondence with counsel for W. Doyle re: agreement, R. Nash, counsel for Quail Creek bank re: escrow agreement between Receiver and Quail Creek bank; Follow-up correspondence with Securities Department, K. Seabrooke re: D. Curtis investor contact; Follow-up correspondence with R. Nash re: escrow agreement; Review revised closing statement on Bricktown Capital and follow-up correspondence with B. Lewis (Doyle's counsel) re: same; Receive call and conference with investor Dave Demmings, extended conference re: investment with Seabrookes; Meet with Karyn re: approval of payables; Additional follow-up re: Cherry Hill insurance claim.	2.50	662.50
12/22/2014	RTL	Multiple correspondence with M. Harkey, title company, attorney for Bricktown hotel buyer re: closing status, UCC lien; Additional follow-up re: sale of 17th street properties, Department's position on same in light of investor mortgages; Additional follow-up re: payment of November management fee for KAT, issues surrounding same; Review and approval of final escrow agreement with W. Doyle; Follow-up with R. Edinger re: same; Final review of Seller's closing statement and multiple follow-up correspondence re: same.	1.60	424.00
	NJ	Update investor files for Dave Dennings; update pleadings; update sale documentation on NW 12th Street property.	2.10	168.00
12/23/2014	RTL	Review and approve Sky Properties and KAT transfers.		
	RTL	Multiple correspondence with prospective buyer of 17th street properties re: status of title issues on properties; Follow-up correspondence with K. Seabrooke re: same; Multiple follow-up correspondence with M. Harkey re: Bricktown hotel closing.	0.60	159.00
12/29/2014	RTL	Multiple correspondence with K. Seabrooke, prospective buyer on 17th street properties; Review and execute extension of contract (subject to court approval) on sale of 17th street properties.	0.50	132.50
	RTL	Correspond with K. Seabrooke re: approval of payment of insurance payables on 17th street properties; Follow-up conference with K. Seabrooke re: contract extension on 17th street properties, status of same, position of Department on escrow of mortgage holder proceeds.	0.50	132.50
	NJ	Update Title Company report for 17th Street Properties; conference with R Edinger re updated Title information and process needed to move forward; begin research on property info (17th Street).	2.10	168.00

			Hours	
12/30/2014	RTL	Correspond with D. Nunn re: status of mortgages on Briargate Plaza, 425 N.W. 11th.	0.30	79.50
	RTL	Conference with P. LaBarthe re: 17th street properties, proposal to escrow funds of mortgage holders/investors; Multiple follow-up with K. Seabrooke re: same.	1.00	265.00
	NJ	Create claim file for Greg Cobb; Update property tax information for current properties.	0.80	64.00
12/31/2014	RTL	Multiple conferences and correspondence re: payment of property taxes on Seabrooke properties, coordination and amounts of same, review other payables; Review information from K. Seabrooke regarding potential claim against homebuilder; Review multiple correspondence from R. Nash re: escrow agreement of bank's legal fees regarding Bricktown Hotel, review of supporting documentation for same; Conference and follow-up with R. Edinger re: escrow of bank's legal fees; Correspond with title company re: further issues on releases of 17th street mortgages, probate of Holtslander estate; Follow-up correspondence with R. Edinger, Securities Department re: review and assessment of Quail Creek's position on legal fees.	2.30	609.50
		For Current Services Rendered	<u>75.00</u>	<u>15,564.50</u>

Recap

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Nicole Jacobsen	23.30	\$80.00	\$1,864.00
Ryan T. Leonard	51.70	265.00	13,700.50

Expenses

12/31/2014	Postage	33.02
12/31/2014	Photocopy charges	<u>50.10</u>
	Total Expenses	83.12

Advances

12/19/2014	Transcription fees Karen Twyford, RPR - Motion to Retain Commission Hearing 12/5/14	<u>154.00</u>
	Total Advances	154.00
	Total Current Work	15,801.62
	Balance Due	<u>\$33,839.06</u>

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Seabrooke et al. Receivership

Statement Date: February 12, 2015
Statement No. 3051
Account No. 1392.01
Page: 1

RE: Oklahoma County Case # CJ-2014-4515

Payments received after 02/12/2015 are not included on this statement.

Previous Balance \$33,839.06

Fees

			Hours	
01/02/2015	NJ	Correspondence with R Leonard re property tax updates.	0.20	16.00
01/04/2015	RTL	Multiple follow-up with K. Seabrooke re: approval of payment of OG&E invoices to avoid cut-off; Additional follow-up re: new bookkeeper for receivership to replace T. Wilmoth; Follow-up correspondence with R. Edinger re: same; Correspond re: contract extension on 17th street properties; Additional review of multiple documentation sent by investor Dave Dennings and follow-up correspondence with Securities Department re: Dennings claim; Correspond with D. Nunn re: response to inquiry on proposed source for payment of receivership fees and expenses, response to inquiry on filing of proof of claim by FNB Weatherford; Follow-up with R. Edinger re: FNB Weatherford's request regarding Briargate mortgage, other Seabrooke mortgages, options regarding same.	2.50	662.50
01/05/2015	NJ RTL	Correspondence re updates on 17th Street property sales status. Multiple correspondence and conferences with R. Edinger re: Oakbrooke Homes, LLC property in Lawton, confirming ownership, status of current mortgages in response to FNB Weatherford's motion to remove property from receivership; Conference with K. Seabrooke re: offer on 1609 NW 15th; Follow-up correspondence re: same, review and execute counter-offer on 1609 NW 15th street; Extended conference with R. Edinger re: all issues related to receivership, bookkeeping for receivership, issues related to FNB Weatherford mortgages, motion to remove Lawton property from receivership, consideration of removal of College Park property from receivership, claims process, Quail Creek Bank's claim for attorney fees, disposition of money from Bricktown Capital closing (Receiver's position on same); Review revised roof claim on 2528 NW 12th, conference with K. Seabrooke re: same; Additional follow-up re: contract on 17th street properties, transition of bookkeeping duties.	0.40 3.20	32.00 848.00

