

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., <sup>1</sup>	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**FIRST INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES  
FOR PULMAN, CAPPUCCIO & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE  
FOR THE TIME PERIOD OF DECEMBER 15, 2021 TO APRIL 30, 2022**

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR INTERESTS.**

**IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.**

**A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD.**

Name of Applicant:	Randall A. Pulman Pulman Cappuccio & Pullen, LLP	
Applicant’s professional role in case	Counsel for the Chapter 7 Trustee	
Indicate whether this is an interim or final application	Interim	
Date Order of Appointment filed	01/20/2022 [ECF No. 48]	
Effective Date of Appointment	12/20/2021	
	Beginning of Period	Ending of Period

<sup>1</sup> The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

Total period covered in application	12/15/2021	4/30/2022
Time periods covered by any prior applications	N/A	N/A
Total amounts awarded in all prior applications	\$0.00	
Amount of retainer received in the case	\$0.00	
Amount of credit applied by PC&P to fees	\$16,320.00	
Total fees applied for in this application and in all prior applications (including any retainer amounts or credits applied or to be applied)	\$226,982.50	
Total fees applied for in this application (including any retainer amounts or credits to be applied)	\$226,982.50	
Total professional fees requested in this application	\$226,982.50	
Total professional hours covered by this application	666.15	
Reimbursable expenses sought in this application	\$28,952.54	
Application Cost	Approximately \$15,000.00	

TO THE HONORABLE MICHAEL M. PARKER, UNITED STATES BANKRUPTCY JUDGE:

Pulman, Cappuccio & Pullen, LLP (“**PC&P**”), attorneys for John Patrick Lowe, Chapter 7 Trustee (“**Trustee**”) for the bankruptcy estates of deeproot Capital Management, LLC, Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot Bonus Growth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC (each a “**Debtor**” and collectively, the “**Debtors**”), being jointly administered under lead case *In re: deeproot Capital Management, LLC*, Case No. 21-51523, hereby files this *First Interim Application for Allowance of Hourly Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of December 15, 2021 to April 30, 2022* (“**First Interim Fee Application**”), for allowance of compensation of \$226,982.50 and reimbursement of expenses of \$28,952.54, for a total of \$255,935.04, for the time period of December 15, 2021 to April 30, 2022. In support of this application, PC&P respectfully asks the Court to approve and authorize this First Interim Fee Application, based on the following:

## I. Jurisdiction and Venue

1. This Court has jurisdiction over this First Interim Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue for this case is proper in the Western District of Texas under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

2. On December 9, 2021, (the “**Petition Date**”), the Debtors filed voluntary petitions under Chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”) [ECF No. 1]. The Court, by its Order entered December 21, 2021, authorized that the Debtors’ bankruptcy cases be jointly administered under lead case *In re: deeproot Capital Management, LLC*, Case No. 21-51523 (the “**Jointly Administered Case**”) [ECF No. 20].

3. On or about December 21, 2021, John Patrick Lowe was duly appointed as Trustee.

4. The statutory predicates for the relief sought by this First Interim Fee Application are sections 328(a) and 331 of the Bankruptcy Code.

5. A copy of the proposed order in conformity with Local Rule 9013 is attached as Exhibit A.

6. A copy of the Summary of this Application is attached as Exhibit B.

## II. Factual and Procedural Background

7. The Debtors in this Jointly Administered Case are entities through which the Debtors’ principal, Mr. Robert Mueller (“**Mueller**”) ran a Ponzi scheme. Mueller controlled, as the sole owner, officer and director of each of the Debtors, all of their operations. Upon information and belief, Mueller raised, on behalf of the Debtors, approximately \$60,000,000 from individual investors over the past decade.

8. Initially, Mueller raised monies from individual investors through Debtor, Policy Services, Inc. (“PSI”), by purportedly selling fractional interests in the death benefits payable on life insurance policies (the “Policies”) purchased by PSI. These fractional interests in the Policies are known as life settlements. *See Life Partners, Inc. v. Arnold*, 464 S.W.3d 660, 662 (Tex. 2015).

9. In or around 2015, Mueller stopped raising investor money directly through PSI and began to raise investor money primarily through two of the other Debtors, deeproot Growth Runs Deep Fund, LLC, and deeproot 575 Fund, LLC. After Mueller switched to raising monies through the other deeproot entities, the investment pitch varied over time, but essentially investors were promised a guaranteed annual return of 6% to 7% payable at the end of the applicable investment period. Investors purchased debentures—or long-term unsecured obligations—to pay. Mueller marketed the Debtors as having investments in life settlements, agriculture, real estate, and sports and entertainment businesses. At some point, invested monies were used by Debtors to support Mueller’s effort to develop and manufacture state of the art pinball machines. The Debtor’s pre-petition financial statements and each of the Debtors’ respective schedules reflect that none of the Debtors generated any net income and, in most cases, had no revenue at all. Despite the lack of revenue and net income, the Debtors did return investments to some of the investors.

10. On August 20, 2021, the United States Securities and Exchange Commission (the “SEC”) filed suit<sup>2</sup> against two of the Debtors and Mueller individually for violations of federal securities law, and named some of the other Debtors and Mueller’s immediate family members as relief parties (the “SEC Case”). An injunction was entered prohibiting the solicitation of additional funds. Shortly thereafter, on December 9, 2021, chapter 7 bankruptcy petitions were filed for each of the Debtors.

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<sup>2</sup> *Securities and Exchange Commission v. Robert J. Mueller, et al.*, Civil Action No. 5:21-cv-785, U.S. Dist. Ct. for the W. Dist. Of Texas, San Antonio Division.

11. Since mid-December 2021, PC&P attorneys have assisted the Trustee in reviewing and analyzing the Debtors' records, identifying the Debtors' assets, and liquidating much of the Debtors' assets identified to date, including the sale of Debtors' personal property contained in its two San Antonio offices and the sale of the Policies.

12. On December 22, 2021, Trustee filed the *Application to Employ Pulman, Cappuccio & Pullen, LLP as Counsel for Chapter 7 Trustee* [ECF No. 25] (the "**Employment Application**"). PC&P did not receive a retainer in this case. As set forth in the Employment Application, PC&P was employed on a hourly basis plus costs for actual, necessary expenses incurred by PC&P. *See* Employment App. at ¶ 12.

13. On January 20, 2022, the Court entered its *Order on the Application of Trustee to Employ Counsel* (the "**Employment Order**"), wherein the Court authorized the Trustee to employ PC&P as counsel [ECF No. 48]. A copy of the Employment Order is attached hereto as Exhibit C.

14. On January 31, 2022, the Trustee filed *Trustee's Application to Employ Mel T. Davis as Auctioneer (the "Auctioneer Employment Application")*, [ECF No. 53], through which Trustee sought the Court's approval to employ Mel T. Davis to act as auctioneer for the Debtors' estate to liquidate Debtors' property at public auction, which property was comprised of pinball parts, inventory, machinery, tools, equipment, and furniture, and was located within Debtors' formerly leased office space, located at 12621 Silicon Drive and 12669 Silicon Drive, San Antonio, Texas. Debtor, deeproot Capital Management, LLC, entered into, and is identified as the tenant under, each respective leases.

15. On January 31, 2022, the Trustee filed his *Motion of Chapter 7 Trustee for Authorization to Sell Property of the Estate by Public Auction and to Authorize Payment to Auctioneer from Sales Proceeds* (the "**Property Sale Motion**"). [ECF No. 54].

16. On February 9, 2022, the Court entered its *Order Approving Motion of Chapter 7 Trustee for Authorization to Sell Property of the Estate by Public Auction and to Authorize Payment to Auctioneer from Sales Proceeds*. [ECF No. 68]. The public auction of Debtors' property, as approved by the Court, was held at Debtors' previously leased office space beginning March 14, 2022, and concluded on March 25, 2022. The sale of the furniture, fixtures and equipment netted the estate of deeproot Capital Management, LLC \$512,859.30 in proceeds.

17. On or about February 18, 2022, the Trustee entered into discussions with Messrs. Chris Turner and Greg Yost, the principals of TuYo Holdings, LLC ("**TuYo**"), regarding their interest in purchasing the Policies. After weeks of investigation and negotiations, the Trustee and TuYo entered into a Life Insurance Policy Purchase and Sale Agreement (the "**Policies Purchase Agreement**") [ECF No. 78, Ex. B], pursuant to which TuYo agreed to purchase the Policies for \$1,078,389.36.

18. On March 15, 2022, the Trustee filed *Trustee's Motion to Approve (A) Sale of Life Insurance Policies, (B) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (C) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the "**Policies Sale Motion**") [ECF No. 78]. The Policies Sale Motion addressed a number of unique legal issues, including ownership or co-ownership of the insurance policies, the "executory" nature of the insurance policies, the good faith requirements of the proposed purchaser and the need to sell the insurance policies on an expedited basis because of the inability of the PSI estate to fund premiums on a continuing basis.

19. A hearing on the Policies Sale Motion was held on March 18, 2022, at which time the Court approved the sale procedures, stalking horse agreement and bid protections, and the form

of notice for the sale of the Policies. Shortly thereafter, on March 21, 2022, the Court entered its *Order Approving Trustee's Motion to Approve (A) Sale of Life Insurance Policies, (B) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (C) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* [ECF No. 85].

20. Notice of the sale of the Policies was provided by Trustee to all creditors and interested parties in the manner approved by the Court.

21. On April 4, 2022, *Objections to the Sale of the Property of the Estate of Policy Services, Inc.* were filed on behalf of certain creditors/investors in the deeproot 575 Fund, LLC and the deeproot Growth Runs Deep Fund, LLC (the “**Objections**”) [ECF No. 94]. *Trustee's Reply to Objections to Sale of the Property of the Estate of Policy Services, Inc.* (“**Trustee's Reply**”) was thereafter filed on April 8, 2022. [ECF No. 101].

22. On April 11, 2022, the Court held a contested final hearing on Trustee's Policies Sale Motion. The Court considered the Objections, and ultimately each of the Objections were overruled, resolved, or withdrawn.

23. On April 13, 2022, the Court filed its final *Order Authorizing and Approving the Sale of Certain Personal Property Free and Clear of All Interests Pursuant to 11 U.S.C. §§ 363(b) and (f)*. [ECF No. 103]. On April 14, 2022, TuYo Holdings, LLC funded the balance of the purchase price to Trustee's counsel and the sale closed. The Bankruptcy Estate of PSI received \$1,078,389.36.

**III. Application for Hourly Services**

**Main Bankruptcy Case**

24. PC&P has provided legal services and expended 666.15 hours from December 15, 2021 to April 30, 2022 (the “**Application Period**”), totaling \$243,302.50 in fees representing the Trustee. The average hourly rate for this fee application was \$365.24 per hour. Randall A. Pulman has exercised some judgement in reviewing and approving this fee application and has issued a credit of \$16,320.00, thus reducing the total amount of professional fees applied for in this application to \$226,982.50.

25. In the Main Bankruptcy Case (defined herein), a total of \$200,000.00 in hourly fees are requested; in the SEC Matter (defined herein), a total of \$18,820.00 in hourly fees are requested; in the CCW Matter (defined herein), a total of \$6,500.00 in hourly fees are requested; and, in the Ohana Matter (defined herein), a total of \$1,662.50 in hourly fees are requested. Attached hereto as Exhibit D-1 through D-4 are copies of billing invoices itemizing the fees incurred by PC&P in the Main Bankruptcy Case, the SEC Matter, the CCW Matter and the Ohana Matter, respectively, by date and billing category.

**A. Summary of Fees in the Bankruptcy Case by Category**

<b>Category</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
B110	Case Administration	22.9	8,877.50
B120	Asset Analysis and Recovery	213.7	62615.00
B130	Asset Disposition	258.25	103,350.00
B150	Meetings of /Communications with Creditors	20.6	9,502.50
B160	Fee/Employment Applications	35.3	12,925.00
B180	Avoidance Action Analysis	33.6	11,982.50
B190	Other Contested Matters (excluding assumption/rejection motions)	55.8	24,775.00
B300	Claims Administration and Objections	3.2	1,112.50



**B. Summary of Services Rendered in the Main Bankruptcy Case by Category**

**i. Case Administration (B110)**

26. Services rendered in this category involved preparation of notice of deadlines to file proofs of claim, preparation of notice of bankruptcy filing and review of a motion to limit notice.

27. Lawyers with PC&P have begun the process of gathering information and data on transfers by the Debtor entities to insiders and investors for purposes of analyzing Title 11, Chapter 5 avoidance claims.

28. Lawyers with PC&P have engaged in discussions with lawyers for the SEC regarding the merits of the claims brought by the SEC, and the effect of the SEC's injunction on the Trustee's ability to marshal assets and administer claims. The SEC also provided to the Trustee's counsel a substantial number of documents gathered in the SEC's pre-petition investigation of some of the Debtors. These documents provided a great deal of information concerning the Debtors' operations.

29. PC&P expended a total of 22.9 hours across all matters, which resulted in total charges of \$8,877.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1.

**ii. Asset Analysis and Recovery (B120)**

30. Services rendered in this category include the investigation of assets, review of the debtors' schedules, review of bank statements, life insurance policies, life settlement agreements, e-mail communications, and other documents, and legal research regarding asset recovery. Lawyers at PC&P engaged in a substantial amount of investigation of the Debtors' assets including several visits to the deeproot San Antonio offices to retrieve paper records of the business of the

Debtors, reviewing incomplete financial statements and sundry corporate documents. All of this work was completed in order to determine what assets of the debtor could be sold.

31. Once the assets were identified, lawyers at PC&P engaged in a substantial amount of legal research in order to determine: (1) who exactly owned the life insurance policies to be sold, (2) what exactly is a life settlement, and (3) what is the appropriate choice of law analysis to be applied to a disagreement over ownership of a life insurance policy. In addition, the question of whether a life insurance policy is an executory contract for purposes of 11 U.S.C. § 365 required a substantial amount of research as there are various circuit decisions on the issue.

