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**DON J. POOL 166468**  
**THE LAW FIRM OF POWELL & POOL**  
7522 North Colonial Avenue, Suite 100  
Fresno, California 93711  
Telephone: (559) 228-8034  
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Attorneys for JOHN VAN CUREN, Court-Appointed Receiver

**IN THE UNITED STATES DISTRICT COURT**  
**EASTERN DISTRICT OF CALIFORNIA**

\*\*\*

ONIONS, ETC., INC. and DUDA FARM  
FRESH FOODS, INC.,

Plaintiffs,

v.

Z&S FRESH, INC. fdba Z&S  
DISTRIBUTING CO., INC., MARTIN J.  
ZANINOVICH, LOREN SCHOENBURG,  
and MARGARET aka MARGE  
SCHOENBURG,

Defendants.

Case No. 1:09-cv-00906-OWW-MJS

**STIPULATION FOR ORDER (1)**  
**APPROVING VERIFIED FINAL**  
**REPORT OF ADMINISTRATION**  
**AND ACCOUNTING BY RECEIVER;**  
**(2) WAIVING NOTICED HEARING**  
**THEREON; (3) APPROVING**  
**PAYMENT OF LEGAL FEES AND**  
**COSTS INCURRED BY RECEIVER**  
**AND RECEIVERSHIP ESTATE; (4)**  
**APPROVING COMPENSATION TO**  
**RECEIVER FOR FEES AND**  
**EXPENSES INCURRED AS A**  
**RESULT THEREOF; (5)**  
**INSTRUCTING RECEIVER ON**  
**DISPOSITION OF CHECK**  
**PROCEEDS HELD BY RECEIVER;**  
**AND (6) TERMINATING**  
**RECEIVERSHIP, DISCHARGING**  
**RECEIVER FROM HIS DUTIES AND**  
**EXONERATING THE BOND; AND**  
**ORDER THEREON**

/////  
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THE LAW FIRM OF POWELL & POOL  
7522 North Colonial Avenue, Suite 100  
Fresno, California 93711

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BASED UPON THE FOLLOWING FACTS, JOHN VAN CUREN, the duly Court-Appointed Receiver in the above-captioned matter (“VAN CUREN” or “Receiver”), Intervenor Plaintiff Terence J. Long, Trustee of the PACA Trust created by Court Order dated June 24, 2009 (“PACA Trust”), Intervenor Plaintiff and Defendant FRESNO-MADERA FEDERAL LAND BANK ASSOCIATION, FLCA (“Land Bank”), Cross-Defendant MARTIN J. ZANINOVICH, and Cross-Defendants ARON and CARRIE MARGOSIAN (hereinafter collectively referred to as “the Parties”), acting by and through their attorneys of record herein, respectfully represent, stipulate and agree as follows (“Stipulation”):

**I**

**STATEMENT OF FACTS/PROCEDURAL HISTORY**

1.1 The above-entitled case was filed May 22, 2009. VAN CUREN was appointed receiver herein by Stipulation and Order for Appointment of Receiver for Limited Purpose (“Stipulation & Order”) of this Court made and entered on March 14, 2011. After qualifying for his office by filing the required oath and bond, VAN CUREN acted “for the limited purpose of marketing and selling the 18.79 acre packing house and cold storage property located at 39303 Road 56, Dinuba, California 93618” (APN 029-070-010), together with the personal property (“the Property” or “Receivership Estate”), as more particularly described and outlined in exhibit A attached to the Receiver’s Initial Report of Assets/Inventory filed herein on May 27, 2011.

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1           1.2     During the term of the Receivership, VAN CUREN performed his  
2 duties pursuant to the Stipulation & Order, as set forth in the Verified Final Report of  
3 Administration and Accounting by Receiver (“Final Report & Accounting”), including  
4 entering into a Purchase and Sale Agreement (“PSA”) for the sale of the Receivership Estate,  
5 and employing Don J. Pool, The Law Firm of Powell & Pool (hereinafter “Mr. Pool”), as his  
6 legal counsel to advise him regarding his duties and legal matters affecting the Receivership  
7 Estate. The Final Report & Accounting includes a detailed report of the Receiver’s  
8 advances, income/receipts, disbursements, and reimbursements for the period of March 14,  
9 2011 through August 5, 2011. Also included in the Final Report & Accounting is a detailed  
10 accounting of the fees and expenses incurred and estimated to be incurred by the Receiver  
11 and Receivership Estate in the total amount of \$39,531.41 and attorneys’ fees and costs  
12 incurred and estimated in the amount of \$35,000.00. A true and correct copy of the Final  
13 Report & Accounting is attached hereto as exhibit A and incorporated herein by this  
14 reference.