		Hours		
01/06/2015	NJ	Update property tax information; research and summarize filed mortgage information for 17th Street properties; research and summarize Oakbrooke/Lawton property records; correspondence with new possible investor.	5.80	464.00
	RTL	Review and analysis of all 17th street property mortgages, claimed interests; Multiple conferences with K. Seabrooke re: background of Holtslander mortgages, situation with current bills on McDonald property, request for additional information; Further correspondence with H. Liu re: status of contract on 17th street properties; Consideration of further options for sale of 17th street properties; Review counteroffer on 1609 NW 15th street, research value with OK County Assessor; Accept and execute (subject to court approval) contract for sale of 1609 NW 15th; Review correspondence from R. Nash, Quail Creek bank re: conditions of providing statements, follow-up correspondence with R. Edinger re: same; Extended conferences and follow-up correspondence with K. Seabrooke re: payment of mortgages, approval of multiple payables, coordination of bank accounts and payments from same (following departure of bookkeeper); Follow-up correspondence with Department regarding investor D. Curtis; Conferences with R. Edinger re: Oakbrooke Homes, LLC/Lawton mortgage issues, addressing title issues with 17th street property mortgages, claims; Review multiple correspondence from K. Seabrooke re: background of Holtslander mortgages, bank account information; Follow-up conference with H. Liu, prospective buyer of 17th Street properties re: status and issues with sale; Follow-up meeting with K. Seabrooke re: approve of mortgage payments, accounting of Briargate Plaza rents, issues related to prospective sale of 17th street properties.	4.30	1,139.50
01/07/2015	NJ	Update property tax information on 17th Street properties; update property info on 17th Street properties; create and update file on investors Bobby McCants, Greg Cobbs.	1.50	120.00
	NJ	Conference with R Edinger re Bricktown Capital claims, documentation, order of agreement; preparation for summary documents.	0.40	32.00
	RTL	Strategy conference with R. Edinger re: Wayne Doyle deposition, Bricktown Capital escrowed funds; Follow-up correspondence with D. Dennings re: proof of claim process; Extended conference with P. LaBarthe, J. Shaw, R. Edinger re: review of mortgages on 17th street properties, analysis of same, review of additional background provided on series of Seabrooke/Holtslander transactions, W. Doyle deposition; Multiple follow-up correspondence re: Quail Creek attorney fee claim; Receive and respond to correspondence from Bank SNB re: KAT Properties account, removal of KAT from receivership, closure of account; Review account analysis of all accounts provided by Bank SNB; Follow-up with N. Jacobsen re: same; Further review of HPJ Family Limited Partnership mortgages on 1413 NW 17th, 1409 NW 17th; Follow-up with Securities Department re: payments to F. McDonald, A. Holtslander by Seabrookes; Additional follow-up with		

		Hours		
		T. Wilmoth, N. Jacobsen re: coordinating management of bank accounts after departure of T. Wilmoth; Review closing documents related to title transfer of Bricktown Hotel, issues related to same; Follow-up conference with R. Edinger re: hotel property transfer records; Review correspondence from title company re: Holtslander title issues, need to file probate	4.00	1,060.00
01/08/2015	NJ	Research on Bricktown Hotel documentary fees, purchase information, operating agreement, investor claim information; Review and update accounts payable correspondence; Conference with R Leonard re bookkeeper situation.	5.10	408.00
	RTL	Conference and correspondence with K. Seabrooke re: T. Wilmoth, bookkeeping transition issues.	0.40	106.00
01/09/2015	NJ	Correspondence re bank account information and bank balances for receivership accounts to update receivership accounts.	0.50	40.00
	RTL	Review correspondence from R. Nash re: Quail Creek's motion for attorney fees related to Bricktown Capital; Strategy conferences with R. Edinger re: Department's position on same response, Receiver's response to R. Nash correspondence; Follow-up conference re: administration of claims process, timetable for same; Follow-up with K. Seabrooke re: bookkeeping; Extended conference with P. LaBarthe re: individual investor claims, Department's position on Quail Creek bank fees; Follow-up with R. Edinger re: same; Follow-up correspondence with J. Shaw re: payments made by Seabrookes to McDonalds and Holtslanders, accounting of same	2.20	583.00
01/12/2015	RTL	Review new offer on 115 NW 21st street, multiple correspondence and conference with K. Seabrooke re: same; Review and approve terms of counteroffer on 115 NW 21st, execute same; Multiple correspondence with R. Edinger, P. LaBarthe re: review of order of priority of mortgages on Oakbrooke Homes, LLC/Lawton property (FNB Weatherford, HPJ Partnership mortgages), review mortgage instruments and follow-up with R. Edinger re: initial conclusions on same, extension of time to respond to FNB Weathford's Motion re: release of Lawton property; Review and approve multiple payables for Briargate Plaza for Nov.-Dec. 2014; Follow-up correspondence with K. Seabrooke re: same; Review and approve multiple payables for 17th street properties, 1609 NW 15th, 115 NW 21st; Multiple follow-up correspondence with K. Seabrooke re: same, source of funds for payment; Review follow-up correspondence from M. Robertson re: Bricktown hotel closing, response to inquiry regarding transfer of property between entities that occurred at/near closing, correspondence with R. Edinger re: Bricktown property transfers; Review Order proposed by D. Nunn re: proposed resolution by FNB Weatherford for Lawton property; Review multiple follow-up correspondence with R. Edinger, M. Robertson, N. Jacobsen re: Bricktown property closing, documentary stamps, discrepancy in purchase prices in various transfers; Review Quail Creek Bank's Motion to Disburse Escrow Funds; Review Memo from P. LaBarthe re: 17th Street Properties Title Review;		