32. There was also preliminary investigation into a trust administered by the parents of Debtors' principal, Robert Mueller, and PC&P is continuing the investigation into possible recovery of assets.

33. PC&P expended a total of 213.7 hours, which resulted in total charges of \$62,615.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1 and D-4.

**iii. Asset Disposition (B130)**

34. Services rendered in this category involved preparation of the Application to Employ Auctioneer, the preparation of the Property Sale Motion, the investigation, negotiation and preparation of the Policies Purchase Agreement, the preparation of the Policies Sale Motion, the analysis of the Objections and the preparation of Trustee's Reply thereto, preparing for, and attending hearings on the sale motions, and the concomitant legal research.

35. The Trustee and his counsel also entered into negotiations with two of the Debtors' landlords in order to ensure the ability to hold the auctions in place.

36. PC&P expended a total of 258.25 hours, which resulted in total charges of \$103,350.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1.

**iv. Meetings of and Communications with Creditors (B150)**

37. Services rendered in this category involved communications with counsel for the many creditors, and preparation for and appearance at the multiple 341 meetings of creditors, required in large part because of Mueller's generally uncooperative posture and refusal to provide information requested by PC&P's attorneys, (e.g. Mueller's failure to appear at the initial 341 meeting of creditors, and his decision to assert his 5<sup>th</sup> Amendment right against self-incrimination at subsequent 341 meetings).

38. PC&P expended a total of 20.6 hours, which resulted in total charges of \$9,502.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1.

**v. Fee/Employment Applications (B160)**

39. Services rendered in this category involved drafting the Application to Employ and preparation of this First Interim Fee Application.

40. PC&P expended a total of 35.3 hours, which resulted in total charges of \$12,925.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D.

**Avoidance Action Analysis (B180)**

41. Services rendered in this category involved review and analysis of several of the Debtors' investor records, finders' agreements, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, and legal research pertaining to the Texas Securities

Act, fraudulent conveyance actions under 11 USC § 544 and the Texas Uniform Fraudulent Transfers Act, and the net winner rule.

42. PC&P expended a total of 33.6 hours, which resulted in total charges of \$11,982.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1 and D-3.

**Other Contested Matters (excluding assumption/rejection motions) (B190)**

43. Services rendered in this category involved the review and analysis of the Debtors' records to identify matters that may be contested for the benefit of the estate.

44. PC&P expended a total of 55.8 hours, which resulted in total charges of \$24,775.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1 and D-2.

**Claims Administration and Objections (B300)**

45. Services rendered in this category involved the review of the substantial number of Proofs of Claim filed in the various jointly administered bankruptcy cases, and communications with the Trustee regarding such claims.

46. PC&P expended a total of 3.2 hours, which resulted in total charges of \$1,112.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1.

**Matters Relating to the SEC**

47. Services rendered by lawyers from PC&P relating to the SEC and the SEC Case (the “**SEC Matter**”) include drafting and revising the modification of stay originally imposed by the District Court, in order to allow the bankruptcy case(s) to proceed, participating in meetings and conferring with SEC counsel, and reviewing and analysing documents and discovery provided to Trustee by the SEC to determine if there are any claims or causes of action to be initiated by the Trustee

48. In connection with the matters relating to the SEC, PC&P expended a total of 41.20 hours, which resulted in total charges of \$18,820.00. The detailed time descriptions for this adversary are included in Exhibit D-2.

**Matters Relating to CCW Braun Heights, LLC**

49. This matter concerns a real estate loan from deeproot Funds, LLC, one of the jointly administered debtors, to CCW Braun Heights, LLC (“**CCW**”) for the development of a carwash located in San Antonio, Texas (the “**CCW Matter**”). Services rendered by lawyers from PC&P in connection with this matter include reviewing and analysing documents evidencing the loan and related transactions, communications with CCW’s counsel, and communications with potential bidders for the note.

50. In connection with the CCW Matter, PC&P expended a total of 17.10 hours, which resulted in total charges of \$6,500.00. The detailed time descriptions for this adversary are included in Exhibit D-3.

### **Matters Relating to MB Hale Ohana Revocable Trust**

51. This matter relates to the MB Hale Ohana Revocable Trust (the “**Ohana Matter**”), a trust established for the benefit of Mueller and his father and stepmother, and which used monies fraudulently transferred from Debtors to purchase and own a residential condominium in Kauai, Hawaii. Services rendered by lawyers from PC&P in connection with this matter include communications with counsel to the trust and Mueller’s father and stepmother, negotiations with said counsel for the production of documents, and communications and negotiations with SEC counsel regarding the recovery of the transferred assets for the benefit of the bankruptcy estate.

52. In connection with the Ohana Matter, PC&P expended a total of 5.70 hours, which resulted in total charges of \$1,662.50. The detailed time descriptions for this adversary are included in Exhibit D-4.

#### **C. Reimbursement of Expenses**

53. PC&P also files this First Interim Application seeking reimbursement of the reasonable out-of-pocket expenses incurred during the Application Period, in the amount of \$28,952.54. An itemization report of the expenses incurred by date is attached hereto as Exhibit E. All expenses for which compensation is requested by PC&P were incurred for and on behalf of the Trustee, and not on behalf of any committee, creditor, or other person.

#### **D. Allocation among Jointly Administered Cases**

54. Because this case is jointly administered, Trustees’ counsel has allocated the time expenses between the eleven bankruptcy estates. For the most part, legal fees and expenses associated with a particular estate are allocated to that estate. For example, the estate of PSI is charged with the fees arising from the § 363 sale of the life insurance policies. Fees and expenses associated with negotiations with landlords are allocated to the relevant Debtor, deeproot Capital

Management, LLC. Fees and expenses arising from the meeting of creditors and general collection of information are split evenly between all eleven Debtors. A chart reflecting the allocation of fees and expenses between the estates is attached hereto as Exhibit F.

55. This is the first interim application for fees and expenses filed by PC&P. This First Interim Application requests approval of interim fees in the amount of \$226,982.50 and interim expenses in the amount of \$28,952.54, for a total allowed amount of \$255,935.04 in interim hourly fees and expenses.

#### **IV. Authorities and Argument**

56. The statutory predicates for the relief sought by this First Interim Application are §§ 328(a) and 330 of the Bankruptcy Code.

57. Bankruptcy Code § 330(a) provides that in determining the amount of reasonable compensation to be awarded, a Court shall consider the nature, the extent, and the value of the services rendered by the professional, while taking into account the relevant factors, including the following:

- The time spent on such services;
- The rates charged for such services;
- Whether the services were necessary to the administration of, or beneficial at the time which the service was rendered, toward the completion of the chapter 11 case;
- Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues or task addressed;
- With respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than chapter 11 cases.

11 U.S.C. § 330(a)(3). *See also Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994)

(noting Bankruptcy Code’s policy of providing adequate compensation and stating that “Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted). *see also In re Woerner*, 783 F.3d 266, 274 (5th Cir. 2015) (“[Section 330] permits a court to compensate an attorney not only for activities that were ‘necessary,’ but also for good gambles—that is, services that were objectively reasonable at the time they were made—even when those gambles do not produce an ‘identifiable, tangible, and material benefit.’”) (citations and internal quotation marks omitted); *see also In re Pilgrim’s Pride Corp.*, 690 F.3d 650 (5th Cir. 2012) (reaffirming that bankruptcy courts have discretion to enhance professional fees in extraordinary cases).

58. The fees incurred by PC&P in representing the Trustee were reasonable and necessary for the administration of the Case. As reflected in the attached Exhibit C, PC&P has avoided unnecessary additional legal services and duplication of effort while striving to ensure the highest quality of legal representation.

59. The fees incurred by PC&P were for reasonable and necessary legal work that does not fall within the scope of the Trustee’s administrative duties. *See In re: Sharon Sylvester*, 23 F.4th 543, 548 (5th Cir. 2022).

60. PC&P performed these services within a reasonable period of time by professionals that have significant experience in bankruptcy cases. The rates charged by PC&P for this matter are comparable to the rates charged by PC&P in non-bankruptcy matters.



61. The professionals who have worked on this case during the Application Period are:

Name	Rate	Hours expended on case	Fees requested in this application
Randall A. Pulman	\$500.00	149.45	\$ 74,725.00
Shari P. Pulman	\$400.00	1.30	\$ 487.50
Catherine C. Curtis	\$375.00	4.00	\$ 1,500.00
Leslie S. Hyman	\$475.00	25.30	\$ 11,385.00
Byron L. LeFlore	\$475.00	0.50	\$ 237.50
W. Drew Mallender	\$375.00	329.60	\$ 123,600.00
Anna K. MacFarlane	\$250.00	36.4	\$ 9,100.00
Carissa Brewster	\$225.00	26.30	\$ 5,830.00
Dominique Valenzuela	\$175.00	92.50	\$ 16,187.50
Billing Adjustment			(\$ 16,320.00)
Total			\$226,982.50

PC&P has met the requirements of § 330(a) of the Bankruptcy Code, and the Court should award the fees and expenses sought in this Application.

62. The out-of-pocket expenses incurred by PC&P have been billed only for expenses actually incurred by PC&P. Accordingly, charges for expenses such as courier fees, filing fees, outside copy service, parking, travel, postage, meals, charges for public records and transcription services are billed at the actual cost to PC&P. PC&P is generally billed a flat monthly fee for legal research through Westlaw, and such charges are allocated based on actual usage to PC&P’s clients.

63. PC&P submits that this First Interim Application complies with §§ 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the United States Trustee Guidelines.

64. Detailed applications for compensation are required by the Bankruptcy Code, Local Rules, and applicable case law. This First Interim Application has served the additional purpose of informing the Court and the creditors of the status of the case and the activities of the attorneys involved. The time spent preparing this application is compensable. *See* 11 U.S.C. § 330(a)(6).

65. Because this is an administratively consolidated case, PC&P has allocated these fees and expenses between the Bankruptcy Estates as reflected in the chart attached hereto as Exhibit F. Payment of the fees as indicated in the chart should be paid from the appropriate Bankruptcy Estate account maintained by the Trustee (each an “**Estate Account**,” and collectively, “**Estate Accounts**”).

66. The Trustee has reviewed this First Interim Fee Application and has approved the requested amounts and the allocation thereof.

**WHEREFORE**, PC&P prays that upon consideration hereof, this Court enter an Order (i) approving PC&P’s request for interim fees in the amount of \$226,982.50 in fees and \$28,952.54 in related expenses, for a total of \$255,935.04, (ii) authorizing the Trustee to immediately pay PC&P from the appropriate Estate Account (*See Ex. F*) the allowed amount of \$255,935.04 for the fees and expenses that have been incurred to date, and (iii) granting such other and further relief as the Court finds appropriate to grant.

Respectfully submitted,

**PULMAN, CAPPUCCIO & PULLEN, LLP**  
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(210) 222-9494 Telephone  
(210) 892-1610 Facsimile

By: /s/ Randall A. Pulman  
Randall A. Pulman  
Texas State Bar No. 16393250  
**ATTORNEYS FOR JOHN PATRICK LOWE,  
CHAPTER 7 TRUSTEE FOR THE JOINTLY  
ADMINISTERED BANKRUPTCY ESTATE OF  
DEEPROOT CAPITAL MANAGEMENT, LLC,  
ET AL.**

**CERTIFICATE OF SERVICE**

I hereby certify that on the 13<sup>th</sup> day of May 2022, I electronically filed the foregoing document using the CM/ECF system, which will serve the document on the following list of parties in interest and parties requesting notice. A copy of the notice/summary of this application will be mailed via US First Class Mail to the parties on the limited service list in this case, and a supplemental certificate of service will be filed to evidence compliance.

**Via Counsel CM/ECF:**

[catherine.curtis@wickphillips.com](mailto:catherine.curtis@wickphillips.com)  
[jason.rudd@wickphillips.com](mailto:jason.rudd@wickphillips.com)  
Policy Services, Inc.  
deeproot Pinball, LLC  
deeproot Growth Runs Deep Fund, LLC  
deeproot 575 Fund, LLC  
deeproot 3 Year Bonus Income Fund, LLC  
deeproot BonusGrowth 5 Year Debenture Fund,  
LLC  
deeproot Tech, LLC  
deeproot Funds, LLC  
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deeproot Capital Management, LLC  
12621 Silicon Dr.  
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**Via Counsel Via CM/ECF:**

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*/s/Randall A. Pulman*

Randall A. Pulman

# **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., <sup>1</sup>	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER GRANTING  
FIRST INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES  
FOR PULMAN, CAPPuccio & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE  
FOR THE TIME PERIOD OF DECEMBER 15, 2021 TO APRIL 30, 2022**

Came on for consideration the *First Interim Application for Allowance of Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of December 15, 2021 to April 30, 2022* (“**First Interim Application**”). The Court has considered

<sup>1</sup> The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor’s federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

the First Interim Application and finds that the fees and expenses represent reasonable compensation for actual and necessary services, and reimbursement for actual, necessary expenses. After considering the pleadings, the Court also finds that (i) it has jurisdiction over the matters raised in the First Interim Application pursuant to 28 U.S.C. § 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) proper and adequate notice of the First Interim Application has been given and that no other or further notice is necessary; (iv) all objections to the First Interim Application have been resolved by this Order or are overruled in their entirety; and (v) upon the record herein after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein.

**IT IS THEREFORE ORDERED** that the First Interim Application pursuant to 11 U.S.C. § 330 is hereby **GRANTED**;

**IT IS FURTHER ORDERED** that the fees in connection with the legal services described in the First Interim Application are allowed. All interim fees in the amount of \$226,982.50 and all expenses in the amount of \$28,952.54, for the allowance of a total of \$255,35.04 in hourly fees and costs, shall be an administrative expense of the respective Bankruptcy Estates<sup>2</sup> as outlined in the First Interim Application.

**IT IS FURTHER ORDERED** the Trustee is authorized to immediately pay PC&P in connection with the hourly services provided, fees and expenses totaling \$255,935.04 from the specific Bankruptcy Estate accounts, , as designated in the chart attached hereto as Exhibit 1.