15           1.3     On or about June 24, 2011, VAN CUREN and the putative buyer,  
16 Scott Critchley, entered into and executed the PSA for the purchase and sale of the  
17 Receivership Estate, subject to Court approval.

18           1.4     On that same date, VAN CUREN filed his Ex Parte Application of  
19 Receiver for Order Shortening Time for Hearing on Motion for Order (1) Authorizing  
20 Receiver to Sell the Property; (2) Approving Agreement With Proposed Buyer; and (3)  
21 Approving Overbid Procedures (“Ex Parte Application”), which was granted by the Court on  
22 July 5, 2011 and set for hearing on July 13, 2011.

23           1.5     Accordingly, on or about July 7, 2011, VAN CUREN filed his Motion  
24 For Order (1) Authorizing Receiver To Sell The Property; (2) Approving Agreement With  
25 Proposed Buyer; and (3) Approving Overbid Procedures (“Sale Motion”), which the Court  
26 granted at the hearing on the Sale Motion on July 13, 2011.

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1                   1.6     In order to facilitate the sale of the Receivership Estate, on July 19,  
2     2011, VAN CUREN, Land Bank and PACA Trust executed and filed a Stipulation to Sell  
3     Property Free and Clear of All Liens, Encumbrances, or Security Interests, which provides  
4     that upon sale, the Receivership Estate shall (1) be free and clear of any liens, encumbrances,  
5     or security interests asserted by or on behalf of Land Bank, including but not limited to, that  
6     certain deed of trust recorded in the Official Records of Tulare County on December 26,  
7     2008, as instrument no. 2008-0086532, and that certain UCC-1 Financing Statement recorded  
8     with the California Secretary of State on December 23, 2008, as filing no. 087182528667 and  
9     (2) be free and clear of any liens, encumbrances, or security interests asserted by or on behalf  
10    of PACA Trust and/or Trustee, including but not limited to, any claims asserted in the Action  
11    and that certain Notice of Pending Action filed in the Official Records of Tulare County as  
12    instrument no. 2009-0077202.

13                   1.7     The sale of the Receivership Estate closed August 5, 2011.  
14    Accordingly, the need for a Receiver in this action no longer exists, and an Order discharging  
15    the Receiver is appropriate.

16                   1.8.    As set forth above, the Final Report & Accounting is accepted by the  
17    Parties herein. Furthermore, the fees and expenses set forth in the Final Report &  
18    Accounting incurred by the Receiver and the Receivership Estate, as well as the personal  
19    advances by the Receiver, are to be paid from the proceeds from the sale of the Receivership  
20    Estate, as provided in the Order (1) Authorizing Receiver to Sell Property; (2) Approving  
21    Agreement With Proposed Buyer; and (3) Approving Overbid Procedures, filed herein by the  
22    Court on July 14, 2011, or as the Court may direct the Parties.

23                   1.9     Accordingly, and pursuant to L.R. 232, the Parties hereto desire by this  
24    Stipulation to dispose of all issues pertaining to the Receiver and Receivership Estate so that  
25    the Receiver can be discharged.

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**II**

**STIPULATION**

Based on the foregoing facts, each of which is true and correct, the Parties hereto stipulate, agree, and hereby request that the Court enter an Order as follows:

2.1 The Final Report & Accounting is accepted and approved as a final accounting of the Receivership Estate and any requirement that the Receiver file or notice for hearing any further reports of administration and/or further accounting in this action, prior to discharge from his office, be and hereby is waived.

2.2 The financial information provided in the Receiver’s Final Report & Accounting is deemed sufficient with regard to the Receiver’s obligation to provide financial information to Plaintiffs, Defendants or the Parties to the Action concerning the filing of tax returns or other governmental reports.