		Hours		
		Conference with T. Kordeliski, attorney for Peggy Johnston re: proposal to escrow funds on 17th street properties (Johnston has mortgage filed on two of the properties, escrow would allow sale of properties now with proceeds to be distributed through claims process, subject to Johnston's claimed mortgage interest); Extended conference with P. LaBarthe, M. Hall re: proof of claims process, treatment of investors with filed interests of record on properties; Conference with K. Neidler re: Seabrooke bank accounts, payment of payables, implementation of new accounting procedures with new bookkeeper; Follow-up conference with K. Seabrooke re: 17th street title issues, possible escrow of portion of funds, Holtslander probate; Extended conference with S. Studd, representative for Frances McDonald re: proposal to sell 1419 NW 17th street and escrow funds.	6.30	1,669.50
01/13/2015	NJ	Conference with Bank of West and SNB representatives re summary of bank accounts and balances under receivership; Conference with R Leonard on bank account related updates; review and update property records.	2.50	200.00
	RTL	Final review of proposed Agreed Order Establishing Procedure to Notify Claimants and/or Creditors to Make Claims and Setting Bar Date for Submitting Proofs of claim, accompanying Notice, Proof of Claim form and affirmation and instructions; Multiple follow-up with R. Edinger re: finalization of same; Meeting with N. Jacobsen re: consolidation of receivership bank accounts, follow-up conference with K. John, Bank of the West branch re: consolidation of Receiver accounts; Follow-up conference with L. Clark, BankSNB, re: same; Correspond with K. Neidler, K. Seabrooke re: final utility invoice on 917 E. 3rd Street, Cushing, consolidation of bank accounts.	2.60	689.00
01/14/2015	NJ	Review and update property information; research and update property documentation for 17th Street properties and Bricktown Capital; research bank account information under receivership; update claimant documentation.	3.10	248.00
	NJ	Conference with K Seabrooke and Seabrooke bookkeeper re listing of accounts, account balances, payables history, summary of all accounts.	1.50	120.00
	RTL	Strategy conference with R. Edinger re: all pending Seabrooke receivership issues, claims progress, 17th street title issues, Receiver's legal options for addressing 1419 NW 17th street Frances McDonald title issue, offer to be made to McDonald, transition of bookkeeping functions to A. Fugitt, Receiver's response to proposal to remove Lawton property from receivership; Receive and review follow-up offer on Lawton property, forward same to D. Nunn, counsel for FNB Weatherford; Follow-up with T. Kordeliski re: Receiver/Department's willingness to escrow funds from sale of 17th street properties, proposal for HPJ Trust to release mortgage and retain secured interest (if any) over proceeds from the sale to allow liquidation to continue; Follow-up correspondence with H. Liu, prospective purchaser of 17th street properties re: status; Conference with A. Holtslander, mortgage holder on 1405, 1419,		

		Hours		
		1507 NW 17th street re: proposal to allow sales and escrow funds, detailed discussion regarding same; Meet with K. Neidler, K. Seabrooke, N. Jacobsen re: bookkeeping transition, analysis of existing accounts, which payables are made through which accounts, additional information needed from T. Wilmoth, approval of Briargate Plaza payables; Follow-up with Bank of the West re: receivership accounts, review current bank statements; Review and approve insurance payables for 1609 NW 15th; Review correspondence from D. Nunn re: continuing FNB Weatherford Motion to Intervene; Review proposed Agreed Order re: removal of Lawton property from receivership, Department's comments on same; Follow-up correspondence with J. Shaw, P. LaBarthe re: Bricktown hotel closing statement, funds paid to Quail Creek bank; Conference call with D. Nunn re: options for Lawton property; Follow-up correspondence with R. Edinger, D. Nunn re: same, Receiver's position on proposed Order; Review updated Seabrooke investor list provided by Department; Follow-up with N. Jacobsen re: same, comparison with Receiver's list for distribution of proof of claim forms.	4.80	1,272.00
01/15/2015	NJ	Review and update investor information and claimant summary report; review bank statements for current accounts under receivership.	2.50	200.00
	RTL	Follow-up correspondence with R. Edinger, D. Nunn re: response to proposed Order on removal of Lawton property; Follow-up correspondence with K. Seabrooke re: Lawton property offer; Additional follow-up with T. Wilmoth, K. Seabrooke, N. Jacobsen re: bookkeeping transition, bank statements, files on receivership payables, etc.; Review and approve addendum to contract on 1609 NW 15th street; Follow-up with N. Jacobsen re: information on Seabrooke investors; Additional follow-up with Securities Department re: HPJ Trust agreement to escrow proceeds from sale; Conference with K. Seabrooke re: extension of contract on 17th street properties; Review offer on Briargate Plaza properties, follow-up conference with K. Seabrooke re: same; Review Briargate Plaza comparables, county assessor information; Consider counter-offer on Briargate; Review correspondence from K. Seabrooke re: institution of insurance claim on Cherry Hill.	2.80	742.00
01/16/2015	RTL	Review multiple Owner Statement reports for all Seabrooke properties (8/11/14- present) in preparation for bookkeeping transition; Conference with K. Seabrooke re: new offer on Briargate Plaza, multiple pending offers, negotiations on same; Strategy conference with R. Edinger re: Receiver's response to Quail Creek Bank's motion for attorney fees; Review and execute extension of contract on 17th street properties; Conference with K. Seabrooke re: reviewing and approving multiple payables on all Seabrooke properties, utility reimbursements on Cherry Hill, insurance reimbursements on 2528 NW 12th; Follow-up correspondence re: same; Review Protective Order entered regarding W. Doyle documents; Conference with S. Elliott, counsel for P. Kramer re: proposal to escrow funds to allow sale of 17th		