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

---

<sup>2</sup> Capitalized terms shall have the meaning ascribed to them in the First Interim Application.

**Submitted by:**

Randall A. Pulman

Texas State Bar No. 16393250

[rpulman@pulmanlaw.com](mailto:rpulman@pulmanlaw.com)

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**ATTORNEYS FOR JOHN PATRICK LOWE,  
CHAPTER 7 TRUSTEE FOR THE JOINTLY ADMINISTERED  
BANKRUPTCY ESTATES OF DEEPROOT CAPITAL  
MANAGEMENT, LLC, *ET AL.***



# **EXHIBIT 1**

	deepprot Capital Management, LLC	Policy Services, Inc.	Wizard Mode Media, LLC	deepprot Pinball, LLC	deepprot Growth Runs Deep Fund, LLC	deepprot 575 Fund, LLC	deepprot 3 Year Bonus Income Debenture Fund, LLC	deepprot Tech, LLC	deepprot Funds, LLC	deepprot Studios, LLC	deepprot 5 Year Bonus Income Debenture Fund, LLC
<b>Main Case</b>	\$24,869.35	\$140,203.30	\$4,199.35	\$4,199.35	\$8,683.60	\$8,683.60	\$4,199.35	\$4,199.35	\$8,683.60	\$4,199.35	4199.345455
<b>SEC Matter</b>	\$0.00	\$16,626.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,578.00	\$0.00	0
<b>CCW Matter</b>	\$0.00	\$5,072.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$212.50	\$0.00	\$0.00
<b>Ohana Matter</b>	\$0.00	\$1,662.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	0
<b>Expenses</b>	\$2,355.24	\$26,597.30									
<b>Totals</b>	\$27,224.59	\$190,162.10	\$4,199.35	\$4,199.35	\$8,683.60	\$8,683.60	\$4,199.35	\$4,199.35	\$10,474.10	\$4,199.35	\$4,199.35

# **EXHIBIT B**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., <sup>1</sup>	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**NOTICE AND SUMMARY OF  
FIRST INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES  
FOR PULMAN, CAPPUCCIO & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE  
FOR THE TIME PERIOD OF DECEMBER 15, 2021 TO APRIL 30, 2022**

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR INTERESTS.**

**IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.**

**A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD.**

- I. CLIENT: John Patrick Lowe, Chapter 7 Trustee
- II. REQUESTING APPLICATION / FIRM: Randall A. Pulman of Pulman, Cappuccio & Pullen, LLP, (“**PC&P**”) as counsel to the Trustee
- III. TOTAL AMOUNT OF INTERIM FEES AND COSTS REQUESTED: \$255,935.04
  - a. Fees: \$226,982.50
  - b. Expenses and Cost Advances (PC&P): \$28,952.54
  - d. Time period covered: 12/15/2021 – 04/30/2022

<sup>1</sup> The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

IV. BREAKOUT OF CURRENT APPLICATION

Name	Rate	Hours expended on case	Fees requested in this application
Randall A. Pulman	\$500.00	149.45	\$ 74,725.00
Shari P. Pulman	\$400.00	1.30	\$ 487.50
Catherine S. Curtis	\$375.00	4.00	\$ 1,500.00
Leslie S. Hyman	\$475.00	25.30	\$ 11,385.00
Byron L. LeFlore	\$475.00	0.50	\$ 237.50
W. Drew Mallender	\$375.00	329.60	\$ 123,600.00
Anna K. MacFarlane	\$250.00	36.4	\$ 9,100.00
Carissa Brewster	\$225.00	26.30	\$ 5,830.00
Dominique Valenzuela	\$175.00	92.50	\$ 16,187.50
Billing Adjustment			(\$ 16,320.00)
Total			\$226,982.50

MINIMUM FEE INCREMENTS: 0.1 HOURS

EXPENSES: \$28,952.54 (Photocopying and Postage associated with providing notices to creditors)

AMOUNT ALLOCATED FOR PREPARATION OF THIS FEE APPLICATION: \$10,000

V. PRIOR APPLICATIONS: None.

V. OTHER CO-EQUAL OR ADMINISTRATIVE CLAIMANTS IN THIS CASE:

a. John Patrick Lowe, Chapter 7 Trustee (“Trustee”).

VI. RESULTS OBTAINED:

To date, PC&P has provided legal services and has obtained favorable results for the Bankruptcy Estates in connection with the services provided to the Bankruptcy Estates. Among other things, PC&P has: (1) through the auction of furniture, fixtures and equipment, netted the estate of deeproot Capital Management, LLC \$512,859.30 in proceeds; (2) through the sale of the life insurance policies, netted the estate of Policy Services, Inc. \$1,078,389.36 in proceeds; (3) engaged in substantial investigations of the Debtors’ assets to determine what could be sold for the benefit of the Bankruptcy Estates, which resulted in total fees of \$62,615.00; (4) preparation of the Application to Employ Auctioneer, the preparation of the Property Sale Motion, the investigation, negotiation and preparation of the Policies Purchase Agreement, the preparation of the Policies Sale Motion, the analysis of the Objections and the preparation of Trustee’s Reply thereto, which resulted in total fees of \$103,350.00; (5) communications with counsel for the many creditors, and preparation for and appearance at the multiple 341 meetings of creditors, which resulted in total fees of \$9,502.50; (6) drafting the Application to Employ and preparation of this First Interim Fee Application, which resulted in total fees of \$12,925.00; (7) review and

analysis of the Debtors' investor records, finders' agreements, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, and substantial legal research., which resulted in total fees of \$11,982.50; (8) review and analysis of the Debtors' investor records, finders' agreements, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, and substantial legal research., which resulted in total fees of \$11,982.50; (9) review and analysis of the Debtors' records to identify matters that may be contested for the benefit of the Debtors' estates, which resulted in total fees of \$5,955.00; (10) review of the substantial number of Proofs of Claim filed in the various jointly administered bankruptcy cases, and communications with the Trustee regarding such claims., which resulted in total fees of \$1,112.50; (11) drafting and revising the modification of stay originally imposed by the District Court, participating in meetings and conferring with SEC counsel, and reviewing and analyzing documents and discovery provided to Trustee, which resulted in total fees of \$18,820.00; (12) drafting and revising the modification of stay originally imposed by the District Court, participating in meetings and conferring with SEC counsel, and reviewing and analyzing documents and discovery provided to Trustee, which resulted in total fees of \$18,820.00; (13) reviewing and analyzing documents evidencing the loan from Debtors and related transactions, communications with CCW's counsel, and communications with potential bidders for the note, which resulted in total fees of \$6,500.00; and (14) negotiations for the production of documents, and communications and negotiations with SEC counsel regarding the recovery of the transferred assets for the benefit of the Debtors' estates, which resulted in total fees of \$1,662.50

Respectfully submitted,

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By: /s/Randall A. Pulman  
Randall A. Pulman  
Texas State Bar No. 16393250  
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**ATTORNEYS FOR JOHN PATRICK LOWE,  
CHAPTER 7 TRUSTEE**

# **EXHIBIT C**



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: January 20, 2022.**

**MICHAEL M. PARKER  
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL.,	§	BANKRUPTCY No. 21-51523-MMP
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER ON THE APPLICATION OF TRUSTEE FOR AUTHORITY TO EMPLOY COUNSEL**

Came on for consideration the *Application of Trustee for Authority to Employ Counsel* (the “**Application**”)<sup>1</sup> filed by John Patrick Lowe, the Chapter 7 Trustee (the “**Trustee**”) for the captioned jointly administered chapter 7 case. Based on the representations made in the Application and in the supporting *Affidavit of Randall A. Pulman in Support of the Application of Trustee for Authority to Employ Counsel*, the Court finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding

<sup>1</sup> Capitalized terms unless otherwise defined herein shall have the meaning as ascribed to them in the Application.



pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application approving the employment of Pulman, Cappuccio & Pullen, LLP (“PC&P”) is in the best interest of the Estate and its creditors; (iv) PC&P holds no interest adverse to the Estate and is a disinterested person under 11 U.S.C. § 101(14); (v) proper and adequate notice of the Application has been given and no further notice is necessary; (vi) no objections to the Application have been filed; and (vii) based upon the record herein, after due deliberation, good and sufficient cause exists for the granting of the Application in all respects.

**IT IS, THEREFORE, ORDERED** that pursuant to section 327(a) of the Bankruptcy Code, the Trustee is authorized to employ PC&P with Randall A. Pulman to act as lead counsel to represent him as Trustee in this Case effective as of December 20, 2021, in accordance with the terms described in the Application, the engagement letter, and this Order, and to perform the services described below:

- a) to file pleadings with the court and to represent the Estate's interest in regard to any adversaries, appeals, or contested matters before this court and litigation in other courts, particularly with regard to the Estate’s interest in various assets and the positions of secured and unsecured creditors, whether by motion, adversary action, turnover proceedings, or litigation activities of every description in other courts;
- b) to investigate, analyze, institute and prosecute actions regarding determination and recovery of property of the Estate, including investigation and prosecution of determination and lien perfection, avoidance litigation as well as collection and liquidation of assets of the Estate, to the extent such activities would be economically beneficial to the Estate;
- c) to assist the Trustee where necessary to negotiate and consummate non-routine sales or leases of the assets of the Estate, wherever they may be found, including sales free and clear of liens, claims and encumbrances, and to institute any necessary proceedings in regard thereto;
- d) to institute and prosecute non-routine objections to exemptions and non-routine objections to proofs of claim;
- e) to co-ordinate activities with the United States Trustee as appropriate in connection with issues of the integrity of the bankruptcy courts and procedures;

- f) to aid in the representation of the Trustee in any litigation against Trustee in Trustee's official capacity;
- g) to assist in resolution of sales of, and any title problems associated with, the Estate's property; and
- h) to collect any judgments that may be entered in favor of the Estate; and
- i) to assist in any other work requested by the Trustee.

**IT IS FURTHER ORDERED** that the Law Firm shall not be compensated by the bankruptcy Estate for performing duties required to be performed by the Trustee.

**IT IS FURTHER ORDERED** that if any supplemental declarations or affidavits are filed and served after entry of this Order, absent any objections within 21 days after the filing and service of such supplemental declarations or affidavits, PC&P's employment shall continue as authorized pursuant to this Order.

**IT IS FURTHER ORDERED** that PC&P shall be compensated upon appropriate application in accordance with Bankruptcy Code sections 330 and 331, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy of the Western District of Texas.

**IT IS FURTHER ORDERED** that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

**SUBMITTED BY:**

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**PROPOSED ATTORNEYS FOR JOHN PATRICK LOWE,  
CHAPTER 7 TRUSTEE FOR THE JOINTLY ADMINISTERED CASE  
OF IN RE DEEPROOT CAPITAL MANAGEMENT, LLC ET AL.**

# **EXHIBIT D-1**

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 Uvalde, TX 78801

May 11, 2022

Invoice No. 218547  
 Account No. 1934.001

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Deeprout

Interim Statement

Fees

					Rate	Hours	
12/15/2021	RAP	B110	A101	Call with Trustee Lowe regarding new case; review of emails regarding same	500.00	1.00	500.00
12/20/2021	AKM	B110	A101	Confer with Randall A. Pulman regarding case; pull and review documents regarding SEC case	250.00	0.30	75.00
	AKM	B110	A101	Continue reviewing and analyzing joint administration case documents.	250.00	1.10	275.00
	AKM	B160	A101	Draft application to employ PC&P as general counsel to chapter 7 trustee.	250.00	1.80	450.00
	RAP	B110	A101	Review of pleadings; call with Pat Lowe; office conference with Anna MacFarlane regarding new matter.	500.00	1.50	750.00
	RAP	B110	A101	Attend hearing on Motion to Jointly Administer Chapter 7 cases.	500.00	0.50	250.00
12/21/2021	AKM	B110	A101	Attention to email correspondence between Pat Lowe, Randall A. Pulman, and Debtor's counsel Catherine A. Curtis regarding case.	250.00	1.20	300.00
	AKM	B160	A101	Continue drafting application to employ PC&P per Randall A. Pulman comments and edits.	250.00	3.60	900.00
	AKM	B110	A101	Reviewing and analyzing case documents.	250.00	0.90	225.00
	AKM	B160	A101	Beginning conflicts check.	250.00	2.00	500.00
	SPP	B110	A101	Review of creditor's matrix. Forward Randall A. Pulman 70 pages. Discussion			

Lowe, Pat

Statement No. 218547

Account No 1934.001

Deeproot

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			of same.	375.00	1.30	487.50	
	RAP	B160	A101	Review and edit of Application to Employ firm as counsel to Trustee	500.00	2.00	1,000.00
	RAP	B110	A101	Call with Pat Lowe regarding status.	500.00	0.20	100.00
	RAP	B110	A101	Call with debtor counsel regarding status of schedules and debtor information.	500.00	0.50	250.00
12/22/2021	AKM	B160	A101	Continue drafting application to employ per Pat Lowe comments; confer with Jamie Gonzales regarding conflicts.	250.00	0.60	150.00
	AKM	B120	A101	Reviewing and analyzing bank statements received from Debtors' counsel.	250.00	0.50	125.00
	AKM	B110	A101	Zoom call with Randall A. Pulman, Pat Lowe, Catherine A. Curtis, and Jay Hulings regarding case and next steps.	250.00	0.80	200.00
	AKM	B120	A101	Draft information request for Debtors' counsel based on conference call discussion; confer with Randall A. Pulman regarding same.	250.00	0.50	125.00
	RAP	B110	A101	Call with Debtors' counsel regarding status of documents and information.	500.00	0.50	250.00
	RAP	B160	A101	Final review and signature of Application to Employ counsel; review of conflict lists; edit of affidavit.	500.00	2.00	1,000.00
12/23/2021	RAP	B110	A101	E-mail to debtor counsel regarding status of information and documents.	500.00	0.30	150.00
12/27/2021	RAP	B120	A101	Meeting with auctioneer Mickey Davis at Debtor location.	500.00	1.30	650.00
	RAP	B120	A101	Review of financial information picked up at debtors' locations on Silicon Drive.	500.00	0.50	250.00
12/28/2021	RAP	B120	A101	Telephone conference with Pat Lowe regarding status and financial statements for Debtor.	500.00	0.50	250.00
	RAP	B110	A101	Call with Debtor's counsel; review of financial information.	500.00	0.50	250.00
	RAP	B130	A101	Call with Pat Lowe regarding auction and Landlord issues; review of e-mail regarding same.	500.00	0.50	250.00
12/29/2021	RAP	B120	A101	Inspect property at second office on			

Lowe, Pat

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Deeproot

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					Rate	Hours	
				Silicon Drive; telephone conference with Pat Lowe regarding same	500.00	2.00	1,000.00
12/31/2021	LSH	B110	A101	Review and respond to emails regarding documents from debtor.	450.00	0.30	135.00
01/03/2022	RAP	B120	A101	Telephone conference with G. Murray regarding acquisition of QDB files; review of e-mail confirming same.	500.00	0.30	150.00
	RAP	B190	A101	Telephone conference with attorneys for landlords regarding status.	500.00	0.50	250.00
01/04/2022	RAP	B130	A101	Review of e-mail regarding potential purchasers of policies; telephone conference with P. Lowe regarding same; telephone conference with D. Mallender regarding sale of policies.	500.00	0.80	400.00
	RAP	B110	A101	Review of information from G. Murray; respond to same; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
	RAP	B110	A101	Call with Debtor's counsel regarding mail, checks and related issues; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
01/05/2022	WDM	B120	A101	Review and analysis of life insurance policy underwriting documents	375.00	2.50	937.50
01/06/2022	AKM	B120	A101	Review and analyze email correspondence regarding assets.	250.00	0.40	100.00
	WDM	B120	A101	Review and analysis of life insurance policy underwriting documents; telephone conference with Randall A. Pulman regarding letter to R. Holt	375.00	4.00	1,500.00
01/07/2022	AKM	B110	A101	Attention to email correspondence regarding case.	250.00	0.20	50.00
	WDM	B120	A101	Review and analysis of life insurance underwriting files; research companies in the business of purchasing life insurance policies	375.00	3.20	1,200.00
01/10/2022	CB	B110	A101	Telephone conference with Anna			

Lowe, Pat

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Deeproot

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				Rate	Hours	
			MacFarlane regarding background facts and case structure	200.00	0.20	40.00
	CB	B180	A101 Office conference with Randall A. Pulman regarding chapter 5 claims to recover finders' fees	200.00	0.20	40.00
	AKM	B110	A101 Teams call with Carissa Brewster regarding case.	250.00	0.10	25.00
	RAP	B180	A101 Office conference with C. Brewster regarding avoidance actions against finders.	500.00	0.20	100.00
	RAP	B120	A101 Office conference with W. Drew Mallender regarding life insurance policies	500.00	0.20	100.00
	WDM	B120	A101 Review and analysis of life insurance underwriting files; research COVID emergency regulations affecting part of life insurance provisions, extension of grace periods.	375.00	4.50	1,687.50
01/11/2022	WDM	B120	A101 Telephone conference with Catherine A. Curtis (Debtor attorney) to discuss questions arising from review of life insurance files. Review and analysis of additional documents and spreadsheets provided by C Curtis.	375.00	2.70	1,012.50
01/12/2022	RAP	B120	A101 Office conference with D. Mallender regarding life insurance policies; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
	RAP	B130	A101 Telephone conference with attorney for landlord regarding process and auction.	500.00	0.20	100.00
	WDM	B120	A101 Prepare memorandum to Pat Lowe regarding review and analysis of life insurance documents; office conference with Randall A. Pulman regarding findings. Review and analysis of additional life insurance documents received from Pat Lowe.	375.00	4.00	1,500.00
01/13/2022	WDM	B120	A101 Office conference with Randall A. Pulman regarding analysis of life			



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					Rate	Hours	
				insurance files; contact insurance providers regarding transfer of ownership to Trustee; prepare spreadsheet with detail of analysis of life insurance policies that are in force and available to sell.	375.00	3.20	1,200.00
01/14/2022	RAP	B110	A101	Telephone conference with P. Lowe regarding status	500.00	0.20	100.00
01/18/2022	CB	B180	A101	Office conference with Randall A. Pulman; review chapter 5 claims to begin drafting adversary complaints	200.00	1.00	200.00
	WDM	B120	A101	Telephone conferences with insurance company representatives regarding requesting transfer of ownership of policies; telephone conference with Catherine A. Curtis regarding need for Debtor representative to provide authorization letter for Protective Insurance Company; review proposed letter prepared by C Curtis.	375.00	3.50	1,312.50
01/19/2022	WDM	B120	A101	Prepare correspondence to Protective Life Insurance Company regarding change of ownership of policies; email to Catherine A Curtis requesting revisions to letter of instruction to Protective Insurance Company; telephone conferences with insurance company representatives regarding change of ownership of policies	375.00	3.80	1,425.00
01/20/2022	WDM	B120	A104	Prepare letter to Protective Insurance Co regarding requesting for change of ownership form; telephone conference with and e-mail correspondence with insurance company; response regarding transfer of ownership of insurance policies to Chapter 7 Trustee.	375.00	3.50	1,312.50
	WDM	B120	A104	Partially complete change of ownership forms for Brighthouse Insurance Company Life Insurance policies. e-mail correspondence with P. Lowe regarding			

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				Rate	Hours	
			completion of forms; e-mail correspondence with Amicable Insurance Company; prepare letter to John Hancock Life Insurance Company regarding change of policy ownership.	375.00	2.30	862.50
01/24/2022	AKM B130	A101	Attention to motion to sell emails; confer with MaryAnn Villa regarding same.	250.00	0.50	125.00
	RAP B150	A101	Review of e-mail regarding scheduling of Creditor's Meeting; respond to same; telephone conference with Lowe regarding same.	500.00	0.50	250.00
	RAP B130	A101	Review of e-mail from landlord regarding auctions.	500.00	0.20	100.00
	RAP B120	A101	Review of e-mail regarding insurance policy issues.	500.00	0.20	100.00
	WDM B120	A104	Update change of ownership tracking spreadsheet; meeting with staff regarding completion of change of ownership forms as requested by Trustee; prepare letter to Transamerica Life Insurance Company requesting change of ownership; review and analysis of correspondence between the Equitable Insurance Company and Policy Services Insurance; review of Policy Services files concerning policies issued by Equitable Life.	375.00	2.50	937.50
01/25/2022	AKM B130	A101	Begin preparing motion to sell property of the estate at auction; conduct relevant research.	250.00	2.90	725.00
	RAP B110	A101	Call with landlord regarding status; review of schedules filed by the Debtor.	500.00	0.50	250.00
	WDM B120	A104	Telephone conference with C. Curtis regarding information required from Debtor to transfer ownership of life insurance policies; prepare follow up letters to J. Hancock and Transamerica concerning transfer of ownership; prepare proposed resolution of Policy Services approving transfer of life insurance policies.	375.00	2.30	862.50

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				Rate	Hours	
01/26/2022	AKM B130	A101	Drafting Motion and Order to Sell Property of the Estate, with Motion to Expedite	250.00	2.40	600.00
	RAP B150	A101	Call with Lowe regarding creditor meeting preparation.	500.00	1.00	500.00
	RAP B130	A101	Review of Motion to Sell via Auction, Motion to Employ Auctioneer and Motion to Expedite; office conference with A. MacFarlane regarding same.	500.00	1.00	500.00
	AKM B160	A101	Drafting Application and Order to Employ Mel T. Davis as Auctioneer, with Motion to Expedite	250.00	1.00	250.00
	AKM B310	A101	Review claims registers in all jointly administered cases.	250.00	1.00	250.00
01/27/2022	AKM B130	A101	Revising Motion to Sell and Application to Employ per Pat Lowe comments.	250.00	0.30	75.00
	AKM B150	A101	Prepare for 341 meeting; confer with Randall A. Pulman and Leslie S. Hyman regarding same. Plan and prepare for	250.00	1.00	250.00
	AKM B310	A101	Email to Pat Lowe regarding claims register.	250.00	0.30	75.00
	AKM B110	A101	Drafting motion to limit notice.	250.00	1.40	350.00
	LSH B120	A104	Review/analyze documents received from counsel for the debtor.	450.00	0.90	405.00
	RAP B150	A104	Negotiate time for continued Creditor Meeting; e-mails regarding same; call with P. Lowe regarding same; call with A. Thomas, UST regarding same.	500.00	1.00	500.00
	RAP B150	A104	Review of financial statements and schedules to prepare for Creditors Meeting.	500.00	1.50	750.00
	WDM B120	A104	E-mail correspondence with C. Curtis; meeting with R. Pulman regarding status of requests for change of ownership of life insurance policies	375.00	0.40	150.00
01/28/2022	RAP B150	A101	Prepare for and attend first Meeting of Creditors; Debtor representative is a no show; telephone conference with Lowe regarding same.	500.00	1.50	750.00

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				Rate	Hours	
	RAP B110	A101	Meeting with staff regarding assignments.	500.00	0.50	250.00
	AKM B150	A101	Appear for and attend telephonic 341 meeting of creditors.	250.00	0.20	50.00
	AKM B110	A101	Confer with Carissa Brewster via Teams regarding case status.	250.00	0.60	150.00
	AKM B110	A101	Attend team planning meeting via Teams.	250.00	0.50	125.00
	CB B180	A101	Review documents regarding finder transfers	200.00	1.60	320.00
	CB B180	A101	Telephone conference with Randall A. Pulman, Drew Mallender, and Anna MacFarlane regarding adversaries to be filed	200.00	0.50	100.00
	CB B180	A101	Begin drafting litigation hold letters to finders	225.00	1.00	225.00
	LSH B150	A104	Review/analyze emails regarding 341 meeting and legal research regarding same.	450.00	0.70	315.00
	LSH B110	A104	Review/analyze documents received from counsel for the debtor.	450.00	0.20	90.00
	WDM B190	A104	Litigation planning meeting.	375.00	0.50	187.50
01/31/2022	AKM B130	A101	Draft combination motion to expedite; finalize motion to sell for filing.	250.00	0.50	125.00
	AKM B160	A101	Draft combination motion to expedite; finalize application to employ for filing.	250.00	0.50	125.00
	AKM B110	A101	Review and analyze motion for limited notice.	250.00	0.20	50.00
	RAP B160	A104	Final review of Motion to Sell and Motion to Hire Professional; Motion to Expedite; final review of Motion to Limit Mailing List; approval for filing of all.	500.00	0.50	250.00
02/01/2022	RAP B190	A108	E-mail with counsel for landlord regarding payment of post petition lease expenses.	500.00	0.30	150.00
	RAP B110	A105	Office conference with staff regarding service of Motion.	500.00	0.20	100.00
02/02/2022	AKM B130	A101	Review and consider sale motion issues; confer with Carissa Brewster regarding same.	250.00	0.50	125.00

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				Rate	Hours		
	RAP	B190	A104	Review of e-mail from landlord attorney regarding surcharge and payment; office conference with C. Brewster regarding same.	500.00	1.00	500.00
	RAP	B130	A104	Review of Bexar County Objection to Motion to Sell in order to preserve tax lien.	500.00	0.20	100.00
	CB	B130	A101	Review email communications regarding sales motion and landlord's administrative claim; Office conference with Randall A. Pulman regarding same; research regarding same 0.5; telephone conference with landlord's counsel and Randall A. Pulman regarding same	225.00	1.70	382.50
02/03/2022	AKM	B130	A101	Reviewing and analyzing emails regarding objection to motion to sell.	250.00	0.30	75.00
02/04/2022	AKM	B190	A101	Review and analyze emails regarding sale order.	250.00	0.40	100.00
	RAP	B130	A104	Review of Bexar County Objection to Sale Order; edit of same; forward to opposing counsel for approval.	500.00	0.50	250.00
	RAP	B190	A104	Review of settlement offer from landlord; forward to P. Lowe.	500.00	0.50	250.00
	WDM	B120	A101	Review correspondence from John Hancock regarding restoration of Feen life insurance policy	375.00	0.10	37.50
02/07/2022	RAP	B190	A108	Negotiate with landlord over payments; call with P. Lowe regarding same.	500.00	1.00	500.00
	CB	B130	A101	Review emails regarding sale motion and domain expiration	225.00	0.30	67.50
	LSH	B190	A104	Review/analyze emails regarding claim by landlord.	450.00	0.30	135.00
	WDM	B120	A101	Review and analysis of correspondence received from Protective Insurance enclosing change of ownership forms; update tracking spreadsheet; email to Pat Lowe regarding same	375.00	0.50	187.50
02/08/2022	AKM	B190	A101	Reviewing and analyzing Landlord			

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					Rate	Hours	
				emails; confer with Carissa Brewster regarding same.	250.00	0.60	150.00
	RAP	B130	A104	Edit of order on Sale; negotiations with landlords.	500.00	0.50	250.00
	CB	B190	A101	Communicate with A. MacFarlane regarding landlord/motion to sell issue; review emails regarding same	225.00	0.20	45.00
02/09/2022	AKM	B130	A101	Review revised order on Motion to Sell; confer with Carissa Brewster regarding hearing.	250.00	0.30	75.00
	CB	B130	A101	Attend hearing on motion to sell and application to employ auctioneer	225.00	0.20	45.00
	RAP	B130	A109	Attend hearing on Motion to Authorize Sale of FFE.	500.00	2.00	1,000.00
	RAP	B190	A109	Finalize agreement with Landlord regarding payment of post-petition rent.	500.00	0.30	150.00
02/10/2022	RAP	B310	A104	Review of US SBA secured claim; telephone conference with P. Lowe regarding same.	500.00	0.30	150.00
02/14/2022	WDM	B120	A101	Review and analysis of premium notice received from Brighthouse Life Insurance regarding C Jackson Policy. Email to Pat Lowe with analysis of request.	375.00	0.70	262.50
02/15/2022	WDM	B120	A101	Review and analysis of Policy Services' life insurance policies to determine cash value of active policies; review and analysis of insurance policy premium requirements; prepare email memo to Randall A. Pulman and Pat Lowe	375.00	6.10	2,287.50
02/16/2022	RAP	B130	A108	Telephone conference with M. Davis regarding documents to be gathered at Debtor's office.	500.00	0.20	100.00
	RAP	B120	A108	Telephone conference with P. Lowe regarding potential sale of assets.	500.00	0.20	100.00
02/17/2022	RAP	B130	A108	Telephone conference with Yost regarding offer on insurance policies.	500.00	0.30	150.00