			Hours	
		street properties; Meet at Seabrooke offices re: approval of payables; Receive follow-up correspondence from D. Nunn on Lawton property; Follow-up with K. Seabrooke re: counter to pending offer on Lawton; Follow-up correspondence with K. Neidler re: J. Karyn Business account.	3.40	901.00
01/20/2015	NJ	Correspondence with K Seabrooke re bank accounts under receivership and account status and current account balances; update on Cherry Hill pending insurance claim; review protective order re W Doyle; research on Briargate Plaza.	3.10	248.00
	RTL	Strategy conference with R. Edinger re: response to Quail Creek's application for attorney fees, information requested by Department; Review and consider competing offers on Briargate Plaza, follow-up with K. Seabrooke re: same, pending offer on Lawton property (review of taxes owed on Lawton, commissions to be paid to outside realtor, etc.); Review offer on College Park properties; Additional follow-up with K. Seabrooke re: College Park and Lawton offers, counters to same, appraisal on Briargate; Multiple follow-up correspondence with K. Seabrooke re: multiple pending offers; Review appraisal on Briargate; Follow-up conference with P. LaBarthe re: offers on Briargate Plaza.	2.30	609.50
01/21/2015	NJ	Review and organize bank statement information in preparation for transitioning bookkeeper; deliver current bank statements to A Fugitt to prepare for transition; forward all bank information to A Fugitt.	2.50	200.00
	RTL	Extended conference with Barbara Ley re: bookkeeping transition, assumption of bookkeeping responsibilities; Meet with N. Jacobsen re: coordination of receivership bookkeeping transition from T. Wilmoth; Review correspondence with R. Beoni re: claims process; Conferences with N. Jacobsen re: coordination of claims process upon approval by Judge Parrish; Follow-up with R. Edinger re: response to Quail Creek's motion for attorney fees; Follow-up correspondence with BankSNB re: managing Receiver's accounts; Conference with D. Nunn re: counteroffer on Lawton, offer on 2 lots on College Park Property (Hefner Road, OKC), request for pay-off on Briargate Plaza; Follow-up correspondence with D. Nunn re: offer on College Park lots, bank's position on same; Follow-up with K. Seabrooke re: terms of counteroffer on Lawton; Conference with prospective offeror on Seabrooke properties, Briargate Plaza; Follow-up correspondence with K. Seabrooke re: providing listings on same; Multiple follow-up correspondence with D. Nunn re: offer on College Park lots; Additional follow-up with K. Seabrooke re: pending offers, counter on Lawton, counter on Briargate Plaza.	3.70	980.50
01/22/2015	NJ	Review and update bank statement information; extended correspondence with SNB, Bank of West, A Fugitt re bookkeeper situation; research and create summary information for accounting transition; research re legal status.	3.10	248.00
	RTL	Correspond with A. Fugitt re: information needed for assumption of bookkeeping duties by Barbara Ley, P.C.; Multiple conferences and coordination with N. Jacobsen re: provision of same; Multiple		

Hours

		conferences and correspondence with K. Seabrooke re: pending offers on Briargate, Lawton, College Park; Meet at Seabrooke offices to address emergency situation regarding employee of Seabrookes (not employee of receivership) who it was discovered has pending embezzlement/fraud charges; Multiple conferences and correspondence with Bank of the West, Bank SNB re: confirming integrity of all accounts; Follow-up with Securities Department re: same; Conferences with A. Fugitt re: audit of accounts; Review of all Receivership bank transactions post 12/1 in response to release of Seabrooke employee; Follow-up with A. Fugitt, accountant re: same, confirmation of activity; Multiple follow-up correspondence with K. Seabrooke, broker re: Lawton offer; Conference with A. Rosell, counsel with pending civil suit against K. Neidler re: background of actions of K. Neidler; Further consideration of action to be taken by Receivership to audit accounts.	4.10	1,086.50
01/23/2015	RTL	Multiple correspondence with T. Wilmoth re: review of transactions in Receiver accounts; Extended meeting with T. Wilmoth, staff at Seabrooke offices re: transaction review, bookkeeping transition, review of all Seabrooke receivership files; Review and edit Affidavit at the request of the Department with respect to Receiver's time expended in the management, possession and preservation of the Bricktown Hotel asset; Multiple follow-up conferences with L. Olson, Bank of the West re: review of receivership transactions during employment of K. Neidler; Multiple follow-up with A. Fugitt, new bookkeeper re: audit of accounts, coordinate bookkeeping procedures for receivership; Conference with J. Hamer, Bank SNB, re: audit and coordination of Bank SNB receivership accounts; Meet at Bank of the West Branch re: review of receivership account transactions, obtain all documentation of same; Conference with R. Edinger re: W. Doyle deposition; Review all BankSNB transactions on accounts; Correspondence re: follow-up Lawton offer, correspond with K. Seabrooke re: finalization of same; Review broker correspondence on Lawton; Conference and correspondence with P. LaBarthe re: Quail Creek bank pay-off calculations.	6.80	1,802.00
01/24/2015	RTL	Multiple follow-up conferences with K. Seabrooke re: Lawton offer; Strategy conference with R. Edinger re: W. Doyle deposition, claims process, bookkeeping transition.	1.00	265.00
01/25/2015	RTL	Receive rejection of counter on Lawton from prospective buyer; Multiple follow-up correspondence with K. Seabrooke re: same; Follow-up correspondence with broker re: Lawton.	0.40	106.00
01/26/2015	RTL	Appear at deposition of Wayne Doyle, Edmond, OK; Review and approve counteroffer (subject to Court approval) on Briargate Plaza; Review proposed Receiver's draft objection to disbursement of fees to Quail Creek bank; Obtain Order from Court Establishing Procedure to Notify Creditors and/or Claimants to Make Claims; Begin coordination of notification of claimants/creditors, coordinate		