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					Rate	Hours	
	RAP	B130	A108	Telephone conference with M. Davis regarding status of tagging of deeproot property.	500.00	0.20	100.00
02/18/2022	RAP	B130	A108	Call with Lowe regarding meeting with Yost.	500.00	0.30	150.00
	RAP	B130	A108	Meeting with potential purchaser of life insurance policies; discuss terms; call with P. Lowe regarding same.	500.00	1.00	500.00
	WDM	B130	A101	Telephone conference with Randall A. Pulman and Pat Lowe regarding offer to purchase insurance policies.	375.00	0.30	112.50
02/20/2022	RAP	B130	A102	Research on sale of life insurance policies; call with Greg Yost regarding issues on sale.	500.00	1.50	750.00
02/21/2022	CB	B130	A101	Research regarding life insurance policies	225.00	2.70	607.50
	RAP	B130	A108	Office conference with D. Mallender regarding purchase and sale agreement for life insurance policies and motion to sell.	500.00	0.50	250.00
	RAP	B110	A108	Review of documents at deeproot offices; office conference with D. Mallender regarding same.	500.00	1.50	750.00
	WDM	B120	A101	Office conference with Randall A. Pulman regarding life insurance policies sale	375.00	0.80	300.00
	CSC	B110	A101	Travel to deeproot offices to review documents in offices	375.00	4.00	1,500.00
02/22/2022	CB	B120	A101	Continue research regarding life insurance policies	225.00	3.50	787.50
	CB	B120	A101	Office conference with Randall A. Pulman and Drew Mallender regarding life insurance policies	225.00	0.30	67.50
	RAP	B120	A108	Review of law on 365 Motion for assumption or rejection; review of cases on whether life insurance contracts are "executory contracts"; telephone conference with debtor's counsel regarding same.	500.00	3.00	1,500.00

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					Rate	Hours	
	WDM	B120	A101	Organize and analyze documents from deeproot offices; prepare Life Insurance Purchase and Sale Agreement; office conference with Randall A. Pulman regarding documents from deeproot offices; perform research regarding executory contracts	375.00	4.30	1,612.50
02/23/2022	CB	B120	A101	Draft memorandum of law regarding life insurance policies	225.00	2.30	517.50
	CB	B120	A101	Review documents from deeproot office	225.00	1.00	225.00
	CB	B130	A101	Office conference with Pat Autry, Randall A. Pulman, and Drew Mallender regarding insurance policies	225.00	1.50	337.50
	CB	B130	A101	Office conference with Drew Mallender and Randall A. Pulman regarding life insurance policies	225.00	0.80	180.00
	RAP	B120	A108	Review of life insurance cases; meeting with P. Autry regarding review of documents; review of case law on executory contracts.	500.00	2.00	1,000.00
	WDM	B120	A101	Review and analysis of deeproot Policy Services files; prepare Policy Services document files for review by potential purchaser's counsel; office conference with Randall A. Pulman, Carissa Brewster and Pat Autry regarding same. Office conference with Randall A. Pulman; telephone conference with Randall A. Pulman, Carissa Brewster and Pat Lowe; update Insurance Policy Spreadsheet.	375.00	5.70	2,137.50
02/24/2022	CB	B120	A101	Continue researching and revising memorandum of law	225.00	4.00	900.00
	RAP	B120	A108	Office conference with D. Mallender and C. Brewster regarding executory contract issue; telephone conference with potential buyer regarding sale and purchase and sale agreement; e-mail to SEC regarding creditor meeting; call with Debtor counsel regarding executory contract			



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					Rate	Hours	
				issue.	500.00	1.50	750.00
	WDM B120	A101		Review and analysis of Choice of Law provisions in Life Insurance Policies; legal research regarding Choice of Law pertaining to Insurance contracts, for Texas and Federal. Continued review and analysis of documents from deeproot offices.	375.00	6.50	2,437.50
02/25/2022	CB B120	A101		Continue research and drafting memo regarding life insurance policies	225.00	2.50	562.50
	RAP B130	A108		Review of edits to Purchase and Sale Agreement from purchaser; call with purchaser and counsel regarding terms of sale.	500.00	2.00	1,000.00
	RAP B120	A104		Review of case law on executory contracts; review of law on distinction between countryman approach and functional approach.	500.00	1.00	500.00
	WDM B130	A101		Telephone conference with Randall A. Pulman, Chris Turner, Greg Yost and Pat Autry regarding purchase of insurance policies; email correspondence to Chris Turner and Greg Yost. Review Purchase and Sale Agreement; compile list of lapsed insurance policies.	375.00	7.00	2,625.00
02/26/2022	RAP B130	A104		Review and edit of Purchase and Sale Agreement; office conference with D. Mallender regarding same.	500.00	2.00	1,000.00
	RAP B130	A104		Review of comments to Purchase and Sale Agreement; review and edit of bid procedures; e-mail to Lowe and D. Mallender regarding issues on next draft of documents.	500.00	1.00	500.00
	WDM B130	A101		Office conference with Randall A. Pulman regarding 363 Sale; preparation of Motion and Order to Sell. Revise Purchase and Sale Agreement. Prepare Sale/Bid Procedures; email to C Turner and G Yost	375.00	4.70	1,762.50

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				Rate	Hours	
02/28/2022	WDM B130	A101	Update 5th Circuit case law regarding 363 Sales. Update life insurance policy spreadsheet to include disputed policies; continue review and analysis of debtors' files regarding disputed policies. Prepare Motion to Approve Sale/Bid Procedures	375.00	3.50	1,312.50
03/01/2022	CB B130	A101	Office conference with W. Drew Mallender regarding motion to sell	225.00	0.30	67.50
	RAP B130	A105	Call with D. Mallender regarding status.	500.00	0.10	50.00
	WDM B130	A101	Draft motion to approve sale / bidding procedures	375.00	4.50	1,687.50
03/02/2022	RAP B130	A107	Call with purchaser and counsel regarding purchase and sale agreements; telephone conference with P. Lowe regarding same.	500.00	1.50	750.00
	RAP B130	A104	Review of e-mail regarding fixtures; forward to attorney for landlord regarding position on whether to auction.	500.00	0.30	150.00
	WDM B130	A103	Draft Motion to Approve Sales Procedures. Draft and edit Sales Procedures and Notice to creditors. Conference call with Pat Lowe, P. Autry, G. Yost, C. Turner and Randall A. Pulman. Review and edit Order to Sell.	375.00	5.40	2,025.00
	LSH B180	A105	Communicate (in firm) with R. Pulman regarding potential fraudulent transfers.	450.00	0.80	360.00
03/03/2022	RAP B150	A104	Review of documents and schedules; prepare for Creditor's Meeting.	500.00	3.50	1,750.00
	WDM B130	A103	Meet with Randall A. Pulman regarding Motion to Sell Insurance Policies. Review and analysis of Policy Services document and correspondence files. Review demand letters from investors and other creditors. Draft Motion to Expedite, Order to Approve Sale and Bidding Procedures. Review investor files.	375.00	4.80	1,800.00
03/04/2022	CB B130	A101	Legal research regarding motion to sell	225.00	0.50	112.50
	AKM B150	A101	Confer with Randall A. Pulman regarding			

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				Rate	Hours	
			creditor meeting and next steps.	250.00	0.10	25.00
	RAP B150	A104	Review of documents; prepare for Creditor's Meeting.	500.00	2.50	1,250.00
	RAP B150	A104	Conduct Creditor's Meeting.	500.00	2.30	1,150.00
	RAP B110	A104	Outline next steps in Chapter 7.	500.00	0.20	100.00
	RAP B130	A108	Telephone conference with Autry regarding status of purchase and sale contract.	500.00	0.20	100.00
	WDM B130	A103	Draft and edit Motion to Approve Sale Procedures, Stalking Horse Agreement.	375.00	2.40	900.00
	WDM B150	A103	Review documents/exhibits in preparation for Creditor's meeting. Attend Creditor's meeting.	375.00	3.00	1,125.00
03/06/2022	WDM B130	A103	Revise Purchase and Sale Agreement.	375.00	2.50	937.50
03/07/2022	RAP B130	A105	Office conference with D. Mallender regarding status.	500.00	0.20	100.00
	WDM B130	A103	Revise Sales Procedures. Draft and edit Motion to Approve Sale Procedures. Email correspondence with P. Autry and Greg Yost.	375.00	4.00	1,500.00
	WDM B180	A103	Review and analysis of Finder's Agreements.	375.00	2.80	1,050.00
03/08/2022	RAP B130	A108	Discussions with purchaser regarding terms and Purchase and Sale Agreement; negotiate stalking horse fee; review and edit of Purchase and Sale Agreement.	500.00	1.50	750.00
	RAP B130	A108	Review and edit of Motion to Sell and for Bidding Procedures.	500.00	1.50	750.00
	WDM B180	A103	Meet with Randall A. Pulman and Dana VanOutryve regarding organizing Finder's Agreements.	375.00	1.60	600.00
	WDM B130	A103	Edits to Purchase and Sale Agreement. Conference call with G. Yost, P. Autry and Randall A. Pulman regarding Purchase and Sale Agreement, Sales Procedures, Motion to Approve. Research case law concerning approval of break up fees, bid protections.	375.00	5.50	2,062.50

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					Rate	Hours	
03/09/2022	RAP	B130	A108	Review and edit of Motion to Sell; review of case law on stalking horse bidder protection.	500.00	2.50	1,250.00
	RAP	B120	A108	Review of proofs of claims and ownership document regarding co-owner status of life insurance policies; office conference with D. Mallender and B. LeFlore regarding same.	500.00	3.00	1,500.00
	WDM	B130	A103	Research §363(b), approval of break-up fees. Draft and edit Motion to Sell.	375.00	3.50	1,312.50
	WDM	B120	A103	Review and analysis of Policy Services' records concerning Individual investor investment files, ownership of life settlements, fractional interests in life insurance policies.	375.00	7.00	2,625.00
03/10/2022	DV	B120	A102	Research; familiarized with case facts; discussed issue, case, and law with Randall A. Pulman and W. Drew Mallender; researched and read case law and statutes	175.00	7.70	1,347.50
	RAP	B130	A108	Draft and edit of Motion to Sell.	500.00	4.50	2,250.00
	RAP	B120	A108	Legal research on co-ownership; review of documents; call with Purchaser regarding co-ownership issues.	500.00	4.00	2,000.00
	WDM	B120	A103	Research case law concerning life settlements.	375.00	3.80	1,425.00
	WDM	B130	A103	Draft and edit Motion to Approve Sale. Conference call with Randall A. Pulman and Pat Lowe regarding arguments in support of Motion concerning life settlements. Conference call with Randall A. Pulman and Pat Autry. Conference call with G. Yost, C. Turner and Pat Autry. Conference call with Pat Lowe and Randall A. Pulman. Review and comment on revisions to Purchase Agreement.	375.00	5.00	1,875.00
03/11/2022	RAP	B130	A108	Edit of Motion to Sell; office conference with D. Mallender regarding same.	500.00	2.00	1,000.00
	RAP	B120	A108	Office conference with associate			

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					Rate	Hours	
				regarding state law on ownership of life insurance policies; review of cases.	500.00	1.00	500.00
	DV	B120	A102	legal research regarding ownership interest in a life insurance policy and death benefits.	175.00	2.10	367.50
	WDM	B130	A103	Draft and edit Motion to Approve Sale. Meetings with Randall A. Pulman concerning legal research, arguments in support of Motion.	375.00	8.00	3,000.00
03/12/2022	DV	B120	A102	legal research regarding ownership interest in a life insurance policy and death benefits.	175.00	2.20	385.00
	WDM	B130	A103	Draft and edit Motion to Approve Sale.	375.00	6.00	2,250.00
03/13/2022	RAP	B130	A108	Review and edit of Motion to Sell.	500.00	3.00	1,500.00
	DV	B120	A102	legal research regarding ownership interest in a life insurance policy and death benefits.	175.00	9.60	1,680.00
	WDM	B130	A103	Draft and edit Motion to Approve Sale.	375.00	1.00	375.00
03/14/2022	DV	B120	A102	legal research regarding ownership interest in a life insurance policy and death benefits. Discussed findings, case law, research and next steps in research with Randall A. Pulman Began drafting memo	175.00	3.70	647.50
	RAP	B130	A104	Final review and edit of Motion to Sell; review and edit of orders on same.	500.00	2.00	1,000.00
	RAP	B120	A105	Office conference with D. Valenzuela regarding choice of law analysis.	500.00	1.00	500.00
	WDM	B130	A103	Draft and edit Motion to Approve Sale, Order to Approve Sale Procedures, Stalking Horse Agreement and bid procedures, Order to Sell. Compile all exhibits. Prepare for filing.	375.00	10.50	3,937.50
03/15/2022	RAP	B130	A104	Final review of Motion to Sell, Bidding Procedures and Motion to Expedite; approve for filing.	500.00	1.00	500.00
	RAP	B130	A104	Final review of Purchase and Sale Agreement; forward for signature;			

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				Rate	Hours	
			confirm receipt of deposit - first half.	500.00	1.00	500.00
	WDM B130	A103	Finalize Sale Motion and exhibits. Meet with Randall A. Pulman regarding preparations for hearing.	375.00	1.00	375.00
03/16/2022	RAP B130	A104	Confirm receipt of deposit by TuYo; confirm scheduling of expedited hearing on Friday.	500.00	0.50	250.00
	WDM B130	A103	Prepare hearing notebook.	375.00	1.00	375.00
	WDM B130	A103	Review and analysis of life settlement contracts in preparations for hearing.	375.00	2.50	937.50
03/17/2022	WDM B130	A103	Hearing prep - review debtor's records, pull exhibits for hearing.	375.00	4.00	1,500.00
03/18/2022	DV B120	A102	Began drafting application within memo; specifically, the choice of law caselaw and application of our facts.	175.00	1.00	175.00
	RAP B130	A101	Prepare testimony for hearing; review of exhibits; office conference with D. Mallender regarding same; telephone conference with P. Lowe regarding same; telephone conference with P. Autry regarding same.	500.00	2.50	1,250.00
	RAP B130	A109	Attend hearing on Sale Procedures.	500.00	2.00	1,000.00
	RAP B130	A104	Review and edit of Order, Notice of Sale and Purchase and Sale Agreement; office conference with D. Mallender regarding same.	500.00	1.00	500.00
	DV B120	A102	Began to put together choice of law analysis law from case law for texas case	175.00	1.90	332.50
	WDM B130	A103	Prepare for hearing on Motion to Approve Sale Procedures, etc. Attend hearing. Prepare revised orders per Court's instructions.	375.00	8.50	3,187.50
03/19/2022	DV B120	A102	Research, read, and analysis case law regarding choice of law analysis; began drafting memo	175.00	5.80	1,015.00
03/20/2022	DV B120	A102	Began researching, reading and analysis case law regarding ownership rights over			

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					Rate	Hours	
				death benefits and life settlement agreement for texas and nevada	175.00	5.60	980.00
03/21/2022	DV	B120	A102	Research, reading and analysis case law regarding ownership rights over death benefits and life settlement agreement and contract law for texas and nevada; continued to draft memo	175.00	11.70	2,047.50
	RAP	B180	A105	Instructions to staff regarding identifying bank statements from SEC production.	500.00	0.20	100.00
	RAP	B130	A104	Final review and submission of order approving sale, sale notice and bidding procedures; instructions to staff to serve creditor body; review of executed amended purchase and sale agreement.	500.00	1.00	500.00
	RAP	B130	A108	Call with TuYo regarding issues on sale.	500.00	0.50	250.00
	WDM	B130	A103	Review and edit revised orders, Purchase Agreement and addendum. Email correspondence to G. Yost requesting executed documents. Meet with MaryAnn regarding mailing Notice.	375.00	0.70	262.50
	WDM	B130	A103	Conference call with C. Turner, G. Yost, Randall A. Pulman, P. Autry regarding Turner Logic - services provided to Deeproot, development of software; C. Turner's knowledge of data, records concerning invested funds.	375.00	0.80	300.00
	WDM	B130	A103	Prepare confidentiality agreement for review of insurance policy files.	375.00	0.70	262.50
03/22/2022	DV	B120	A102	Research, reading and analysis case law regarding ownership rights over death benefits and life settlement agreement and contract law for texas and nevada	175.00	2.60	455.00
	DV	B120	A102	Conferred and discussed with Randall A. Pulman and Anna Macfarlane case law regarding ownership issue of life settlement agreement and conflict of law and contract interpretation	175.00	1.50	262.50
	RAP	B120	A104	Review of Proof of Claim filed by Ascentium Capital; review of collateral description; forward to D. Mallender for			

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				Rate	Hours	
			identification of collateral.	500.00	0.50	250.00
	WDM B130	A103	Review and analysis of proof of claim submitted by Ascentium Capital. Telephone conference with Judson Mahon, counsel to Ascentium - request Ascentium and debtor's collateral securing equipment loan. Email to J. Mahon.	375.00	1.50	562.50
	WDM B130	A103	Meeting with Randall A. Pulman concerning documents produced by the SEC; preparation of Deeprout/Policy Service files for production to potential bidders. Meet with Randall A. Pulman regarding preparation of application for payment of fees.	375.00	2.00	750.00
03/23/2022	RAP B130	A106	Call with P. Lowe regarding bidding at auction.	500.00	0.30	150.00
	RAP B310	A104	Review of Proofs of Claims filed by Mueller.	500.00	0.30	150.00
	WDM B130	A103	Research concerning disclosure of personal health information contained in debtor's life insurance files. Draft and edit Confidentiality Agreement regarding same.	375.00	2.50	937.50
03/24/2022	DV B120	A102	Researched AZ law (caselaw and statute) regarding ownership of death benefits and life settlements, securities, and contract interpretation; conferred with Randall A. Pulman regarding analysis of Choice of law direction and memo	175.00	10.30	1,802.50
	RAP B130	A104	Telephone conference with P. Lowe regarding bidding.	500.00	0.20	100.00
	RAP B150	A101	Prepare for continued Creditor Meeting; review of Mueller Proof of Claim.	500.00	0.30	150.00
	RAP B130	A104	Review of e-mail regarding contact from potential bidder on life insurance policies; forward to D. Mallender.	500.00	0.20	100.00
	WDM B120	A103	Review change of ownership confirmation received from Protective Life Insurance regarding policy No.			



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				Rate	Hours	
			ANDE75.	375.00	0.20	75.00
	WDM B120	A103	Telephone conference with Kade Baird, Vice President of Bank of Utah, concerning Notice of Sale of Life Insurance Policies - Advised bank is listed as creditor (non priority, unsecured). Sent email to Kade Baird concerning schedules filed by debtor in bankruptcy case.	375.00	0.80	300.00
	WDM B130	A103	Meet with Randall A. Pulman regarding inquiry from D. Moe - interest in bidding on policies. Preparation of files for review by Mr. Moe.	375.00	0.50	187.50
03/25/2022	DV B120	A102	Continued researched AZ Law (caselaw and statute) regarding ownership of death benefits and life settlements, securities, insurance, and contract interpretation; Began comparing AZ law to TX law on ownership of death benefits and life settlements, securities, insurance, and contract interpretation for choice of law analysis; Conferred with Byron L. LeFlore regarding analysis of contract interpretation for AZ and TX law and and affect on analysis and discussed alternative solutions/analysis.	175.00	13.70	2,397.50
	RAP B150	A109	Attend continuation of Creditor Meeting.	500.00	1.00	500.00
	RAP B130	A108	Telephone conference with P. Lowe regarding auction process and bidding.	500.00	0.30	150.00
	WDM B130	A103	Email to Doug Moe regarding scheduling review of debtor's documents in connection with potential bid to purchase policies. Continue review of files for production to potential bidders.	375.00	1.00	375.00
	WDM B130	A103	Research, draft and edit Confidentiality Agreement regarding review of insurance policy files.	375.00	4.00	1,500.00
	WDM B150	A103	Attend 341 Creditor's Meeting.	375.00	0.50	187.50
03/26/2022	DV B120	A102	Compared TX and AZ law for choice of law analysis; draft memo; applied			

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					Rate	Hours	
				analysis to our facts; reviewed and edited memo	175.00	8.30	1,452.50
03/28/2022	RAP B110	A104		Office conference with D. Mallender regarding outline of tasks to complete in deeproot case.	500.00	0.50	250.00
	WDM B130	A101		Review and organize debtor's life insurance files for review by potential bidder.	375.00	0.60	225.00
	WDM B180	A101		Meet with Randall A. Pulman to discuss strategy, map out avoidance claims, admin claims of landlords, fraudulent transfers to R. Mueller.	375.00	1.20	450.00
	WDM B190	A101		Review and analysis of property lease agreements - 2 leases in San Antonio, 1 lease in Draper, Utah. Prepare memo regarding summary of lease terms. Legal research regarding calculation of landlord and administrative claims.	375.00	3.50	1,312.50
	BLL B120	A101		Review of debtor documents and provide analysis and copies of primary documents to Dominique Valenzuela	475.00	0.50	237.50
03/29/2022	RAP B130	A104		Call with Yost regarding bidding process.	500.00	0.20	100.00
	RAP B130	A104		Office conference with D. Mallender regarding second bidder; review of confidentiality agreement.	500.00	0.50	250.00
	WDM B120	A101		Email correspondence with Pat Lowe regarding change of ownership of insurance policies. Review and analysis of recent correspondence from insurance companies. Update policy tracking spreadsheet.	375.00	0.40	150.00
	WDM B310	A101		Review and analysis of proofs of claims filed in deeproot Capital Management case.	375.00	1.30	487.50
	WDM B130	A101		Telephone conference with D. Moe, potential bidder, regarding review of Policy Services files. Draft and edit nondisclosure agreement. Email correspondence with D. Moe regarding review of documents, qualified bidder			

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					Rate	Hours	
				requirements.	375.00	3.60	1,350.00
03/30/2022	RAP B130	A104	Call with P. Autry regarding bidding process.		500.00	0.30	150.00
	WDM B120	A101	Meet with MaryAnn Villa regarding completion of change of ownership forms, change of beneficiary.		375.00	0.40	150.00
	WDM B190	A101	Analysis of lease claim filed by landlord, and analysis of potential claims from other landlords; prepare spreadsheet with analysis.		375.00	3.50	1,312.50
	WDM B180	A101	Review and analysis of potential avoidance actions.		375.00	1.10	412.50
	WDM B130	A101	Meet with Doug Moe and David Moe regarding review of life insurance policy files, potential bid.		375.00	2.50	937.50
03/31/2022	RAP B120	A104	Telephone conference with potential buyer of policies; telephone conference with P. Lowe regarding in-force policy illustrations.		500.00	0.50	250.00
	RAP B190	A104	E-mail to landlord regarding status of space.		500.00	0.50	250.00
	WDM B180	A101	Legal research regarding avoidance actions, net winner rule, Section 548, 544, TUFTA Statute of Limitation. Draft Memorandum.		375.00	3.80	1,425.00
	WDM B130	A101	Email correspondence with Doug Moe regarding questions concerning bidding procedures. Conference call with David Moe and Randall A. Pulman regarding potential bidder's request for additional information regarding life insurance policies. Telephone conference with Pat Lowe regarding potential bidder's requests for information. Review debtor's files for requested info. Telephone conference with David Moe. Email to Doug Moe regarding potential bidder's decision to not participate.		375.00	3.00	1,125.00
	WDM B130	A101	Review and analysis of email correspondence from C. Turner regarding				

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				Rate	Hours	
			purchase of debtor's pinball IP.	375.00	0.20	75.00
04/01/2022	RAP B130	A108	Call with Tuyo regarding status.	500.00	0.80	400.00
	WDM B130	A101	Review and analysis of correspondence and information provided by Utah Office property Landlord concerning contents of Lease Space, debtor Wizard Mode Media LLC personal property	375.00	0.40	150.00
	WDM B120	A101	Respond to email from Karen Cooper, Brighthouse Life Insurance Company in-house counsel.	375.00	0.50	187.50
	WDM B130	A101	Zoom meeting with Randall A. Pulman, Pat Autry, Greg Yost and Chris Turner	375.00	0.50	187.50
04/04/2022	RAP B130	A108	Review of TuYo suggested changes to sale order; forward to Lowe.	500.00	0.30	150.00
	WDM B130	A101	Office conference with Randall A. Pulman regarding preparation of witness and exhibit list for Sale Hearing; email correspondence with Christ Turner; compile documents to use as exhibits	375.00	2.00	750.00
	WDM B130	A101	Review and analysis of objection to sale of life insurance policies; review and analysis of cases cited in support of objection. Office conference with Dominique Valenzuela regarding research concerning ownership of life insurance policies. Draft Reply to Objection to Sale of Life Insurance Policies. Telephone conference with Randall A. Pulman and Lynne Jurek regarding Objection to Sale. Review exhibits with Randall A. Pulman. Review documents to provide to Lynne Jurek.	375.00	7.50	2,812.50
	RAP B190	A104	Review of correspondence from landlord regarding state of leasehold; e-mail to P. Lowe regarding same.	500.00	0.30	150.00
	RAP B130	A104	Review of exhibit list for hearing on Motion to Sell; Office conference with D. Mallender and M. Villa regarding same.	500.00	0.50	250.00
	RAP B130	A104	Review of docket for objections and competing offers.	500.00	0.20	100.00

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					Rate	Hours	
04/05/2022	DV	B120	A102	Researching, reading, and analyzing texas insurance caselaw and updating memo regarding life settlement contracts and ownership issues	175.00	4.80	840.00
	RAP	B130	A108	Telephone conference with Jurek and D. Fuqua regarding objections.	500.00	0.50	250.00
	RAP	B130	A108	Review of Objection by investors; telephone conference with P. Lowe, P. Autry and D. Mallender regarding same; analyze arguments; instructions to D. Mallender to prepare reply brief.	500.00	4.00	2,000.00
04/06/2022	WDM	B130	A101	Legal research and continue drafting reply to Sale Objection	375.00	8.00	3,000.00
04/07/2022	WDM	B130	A101	Draft and edit Reply to Sale Objection; office conference with Randall A. Pulman regarding same; telephone conference with Pat Autry and Chris Turner regarding review of Policy Services and deeproot entities' accessible by Chris Turner. Review and discuss statements/posts by Doug Moe on pinball blog; office conference with Randall A. Pulman regarding matters covered by NDA. Office conference with Chris Turner and Pat Autry (by phone) regarding imminent Sale Hearing; preparation for Sale Hearing.	375.00	10.20	3,825.00
	RAP	B130	A108	Review of pinball blog regarding sale and objection; review of e-mail regarding same.	500.00	0.50	250.00
	RAP	B130	A108	Review of draft of reply to response and objection and ability to close.	500.00	1.00	500.00
	RAP	B130	A108	Review of witness and exhibit list from Objectors.	500.00	0.20	100.00
	RAP	B120	A108	Review of information on investor portal from C. Turner.	500.00	0.50	250.00
	RAP	B130	A108	Review of Judge Parker's article on 363 sales; incorporate cites into reply.	500.00	0.50	250.00