			Hours	
		same with N. Jacobsen, review of all potential creditors/claimants; Conferences with K. Seabrooke re: coordinate payment of rents to receivership, approval of payables on Seabrooke properties in receivership.	4.70	1,245.50
01/27/2015	NJ	Review and update Lawton property and Briargate sales documentation; review and update claimant documents; conference with R Leonard, K Seabrooke re bank account and payables status; conference with A Fuggitt re bank account information.	4.80	384.00
	RTL	Further coordination of distribution of Notice of Claims Process to prospective claimants/creditors with N. Jacobsen, review of known claimants, contact information; Strategy conference with R. Edinger re: release of Lawton land from receivership; Follow-up correspondence with D. Nunn re: release of Lawton land, review of agreed order; Review summary of Holtslander/McDonald transactions prepared by Securities Department; Respond to inquiry re: claims process by investor; Extended conference with K. Seabrooke re: status of 17th street properties, review of certain payable transactions, mortgage payments, reimbursements from Sky Property Mgt to receivership, coordinate Briargate Plaza payables (electric, etc), offer on Briargate Plaza, status of 1609 NW 15th; Extended conference with A. Fuggitt re: accounting transfer; Review Quail Creek Bank's Objection to Motion for Order for Disbursement of Escrow Funds; Review correspondence from R. Nash re: payment history on Bricktown Capital loan in response to Securities Department request; Follow-up with counsel for P. Kramer re: proposal to escrow funds; Review Note and Mortgage provided by C. Matthies in support of claim, follow-up with N. Jacobsen re: same; Meet with L. Olsen, Bank of the West branch re: closing receivership accounts and transferring funds to Bank SNB; Strategy conference re: hearing on Motion regarding escrowed funds with First Commercial, obtaining Receiver's funds at First Commercial.	5.70	1,510.50
01/28/2015	NJ	Review and update investor/claimant documentation for Faith Bristow, Grizzly Investments; create master list for all claimant contact information; review/update with R Leonard; update property information/documentation.	4.20	336.00
	RTL	Further follow-up with N. Jacobsen re: coordination of notification to creditors/claimants of claim process, obtaining proper addresses for known claimants; Research notification by publication requirements; Correspond and conferences with K. Seabrooke re: coordination of payables from new bank accounts, establish new processes for new accountants; Follow-up conference with A. Holtlander re: proposal to escrow funds to allow sale of 17th street properties; Extended conference with K. Dulin, counsel for A. Holtlander re: proposal to escrow funds, probate of Holtslander estate, seeking approval of escrow to allow sales to proceed; Review follow-up correspondence from D. Nunn re: release of Lawton land; Correspond with M. McJunkins, Bank of the West re: follow-up regarding closure of accounts and transfer of funds; Conferences and follow-up meeting with K. Seabrooke re: offer on		

			Hours	
		Briargate Plaza, payables on 17th street properties, pending closing on 1609 NW 15th street and obtaining Court approval for same, status of sales of 17th street properties, remaining action items to allow the sales; Follow-up with broker re: pending offer on Briargate, other possible prospects; Meet with R. Edinger re: prepare for hearing on motion related to First Commercial Bank/Cherry Hill funds, further discussion of disposition of College Park property.	5.00	1,325.00
01/29/2015	NJ	Review current accounts payable; multiple correspondence with K Seabrooke re account payable; Review and organize current bank account info and transition process to SNB; conference with J Shaw re Claimant List; update Claimant List.	3.50	280.00
	RTL	Prepare for hearing on Motion with First Commercial Bank regarding attorney fees, release of funds from Cherry; Strategy conference with R. Edinger re: affidavit, testimony in same; Review multiple Seabrooke Realty payables (building insurance, etc.) and follow-up with K. Seabrooke re: same; Conference with J. Shaw, N. Jacobsen re: review of claimant/creditor list; Review conditional Order of intervention for W. Doyle; Follow-up with Bank of the West re: obtaining receivership funds from all accounts; Meet at Bank of the West branch on North Pennsylvania to finalize same; Extended meeting with A. Fugitt at Barbara Ley's office re: deposit of receivership funds, coordination of same into new receivership accounts, coordination of current and future receivership payables; Review and further preparation of affidavit for FCB hearing, follow-up conference with R. Edinger re: testimony; Review of proposed Orders for FCB hearing; Review follow-up correspondence from FNB Weatherford counsel re: disposition of proposed Orders relating to FNB Weatherford; Review edited creditor/claimant list provided by Department; Conference with F. Bristow, claimant re: explanation of claims process, status of same.	5.70	1,510.50
01/30/2015	NJ	Correspondence re bank account transition; correspondence with K Seabrooke re payables; correspondence with A Fuggitt re bank accounts; correspondence with R Leonard re Seabrooke payables and accounts.	1.40	112.00
	RTL	Review pleadings in preparation for hearing on funds held by First Commercial Bank, attorneys fees held in escrow; Strategy conference with counsel re: same; Appear for argument on Receiver's application before Judge Parrish, Oklahoma County District Court; Follow-up correspondence with A. Fugitt re: remaining questions to complete bookkeeping transition, follow-up correspondence with K. Seabrooke re: same; Correspond with Bank of the West re: remaining Bricktown Capital Receiver's account; Multiple conferences with S. Haynes re: coordination of payment of Receiver's funds from Cherry Hill, LLC account at FCB.	4.00	1,060.00
01/31/2015	RTL	Review proposed Order re: Receiver's motion related to FCB fees; Follow-up correspondence with S. Haynes re: same; Additional follow-up with R. Edinger re: proposed Order; Follow-up correspondence with A. Fugitt re: coordination of Seabrooke Realty		

	Hours	
payables; Receive and review OG&E cut-off notices on 17th street properties, coordinate with K. Seabrooke re: same; Review Response of Securities Department to Defendant's Motion for Order Instructing Escrow Agent to Distribute Escrow funds from Bricktown hotel closing; Follow-up correspondence with K. Seabrooke re: payment of insurance on 17th street properties.	1.20	318.00
For Current Services Rendered	127.20	25,179.50

	Recap		
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Nicole Jacobsen	46.10	\$80.00	\$3,688.00
Ryan T. Leonard	81.10	265.00	21,491.50

Expenses

01/31/2015	Postage	4.83
	Total Expenses	4.83
	Total Current Work	25,184.33

Payments

01/23/2015	Payment, thank you. - J Karyn Seabrooke ck# 1011	-18,037.44
	Balance Due	<u>\$40,985.95</u>

ROBERT EDINGER PLLC
116 E. Sheridan, Suite 207
Oklahoma City, OK 73104

Statement

Date 2/11/2015

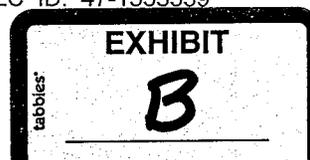
(405) 702-9900

Ryan Leonard, Receiver
 116 E. Sheridan, Suite 207
 Oklahoma City, OK 73104

In Reference To:

Seabrooke Receivership

				AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
11/30/2014	Balance forward			13,452.00	
12/01/2014	RDE: Tel. with R. Leonard and P. Labarthe regarding hearing on Motion to Retain Commission.	0.2	295.00	59.00	
12/02/2014	Meeting with R. Leonard and N. Jacobsen regarding the claim form and instructions associated with the claim form.	0.5	295.00	147.50	
12/03/2014	RDE: Tel. with T. Wilmoth regarding Cherry Hill bank accounts (.25); Draft application to enforce order and for contempt against First Commercial Bank (.50).	0.75	295.00	221.25	
12/04/2014	RDE: Tel. with T. Wilmoth regarding Cherry Hill Bank Accounts (.20); Tel. with R. Leonard and P. Labarthe regarding upcoming hearing and status of Bricktown Capital creditors for purposes of proofs of claim (.30); Draft Order approving Receiver's fees for Oct. and circulate to counsel (.50).	1	295.00	295.00	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25



Statement

Date 2/11/2015

(405) 702-9900

Ryan Leonard, Receiver
 116 E. Sheridan, Suite 207
 Oklahoma City, OK 73104

In Reference To:

Seabrooke Receivership

				AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/05/2014	RDE: Prepare for and attend hearing on Moton to Retain Commission and circulate signed order on compensation of Receiver (1.5); Draft Application to Enforce Order and for Contempt Against FCB (2); Discuss with R. Leonard the structure of future property sale orders (.25); Email to N. Jacobsen regarding identity of claimant to send claim form to (.20).	3.95	295.00	1,165.25	
12/05/2014	PMT			-7,965.00	
12/08/2014	RDE: Draft Receiver's Motion to Enforce Court Order and for Contempt against FCB.	1.75	295.00	516.25	
12/10/2014	RDE: Email to P. Labarthe regarding contempt order against FCB (.20); Review and revise proposed Order on motion to retain commission and email to P. Labarthe our changes (.50).	0.7	295.00	206.50	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

ROBERT EDINGER PLLC
116 E. Sheridan, Suite 207
Oklahoma City, OK 73104

Statement

Date 2/11/2015

(405) 702-9900

Ryan Leonard, Receiver
 116 E. Sheridan, Suite 207
 Oklahoma City, OK 73104

In Reference To:

Seabrooke Receivership

				AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/11/2014	RDE: Various conferences with R. Leonard regarding sales proceeds from Bricktown Hotel, review Receivership claims to same under Court Order, review contract for sale of Bricktown Hotel, and numerous tel. conferences with P. Labarthe, M. Robertson and negotiations with R. Nash regarding Receivership claims to sale proceeds (4.5); Revise proof of claims, application, notice, instructions and order regarding proof of claims (1.5); Review emails and proposed changes to Order retaining commissions (.20).	6.2	295.00	1,829.00	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