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					Rate	Hours	
04/08/2022	RAP	B130	A108	Prepare Reply to Objection; office conference with D. Mallender regarding same.	500.00	2.00	1,000.00
	RAP	B130	A108	Telephone conference with Autry regarding Objection and Proof of Ability to Close; review of evidence of TuYo ability to close.	500.00	0.50	250.00
	RAP	B130	A108	Review of Declaration for Lowe.	500.00	0.50	250.00
	RAP	B120	A108	Review of Motion to Extend Deadline for Trustee to File Proof of Claim.	500.00	0.50	250.00
	WDM	B130	A101	Continue revisions to reply to Sale Objection; draft Pat Lowe proffer / declaration in support of Sale Motion.	375.00	7.50	2,812.50
04/10/2022	RAP	B130	A104	Telephone conference with L. Jurek regarding objections and evidence.	500.00	1.30	650.00
04/11/2022	RAP	B130	A108	Prepare for hearing on Motion to Sell; call with Lowe; meeting with D. Mallender.	500.00	4.00	2,000.00
	RAP	B130	A108	Hearing on Motion to Sell Life Insurance Policies.	500.00	4.00	2,000.00
	WDM	B130	A101	Plan and prepare for Sale Hearing; attend hearing	375.00	8.50	3,187.50
04/12/2022	RAP	B130	A108	Final review of Order on 363 Sale.	500.00	0.25	125.00
	WDM	B130	A101	Edit revised order approving sale of life insurance policies	375.00	0.20	75.00
	WDM	B180	A101	Review and analysis of deeprout investor records provided by Chris Turner	375.00	2.00	750.00
	WDM	B130	A101	Email correspondence with Chris Turner regarding transfer of lapsed policies	375.00	0.20	75.00
	WDM	B160	A101	Begin preparation of first interim fee application as counsel for Trustee	375.00	1.50	562.50
04/13/2022	WDM	B180	A101	Review and analysis of deeprout entities' financial records, security agreements, bank statements to be provided to forensic accountant. Office conference with Randall A. Pulman regarding same	375.00	2.20	825.00
	WDM	B130	A101	Email correspondence with Greg Yost regarding closing of sale of policies	375.00	0.20	75.00

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				Rate	Hours	
	WDM B160	A101	Continue drafting fee application	375.00	1.30	487.50
	RAP B130	A104	Review of order approving sale as entered by Court.	500.00	0.20	100.00
	RAP B130	A104	Confirm payment of balance of purchase price by TuYo; draft notice of closing.	500.00	0.50	250.00
04/14/2022	WDM B130	A101	Office conference with Chris Turner regarding transfer of all insurance policies to TuYo Holdings, LLC	375.00	2.50	937.50
	WDM B130	A101	Office conference with Randall A. Pulman and Chris Turner regarding transfer of policies; purchase of Intellectual Property and personal property of deeproot Pinball and Wizard Mode Media; draft non-disclosure agreement to be signed by Chris Turner	375.00	4.40	1,650.00
	RAP B130	A104	Meeting with C. Turner regarding purchase of other assets and transfer of life insurance files.	500.00	1.00	500.00
04/19/2022	RAP B130	A108	Manage wire transfer to Trustee of policy sale proceeds; call with client confirming wire instructions; call with bank confirming wire transfer.	500.00	0.30	150.00
	RAP B190	A108	Telephone conference with landlord attorney regarding status of leasehold.	500.00	0.20	100.00
	WDM B190	A101	Review and analysis of Landlord's prepetition Ledger statement for CVH University Park LLC	375.00	0.20	75.00
	WDM B180	A101	Office conference with Randall A. Pulman regarding review of bank statements	375.00	0.20	75.00
	WDM B160	A101	Continue drafting fee application	375.00	5.80	2,175.00
	WDM B130	A101	Email correspondence with Chris Turner regarding information concerning CCW and property of debtor at Utah lease space	375.00	0.20	75.00
04/20/2022	RAP B130	A108	Review of form of assignment of insurance policies to TuYo; e-mail to Autry and Lowe regarding same.	500.00	0.50	250.00
	WDM B160	A101	Office conference with MaryAnn Villa regarding preparation of exhibits to fee			

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					Rate	Hours	
				application; office conference with Randall A. Pulman regarding revisions to draft of fee application	375.00	5.50	2,062.50
	WDM B130	A101		Review and comment on template for assignment of policies prepared by Pat Autry to effect transfer of policies	375.00	0.30	112.50
04/21/2022	RAP B160	A108		Review and edit of First Interim Fee Application; office conference with D. Mallender regarding same.	500.00	2.00	1,000.00
	RAP B130	A108		Final review of Notice of Closing; filing of same; review of e-mail regarding same.	500.00	0.20	100.00
	RAP B130	A108		Review of Absolute Assignment of Insurance Policies; e-mail regarding same.	500.00	0.20	100.00
	RAP B120	A108		Final review and filing of Motion to Extend Time for Chapter 7 Trustee to file Proof of Claim.	500.00	0.20	100.00
	WDM B160	A101		Continue revisions to fee application	375.00	3.80	1,425.00
04/22/2022	RAP B160	A108		Edit of Fee Application; forward to Lowe for review.	500.00	0.50	250.00
	WDM B160	A101		Edit draft of fee application	375.00	0.50	187.50
04/25/2022	WDM B160	A101		Office conference with Randall A. Pulman regarding treatment of SEC matter in fee application, discuss allocation of sale proceeds among various debtors	375.00	0.40	150.00
	RAP B190	A108		E-mail to landlord attorney regarding status of leasehold.	500.00	0.30	150.00
04/26/2022	WDM B180	A101		Review and analysis of deeprout Wells Fargo records; prepare memorandum for file regarding same	375.00	1.50	562.50
	WDM B180	A101		Office conference with Randall A. Pulman regarding subpoena to Wells Fargo; review and analysis of tax returns and related financial documents of various debtors	375.00	3.20	1,200.00
	WDM B130	A101		Telephone conference with Randall A. Pulman and Pat Lowe regarding			



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				Rate	Hours	
			allocation of public auction proceeds amongst various debtors	375.00	0.20	75.00
	RAP B130	A108	Telephone conference with potential purchaser regarding art works and IP sale.	500.00	0.30	150.00
	RAP B130	A108	Telephone conference with P. Lowe regarding allocations of FFE auction proceeds between the estates.	500.00	0.30	0.00
04/27/2022	WDM B180	A101	Draft subpoena, exhibits and notice to Wells Fargo regarding production of deeprout entities' bank statements	375.00	2.30	862.50
	RAP B120	A108	Review of request for waiver from J. McKinnie.	500.00	0.20	100.00
	RAP B130	A108	E-mail to Debtors' counsel regarding allocation of FFE allocations sale proceeds.	500.00	0.30	150.00
04/28/2022	WDM B190	A101	Review and analysis of priority rent claim/ledger provided by Silicon Drive Office Ventures (Landlord)	375.00	0.50	187.50
	WDM B180	A101	Review debtors' schedules; review and analysis of Finders records for preparation of adversary proceeding complaints.	375.00	2.60	975.00
04/29/2022	WDM B180	A101	Analysis of records and review of spreadsheet summaries of Finder commissions in preparation for bringing avoidance actions	375.00	2.00	750.00
	WDM B180	A101	Legal research concerning avoidance actions	375.00	1.60	600.00
			For Legal Services Rendered		602.15	216,320.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	132.75	\$498.87	\$66,225.00
Shari P. Pulman	1.30	375.00	487.50
W. Drew Mallender	312.10	375.00	117,037.50
Catherine S. Curtis	4.00	375.00	1,500.00
Anna K. MacFarlane	29.50	250.00	7,375.00
Carissa Brewster	26.30	221.67	5,830.00
Leslie Hyman	3.20	450.00	1,440.00

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Byron L. LeFlore	0.50	475.00	237.50
Dominique Valenzuela	92.50	175.00	16,187.50

Advances

12/20/2021	B100	E106	Online research	7.40
12/22/2021	B100	E106	Online research	5.00
12/22/2021	B100	E106	Online research	20.00
01/05/2022	B110	E107	Delivery services/messengers - Fedex#816127571555	50.45
01/25/2022	B110	E106	Online research - SOS Texas	3.00
01/31/2022	B110	E124	Filing Fee - Texas Western Bankruptcy Court #A22778604	188.00
02/02/2022	B110	E108	Postage - Mailout matrix/initial pleadings & notices - Blend Document Technologies #55750B	4,710.47
02/07/2022	B110	E107	Delivery services/messengers - Hot Shot # 1521289	15.55
02/24/2022	B110	E102	Outside printing - XCEL #14176	245.58
03/16/2022	B110	E102	Outside printing - Mailout of PSI Sale Motion & Notice of Hearing - Blend Document Technologies #55923B	17,999.67
03/16/2022	B110	E124	Filing Fee - Pay.gov Western District of Texas - U.S. Bankruptcy Court	188.00
03/18/2022	B110	E106	SOS Texas	2.00
03/21/2022	B110	E102	Outside printing - Mailout Notice of Sale & Sale Procedures - Blend Document Technologies #55929B	5,361.78
03/31/2022	B110	E106	Online research - Thomson Reuter - Westlaw	155.64
			<b>Total Advances</b>	<b>28,952.54</b>
			<b>Total Current Work</b>	<b>245,272.54</b>
			<b>Goodwill Billing Adjustment</b>	<b>-16,320.00</b>
			<b>Balance Due</b>	<b><u>228,952.54</u></b>

Task Code Summary

	<u>Fees</u>	<u>Expenses</u>
B100 Administration	0.00	32.40
B110 Case Administration	8877.50	28920.14
B120 Asset Analysis and Recovery	62615.00	0.00
B130 Asset Disposition	103350.00	0.00
B150 Meetings of and Communications with Creditors	9502.50	0.00

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	<u>Fees</u>	<u>Expenses</u>
B160 Fee/Employment Applications	12925.00	0.00
B180 Avoidance Action Analysis	11982.50	0.00
B190 Other Contested Matters (excluding assumption/rejection motions)	5955.00	0.00
B100 Administration	<u>215,207.50</u>	<u>28,952.54</u>
B310 Claims Administration and Objections	1112.50	0.00
	<u>1,112.50</u>	<u>0.00</u>

Client Funds

03/15/2022	Deposit to client funds - [REDACTED]	275,400.00
03/16/2022	Deposit to client funds - [REDACTED]	264,600.00
04/15/2022	Deposit to client funds - Tuyo Holdings LLC	538,389.36
04/19/2022	Withdrawal from client funds to Policy Services, Inc., Debtor	-1,078,389.36
	Ending Client Funds Balance	<u>\$0.00</u>

# **EXHIBIT D-2**

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**PULMAN, CAPPUCCIO & PULLEN, LLP**

Attorneys & Counselors

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 Uvalde, TX 78801

May 11, 2022

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SEC Complaint

Interim Statement

Fees

					Rate	Hours	
12/22/2021	LSH	B190	A101	Office conference with Randall A. Pulman regarding litigation; review filings in SEC matter.	450.00	1.10	495.00
	AKM	B190	A101	Teams video call with Randall A. Pulman regarding strategy.	250.00	0.10	25.00
12/23/2021	AKM	B190	A101	Attention to emails from SEC and Pat Lowe.	250.00	0.30	75.00
	RAP	B190	A101	Review of changes to Joint Motion with SEC in Western District Court case; forward to SEC counsel; telephone conference with Lowe regarding same.	500.00	0.30	150.00
	RAP	B190	A101	Correspondence to SEC regarding access to documents.	500.00	0.50	250.00
	RAP	B190	A101	Review of changes to Joint Motion with SEC in Western District Court case; forward to SEC counsel; telephone conference with Lowe regarding same.	500.00	0.30	150.00
	LSH	B190	A101	Office conference with Randall A. Pulman and Anna MacFarlane regarding strategy; review pleadings; review and revise draft proposed order regarding effect of stay.	450.00	1.70	765.00
12/28/2021	AKM	B190	A101	Zoom conference with Randall A. Pulman and Pat Lowe regarding strategy (0.1); reviewing correspondence with SEC (0.1).	250.00	0.20	50.00

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12/29/2021	AKM	B190	A101	Reviewing and analyzing SEC redlines to joint motion and emails related thereto.	250.00	0.40	100.00
	RAP	B190	A101	Review of SEC comments to Lowe redlines on advisory to Court; e-mail regarding same; telephone conference with Pat Lowe regarding same.	500.00	0.80	400.00
12/30/2021	LSH	B190	A101	Telephone conference with Randall A. Pulman and counsel for SEC; draft motion to modify injunction; legal research regarding same.	450.00	7.90	3,555.00
01/03/2022	RAP	B190	A101	Review of SEC Motion to Clarify Application of 362; respond to e-mail regarding same.	500.00	0.50	250.00
	RAP	B190	A101	Review and edit of Motion to Modify Temporary Injunction.	500.00	0.50	250.00
	LSH	B190	A103	Draft/revise motion for clarification and motion to modify injunction.	450.00	0.20	90.00
	AKM	B190	A101	Teams conference with Randall A. Pulman and Leslie S. Hyman regarding strategy.	250.00	0.10	25.00
01/04/2022	RAP	B190	A101	Review of edits to Motion to Modify Injunction; e-mail to Leslie S. Hyman regarding same.	500.00	0.50	250.00
	AKM	B190	A101	Reviewing and analyzing motion to modify injunction (SEC civil action).	250.00	0.20	50.00
	RAP	B190	A101	Review of declaration for Motion to Modify Injunction; edit of same; telephone conference with L. Hyman regarding same.	500.00	0.50	250.00
	LSH	B190	A103	Draft/revise motion to modify injunction, proposed order, and declaration in support.	450.00	2.70	1,215.00
01/05/2022	AKM	B190	A101	Attention to emails regarding modification motion (SEC).	250.00	0.10	25.00
	RAP	B190	A101	Review of Motion to Modify Injunction and e-mail to SEC regarding conferral on same.	500.00	0.30	150.00
	RAP	B190	A101	Review of SEC response to Motion to Modify Injunction.	500.00	0.50	250.00