ROBERT EDINGER PLLC
 116 E. Sheridan, Suite 207
 Oklahoma City, OK 73104

Statement

Date 2/11/2015

(405) 702-9900

Ryan Leonard, Receiver
 116 E. Sheridan, Suite 207
 Oklahoma City, OK 73104

In Reference To:

Seabrooke Receivership

				AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/12/2014	RDE: Conference with R. Leonard regarding final Proof of Claim forms and send to P. Labarthe for comments before filing (.25); Obtain hearing date and circulate notice of hearing on Motion to Enforce Injunction and for Contempt (.50); Conference with R. Leoanrd and K. Seabrooke regarding possible insurance claim for damage to Cherry Hill Apartments (.35); Tel. with R. Nash regarding possible resolution of proceeds from potential sale of Bricktown Hotel (.20).	1.3	295.00	383.50	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

ROBERT EDINGER PLLC
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Statement

Date 2/11/2015

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Seabrooke Receivership

				AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/15/2014	RDE: Review documents regarding MacDonald investor transactions and tel. with R. Leonard, P. Labarthe and J. Shaw on sale of N.W. 17th property in name of MacDonald (.80); Various tel. calls to K. Seabrooke and title company to get preliminary title reports on 17th street properties (.50); Review emails regarding escrow of funds on Bricktown Hotel for ruling by court on right to sale proceeds (.25); Review modifications to Proof of Claim pleadings and tel. with J. Shaw regarding same (.50); Review emails from D. Nunn regarding proposed Motion to remove Oakbrooke Lawton from receivership and respond (.70).	2.75	295.00	811.25	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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			AMOUNT DUE	\$22,051.25	
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/16/2014	RDE: Conf. with R. Leonard regarding closing of Bricktown Hotel sale and escrow of monies (.20); Tel. to J. Lee regarding escrow and closing on Hotel sale (.20); Tel. with P. Labarthe regarding escrow of funds from sale of Bricktown Hotel (.10).	0.5	295.00	147.50	
12/17/2014	RDE: Various tel. with R. Nash regarding sale proceeds from Hotel (.25); Review Escrow Agreement with Receiver and Quail Creek and discuss same with R. Leonard (1); Draft Escrow Agreement between Receiver and Bricktown Capital LLC and discuss same with R. Leonard (2).	3.25	295.00	958.75	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/18/2014	RDE: Numerous tel. calls and emails with attorneys regarding closing of Bricktown Hotel and possible escrow and interpleading of funds for later Court ruling, together with drafting and revising proposed Escrow Instructions and Instructions for Interpleading Funds with Bricktown Capital LLC and W. Doyle.	5	295.00	1,475.00	
12/22/2014	RDE: Various tel. calls and exchange emails with M. Miller and R. Leonard regarding closing of Bricktown Hotel sale (.75); Review Closing Statement on Hotel sale (.50); Draft Application for Approval of Receiver's Fees & Expenses for Nov. 2014 (1.25).	2.5	295.00	737.50	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/29/2014	RDE: Review email from R. Nash regarding Q.C. Bank's claim to escrow funds and transmit same to P. Labarthe with inquiry (.50); Emails to Stewart Tittle regarding funds from to be interpled into court from sale of Bricktown Hotel (.25); Conf. with N. Jacobsen regarding title requirements on 17th Street properties (.75); Tel. to G. Cobbs regarding his debt to T. Seabrooke and research possible subpoena from Receiver (1).	2.5	295.00	737.50	
12/30/2014	RDE: Review R. Nash emails on Q.C. Bank's position as to \$17,000 funds from sale of hotel (.50); Review and approve payments for insurance and deliver check to K. Seabrooke (.50).	1	295.00	295.00	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
12/31/2014	RDE: Review Quail Creek loan documents in regard to its claim for attorneys' fees from sale of Bricktown Hotel, tel. and email to R. Nash regarding same (1.5); Review real estate tax statements, tel. calls to R. Leonard and K. Seabrooke, and make payment of real estate taxes on OK county properties on 11th, 15th and 17th Streets (1); Review email and further conf. with K. Seabrooke on claim against Cobbs (.25).	2.75	295.00	811.25	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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					AMOUNT DUE	\$22,051.25
DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT		
01/05/2015	RDE: Tel. with P. Labarthe and J. Shaw regarding court determination of rights to sale proceeds from Bricktown Hotel and responding to FNB Weatherford motion on Oakbrooke properties (.25); Conf. with R. Leonard on strategy for addressing claims of Q.C. Bank and W. Doyle regarding Hotel sale proceeds (.50); Tel. with R. Nash to obtain billing records supporting his attorney fees for Q.C. Bank (.30); Email to N. Jacobsen for ownership/mortgage facts on Oakbrooke property (.45).	1.5	295.00	442.50		
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE	
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25	

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AMOUNT DUE	\$22,051.25
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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
01/06/2015	RDE: Review mortgage and promissory note documents on Oakbrook Lawton property to determine priority of mortgages and tel. to J. Shaw regarding possible issues related to priority of FNB Weatherford mortgage (1.25); Conf. with R. Leonard to update on issues related to Oakbrooke Lawton property (.25); Tel. with J. Shaw regarding deposition of W. Doyle (.20); Email to R. Nash regarding confidentiality of his attorney fee statements in support of Q.C. Bank claim for attorney fees (.25).	1.95	295.00	575.25	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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AMOUNT DUE	\$22,051.25
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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
01/07/2015	RDE: Conf. with N, Jacobsen regarding collection of relevant documents for deposition of W. Doyle and tel. with J. Shaw regarding deposition date (.50); Review recent deed transactions on Bricktown Hotel (.50); Tel. with R. Leonard, P. Labarthe and J. Shaw regarding deposition of W. Doyle and followup review of deposition subpoena (.50); Conf. with R. Leonard regarding deed transfers made on Bricktown Hotel in December and followup email to M. Robertson (.75).	2.25	295.00	663.75	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT
01/08/2015	RDE: Various tel. and email exchanges with D. Nunn and P. Labarthe regarding priority of FNB of Weatherford mortgage on Oakbrooke Homes property in Lawton (.50); Various email and tel. calls with R. Nash and P. Labarthe regarding Q.C. Bank claim to \$17,000 attorney fees on Bricktown Hotel (.50); Review Motion filed by Q.C. for disbursement of escrow funds (.75); Review County assessor documentary stamps for deeds to Bricktown Hotel and email to P. Labarthe regarding consideration paid in 2 separate transactions on the Bricktown Hotel (.75).	2.5	295.00	737.50

CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
01/09/2015	RDE: Review FNB Weatherford's Supplement to Motion Regarding Oakbrooke Lawton Property (.40); Tel. and email exchange with D. Nunn regarding ext. of time to respond to Motion (.25); Email to P. Labarthe regarding Agreed Order on Lawton Property (.10).	0.75	295.00	221.25	
01/14/2015	RDE: Review and approve agreed orders pertaining to FNB Weatherford motions to intervene and to modify Temporary Injunction, together with multiple tel. calls with D. Nunn regarding orders and possible sale of Lawton Oakrooke property (1.25); Tel. with J. Shaw regarding response to Q.C. Bank motion regarding escrowed attorney fees (.10); Conf. with R. Leonard to update on Seabrooke issues coming to hearing and regarding hiring of replacement bookkeeper for Seabrooke entities (.50).	1.85	295.00	545.75	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
01/16/2015	RDE: Review and approve Agreed Protective Order for W. Doyle documents (.70); Draft and circulate Agreed Order on Receivers' Fees & Expense for Nov. 2014 (.25); Tel. conf. with R. Leonard and K. Seabrooke regarding receiver bank accounts and possible sale of Briargate Apartments (.50); Tel. with counsel and begin draft of Interpleader Motion for Bricktown sale proceeds (.50).	1.95	295.00	575.25	
01/19/2015	RDE: Review Motion by W. Doyle to intervene.	0.75	295.00	221.25	
01/20/2015	RDE: Gather facts in opposition to Q.C. Bank motion for escrow funds.	1.5	295.00	442.50	
01/21/2015	RDE: Conf. with R. Leonard regarding time spent on Bricktown Hotel receivership work for inclusion in affidavit (.2); Respond to email from P. Labarthe regarding affidavit as to time spent on Bricktown Hotel (.3).	0.5	295.00	147.50	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT
01/23/2015	RDE: Review R. Leonard Affidavit for response to Q.B. Motion (.5); Tel. with exchange of emails from J. Shaw and review documents for W. Doyle deposition (2); Conf. with R. Leonard regarding Doyle Deposition and receivership accounting matters (.25).	2.75	295.00	811.25
01/23/2015	PMT #1012			-5,487.00
01/24/2015	RDE: Legal research and draft Receiver's Objection to Q.C. Bank Motion on Escrow Funds (2).	2	295.00	590.00
01/25/2015	RDE: Draft Objection to QC Bank Motion on Escrow Fund (1.50); Prepare for Deposition of W. Doyle (3.50).	5	295.00	1,475.00
01/26/2015	RDE: Prepare for and attend deposition of W. Doyle (4.75); Tel. to R. Nash regarding hearing date and other matters (.25).	5	295.00	1,475.00

CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT	
01/27/2015	RDE: Tel. call and emails exchanged with D. Nunn regarding Agreed Order on Lawton Property (.5); Conf. with R. Leonard and N. Jacobsen regarding sending proof of claim forms (.25); Review file to prepare for hearing on Application to Enforce Injunction against FCB and begin preparing Affidavit of R. Leonard for said hearing (2)	2.75	295.00	811.25	
01/28/2015	RDE: Exchange emails with D. Nunn regarding Agreed Order on Lawton property and on extension of time to respond to Motion to Remove College Park Property (.60); Legal research form of indirect contempt order (.50); Conf. with R. Leonard and review email on escrow of \$22,000 from sale of Cherry Hill Apartment in order to prepare for hearing (1); Tel. with J. Shaw regarding various upcoming hearings (.30).	2.4	295.00	708.00	
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25

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DATE	DESCRIPTION	HRS/QTY	RATE	AMOUNT
01/29/2015	RDE: Prepare for hearing on Motion to Enforce Injunction and for Contempt against FCB by finalizing Affidavit of Receiver, Order Enforcing Injunction, and Order for Contempt (.75); Conf. with Receiver to prepare for hearing and email to J. Shaw regarding hearing (.25); Tel. with J. Shaw and exchange emails with M. Robertson regarding form of Order authorizing conditional intervention of W. Doyle (.50).	1.5	295.00	442.50
01/30/2015	RDE: Appear at hearing on Receiver's Motion to Enforce Injunction and for contempt.	1.25	295.00	368.75

CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	AMOUNT DUE
22,051.25	0.00	0.00	0.00	0.00	\$22,051.25