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					Rate	Hours	
	LSH	B190	A103	Draft/revise motion to modify injunction.	450.00	0.20	90.00
	LSH	B190	A108	Communicate (other external) with SEC counsel regarding motion to modify injunction.	450.00	0.10	45.00
01/06/2022	LSH	B190	A105	Communicate (in firm) with R. Pulman regarding status.	450.00	0.30	135.00
01/07/2022	LSH	B190	A104	Review/analyze draft motion to modify injunction received from SEC counsel.	450.00	0.20	90.00
01/10/2022	LSH	B190	A104	Review/analyze emails regarding motion to stay SEC case.	450.00	0.20	90.00
	LSH	B190	A105	Communicate (in firm) with R. Pulman regarding motion to stay SEC case.	450.00	0.20	90.00
	AKM	B190	A101	Reviewing and analyzing joint motion (SEC).	250.00	0.10	25.00
	RAP	B190	A101	Office conference with Leslie S. Hyman regarding modification to injunction.	500.00	0.20	100.00
	LSH	B190	A108	Communicate (other external) with SEC counsel regarding motion to stay SEC case.	450.00	0.20	90.00
01/12/2022	RAP	B190	A101	Review of Mueller Motion to Stay; telephone conference with P. Lowe regarding same.	500.00	0.30	150.00
	RAP	B190	A101	Telephone conference with Leslie S. Hyman regarding Motion to Modify Injunction.	500.00	0.20	100.00
01/13/2022	RAP	B190	A101	Review of Motion to Modify Injunction; receipt of documents from SEC.	500.00	1.00	500.00
	LSH	B190	A108	Communicate (other external) with SEC counsel regarding motion to amend injunction.	450.00	0.20	90.00
	LSH	B190	A104	Review/analyze SEC's edits to motion to amend injunction.	450.00	0.20	90.00
01/19/2022	RAP	B190	A101	Review of Order modifying District Court Injunction; forward to Lowe.	500.00	0.20	100.00
01/20/2022	AKM	B190	A101	Reviewing and analyzing SEC docket			

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					Rate	Hours	
				filings; confer with MaryAnn Villa regarding same.	250.00	0.70	175.00
	RAP	B190	A101	Review of Mueller SEC examination.	500.00	1.00	500.00
01/27/2022	LSH	B190	A105	Communicate (in firm) with R. Pulman and A. MacFarlane regarding status and strategy.	450.00	0.90	405.00
02/04/2022	RAP	B190	A104	Office conference with L. Hyman regarding filing an answer in SEC case; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
	LSH	B190	A105	Communicate (in firm) with R. Pulman regarding SEC proceeding.	450.00	0.90	405.00
	RAP	B190	A104	Telephone conference with J. Huling regarding Motion to Extend Answer date in SEC action.	500.00	0.50	250.00
	LSH	B190	A106	Communicate (with client) and R. Pulman regarding SEC proceeding.	450.00	0.60	270.00
	LSH	B190	A102	Research regarding standing to defend SEC proceeding.	450.00	1.00	450.00
03/02/2022	LSH	B190	A104	Review/analyze status of SEC case.	450.00	0.10	45.00
03/04/2022	RAP	B190	A104	E-mail to SEC counsel regarding Ohana Trust transfers.	500.00	0.20	100.00
	RAP	B190	A104	Telephone conference with J. Huling regarding status and documents from SEC.	500.00	0.20	100.00
03/15/2022	LSH	B190	A109	Appear for/attend status conference.	450.00	0.70	315.00
	AKM	B190	A101	Confer with Leslie S. Hyman regarding status conference.	250.00	0.10	25.00
03/16/2022	LSH	B190	A108	Communicate (other external) with SEC lawyers and R. Pulman.	450.00	1.50	675.00
	RAP	B190	A108	Call with SEC counsel regarding status of case; review of documents for same.	500.00	1.50	750.00
	RAP	B190	A104	Review of Mueller SEC examination and exhibits.	500.00	3.00	1,500.00
03/21/2022	RAP	B190	A104	Review of e-mail from SEC regarding			



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					Rate	Hours	
				Quickbooks files; respond to same; arrange for copy to be made of qdb files.	500.00	0.30	150.00
03/22/2022	RAP	B190	A104	Call with SEC counsel regarding status and documents.	500.00	0.50	250.00
03/28/2022	LSH	B190	A104	Review/analyze proposed confidentiality order.	450.00	0.20	90.00
	RAP	B190	A104	Review of Protective Order from the SEC.	500.00	0.20	100.00
04/07/2022	RAP	B190	A108	Telephone conference with SEC lawyer regarding status.	500.00	0.50	250.00
04/13/2022	RAP	B190	A104	Telephone conference with SEC counsel regarding status.	500.00	0.20	100.00
04/19/2022	WDM	B190	A101	Zoom meeting with SEC attorneys to discuss coordination of claims and sale proceeds	375.00	0.80	300.00
	RAP	B190	A108	Telephone conference with SEC lawyers regarding settlement and status.	500.00	0.80	400.00
	LSH	B190	A108	Telephone conference with SEC counsel and Pulman team.	450.00	0.80	360.00
				For Legal Services Rendered		<u>41.20</u>	<u>18,820.00</u>

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	16.00	\$500.00	\$8,000.00
W. Drew Mallender	0.80	375.00	300.00
Anna K. MacFarlane	2.30	250.00	575.00
Leslie Hyman	22.10	450.00	9,945.00

Total Current Work 18,820.00

**Balance Due** \$18,820.00

Lowe, Pat

Statement No. 218548

Account No 1934.002

SEC Complaint

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Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B190	Other Contested Matters (excluding assumption/rejection motions)	18820.00	0.00
B100	Administration	18,820.00	0.00

# **EXHIBIT D-3**

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**PULMAN, CAPPUCCIO & PULLEN, LLP**

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Pat Lowe, Trustee  
2402 E. Main St.  
Uvalde, TX 78801

May 11, 2022

Invoice No. 218549  
Account No. 1934.003

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Matters relating to CCW Braun Heights, LLC

Interim Statement

Fees

				Rate	Hours	
01/03/2022	WDM B180	A101	Office conference with Randall A. Pulman regarding assignment to review real estate transaction documents; review and analysis of documents related to loan from deepproot Fund, LLC to CCW Braun Heights, LLC	375.00	3.00	1,125.00
01/04/2022	RAP B180	A101	Review of memo from W. Drew Mallender regarding real estate note; telephone conference with W. Drew Mallender regarding same.	500.00	0.50	250.00
	WDM B180	A101	Prepare memorandum regarding analysis of transaction and loan documents between deepproot fund LLC and CCW Braun Heights LLC and Conrad Car Wash Inc. Telephone conference with Randall A. Pulman regarding review of life insurance documents, sale of policies. Review and analysis of life insurance policies	375.00	3.50	1,312.50
01/05/2022	RAP B180	A101	Review of memo on real estate loan; e-mail to W. Drew Mallender regarding same.	500.00	0.30	150.00
	WDM B180	A101	Prepare memorandum to Pat Lowe regarding analysis of CCW transaction and loan documents. Prepare draft letter to R Holt, CCW attorney, regarding			

Lowe, Pat

Statement No. 218549  
Account No 1934.003  
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Matters relating to CCW Braun Heights, LLC

			bankruptcy and loan from deeproot to CCW, questions concerning loan.	375.00	2.00	750.00
01/17/2022	AKM B180	A101	Office conference with W. Drew Mallender regarding loans	250.00	0.10	25.00
	WDM B180	A101	Prepare email correspondence to Pat Lowe regarding note and security documents evidencing CCW obligation. Review and analysis of SEC files for information related to Insurance Policies. Review and analysis of life insurance policies and underwriting materials. Continue preparation of spreadsheet summarizing policy and underwriting materials. Gather information required to request transfer of ownership to Trustee.	375.00	4.70	1,762.50
04/29/2022	WDM B180	A101	Begin preparing draft of 2004 Exam Notice to CCW Braun Heights, LLC; prepare subpoena duces tecum to CCW Braun Heights LLC	375.00	3.00	1,125.00
			For Legal Services Rendered		17.10	6,500.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	0.80	\$500.00	\$400.00
W. Drew Mallender	16.20	375.00	6,075.00
Anna K. MacFarlane	0.10	250.00	25.00

Total Current Work 6,500.00

**Balance Due** \$6,500.00

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B180	Avoidance Action Analysis	6500.00	0.00
B100	Administration	6,500.00	0.00

# **EXHIBIT D-4**

**PULMAN, CAPPUCIO & PULLEN, LLP**

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 Pat Lowe, Trustee  
 2402 E. Main St.  
 Uvalde, TX 78801

May 12, 2022

Invoice No. 218854  
 Account No. 1934.004

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Matters relating to MB Hale Ohana Revocable Trust

Interim Statement

Fees

				<u>Rate</u>	<u>Hours</u>	
12/23/2021	AKM B120	A101	Drafting adversary complaint.	250.00	4.00	1,000.00
12/27/2021	AKM B120	A101	Finalizing draft of adversary complaint. Transmit to Randall A. Pulman for review.	250.00	0.50	125.00
03/29/2022	RAP B120	A104	E-mail to E. Snyder regarding documents from Mueller (father) and stepmother.	500.00	0.20	100.00
04/01/2022	RAP B120	A108	Call with Ed Snyder regarding discussions with Jeffrey Mueller	500.00	0.50	250.00
	WDM B120	A101	Telephone conference with Randall A. Pulman and Ed Snyder, counsel to Mueller mother and stepfather regarding Ohana Trust documents	375.00	0.50	187.50
			For Legal Services Rendered		<u>5.70</u>	<u>1,662.50</u>

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	0.70	\$500.00	\$350.00
W. Drew Mallender	0.50	375.00	187.50
Anna K. MacFarlane	4.50	250.00	1,125.00

Total Current Work 1,662.50

Lowe, Pat

Statement No. 218854  
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Matters relating to MB Hale Ohana Revocable Trust

**Balance Due**

\$1,662.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B120	Asset Analysis and Recovery	1662.50	0.00
B100	Administration	1,662.50	0.00



# **EXHIBIT E**

**Expenses**

<b>Date</b>	<b>Amount</b>	<b>Description</b>
12/20/2021	7.4	Online research
12/22/2021	5	Online research
12/22/2021	20	Online research
01/05/2022	50.45	Delivery services/messengers - Fedex#816127571555
01/25/2022	3	Online research - SOS Texas
01/31/2022	188	Filing Fee - Texas Western Bankruptcy Court #A22778604
02/02/2022	4710.47	Postage - Mailout matrix/initial pleadings & notices - Blend Document Technologies #55750B
02/07/2022	15.55	Delivery services/messengers - Hot Shot # 1521289
02/24/2022	245.58	Outside printing - XCEL #14176
03/16/2022	188	Filing Fee - Pay.gov Western District of Texas - U.S. Bankruptcy Court
03/16/2022	17999.67	Outside printing - Mailout of PSI Sale Motion & Notice of Hearing - Blend Document Technologies #55923B
03/18/2022	2	SOS Texas
03/21/2022	5361.78	Outside printing - Mailout Notice of Sale & Sale Procedures - Blend Document Technologies #55929B
03/31/2022	155.64	Online research - Thomson Reuter - Westlaw
<b>Total Expenses</b>	<b>28952.54</b>	

# **EXHIBIT F**

	deeprout Capital Management, LLC	Wizard Mode Media, Policy Services, Inc. LLC	deeprout Growth deeprout Pinball, LLC	deeprout 575 Fund, Runs Deep Fund, LLC	deeprout 3 Year Bonus Income Debtore Fund, LLC	deeprout Tech, LLC	deeprout Studios, LLC	deeprout 5 Year Bonus Income Debtore Fund, LLC			
<b>Main Case</b>											
B110	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05	\$807.05
B120	\$1,252.30	\$50,092.00	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30	\$1,252.30
B130	\$20,670.00	\$82,680.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
B150	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86	\$863.86
B160	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00	\$1,175.00
B180	\$0.00	\$2,995.50	\$0.00	\$0.00	\$2,995.50	\$2,995.50	\$0.00	\$0.00	\$2,995.50	\$0.00	\$0.00
B190	\$0.00	\$1,488.75	\$0.00	\$0.00	\$1,488.75	\$1,488.75	\$0.00	\$0.00	\$1,488.75	\$0.00	\$0.00
B300	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14	\$101.14
Sub-Total:	\$24,869.35	\$140,203.30	\$4,199.35	\$4,199.35	\$8,683.60	\$8,683.60	\$4,199.35	\$4,199.35	\$8,683.60	\$4,199.35	\$4,199.35
<b>SEC Matter</b>											
B190	\$0.00	\$16,626.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,578.00	\$0.00	\$0.00
Sub-Total:	\$0.00	\$16,626.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,578.00	\$0.00	\$0.00
<b>CCW Matter</b>											
B180	\$0.00	\$5,072.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$212.50	\$0.00	\$0.00
Sub-Total:	\$0.00	\$5,072.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$212.50	\$0.00	\$0.00
<b>Ohana Matter</b>											
B120	\$0.00	\$1,662.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Sub-Total:	\$0.00	\$1,662.50	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Fees by Estate</b>	\$24,869.35	\$163,564.80	\$4,199.35	\$4,199.35	\$8,683.60	\$8,683.60	\$4,199.35	\$4,199.35	\$10,474.10	\$4,199.35	\$4,199.35
<b>Expenses</b>											
	\$2,355.24	\$26,597.30									
<b>Totals</b>	\$27,224.59	\$190,162.10	\$4,199.35	\$4,199.35	\$8,683.60	\$8,683.60	\$4,199.35	\$4,199.35	\$10,474.10	\$4,199.35	\$4,199.35