2.3 The Law Firm of Powell & Pool is allowed its reasonable fees and reimbursable costs as set forth in the Final Report & Accounting, for legal services incurred and estimated to Receiver and the Receivership Estate in the amount of \$35,000.00, and that VAN CUREN be authorized for payment from funds on hand in the Receivership Estate, or as ordered to be advanced by the Parties;

2.4 VAN CUREN is allowed all Receiver’s fees and expenses incurred in the amount of \$39,531.41, for winding up and closing of the Receivership Estate, as set forth in the Final Report & Accounting, and that such amount be deemed reasonable and authorized for payment from funds on hand in the Receivership Estate, or as ordered advanced by the Parties;

2.5 VAN CUREN is allowed all Receiver’s personal advances in the amount of \$16,016.41, for necessary expenses of the Receivership Estate, as set forth in exhibit A to the Final Report & Accounting, and that such amount be deemed reasonable and authorized for payment from funds on hand in the Receivership Estate, or as ordered advanced by the Parties;

////

1                    2.6 VAN CUREN shall remit all checks or other negotiable instruments in  
 2 his possession derived from the TowerCo Lease to Land Bank, and Land Bank shall be  
 3 authorized to negotiate same, obtain re-issuance of any such checks to negotiate, and/or take  
 4 any other steps necessary to obtain the lease proceeds derived from the Property prior to  
 5 August 5, 2011. TowerCo is authorized to re-issue any checks for any lease proceeds  
 6 derived from the Property, prior to August 5, 2011, directly to the Land Bank.

7                    2.7 Any funds that remain in or subsequently received by the Receivership  
 8 Estate, after payment of advances, fees and costs as herein approved, are authorized to be  
 9 disbursed to Land Bank, to be held until further Order of the Court or agreement between the  
 10 PACA Trust and Land Bank;

11                    2.8 VAN CUREN, having fully and faithfully discharged his duties to the  
 12 Court and to the Parties, be and hereby is discharged, the receivership terminated and the  
 13 Receiver's Bond No. MS2515738 in the amount of \$50,000.00, written by Great American  
 14 Insurance Company, as surety, be exonerated, and the surety released from liability thereon;

15                    2.9 Effective upon discharge, VAN CUREN shall have no liability as  
 16 Receiver or personally to any Parties to this action, or to third parties on account of his  
 17 actions in this case, and as such, all claims arising therefrom and/or against the Receiver and  
 18 the Receivership Estate are forever barred;

19                    2.10 That the Receiver be entitled to such other relief from the Court as is  
 20 just and proper; and

21                    2.11 This Stipulation may be executed in counterparts.

22                    **SO STIPULATED AND AGREED.**

23 Dated: August 15, 2011                    THE LAW FIRM OF POWELL & POOL

24  
 25                                      / S / Don J. Pool  
 26 DON J. POOL, Attorneys for Receiver  
 27 JOHN VAN CUREN

28                    [Signatures Continued on Next Page]

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Dated: August 15, 2011

McCORMICK, BARSTOW, SHEPPARD,  
WAYTE & CARRUTH LLP

          / S /   Mandy L. Jeffcoach          

MANDY L. JEFFCOACH, Attorneys for Trustee,  
TERENCE J. LONG

Dated: August 16, 2011

PERKINS MANN & EVERETT

          / S /   Jan Perkins          

JAN PERKINS, Attorneys for  
TERENCE J. LONG, Trustee Pursuant to Court Order

Dated: August 15, 2011

LANG, RICHERT & PATCH

          / S /   Scott J. Ivy          

SCOTT J. IVY, Attorneys for  
Fresno-Madera FLCA

Dated: August 15, 2011

WALTER & WILHELM LAW GROUP

          / S /   Riley C. Walter          

RILEY C. WALTER, Attorneys for  
MARTIN J. ZANINOVICH

Dated: August 16, 2011

WILD, CARTER & TIPTON

          / S /   Patrick J. Gorman          

PATRICK J. GORMAN, Attorneys for  
ARON and CARRIE MARGOSIAN

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THE LAW FIRM OF POWELL & POOL  
7522 North Colonial Avenue, Suite 100  
Fresno, California 93711

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**III**  
**ORDER**

The foregoing Stipulation having come before the Court, and good cause appearing therefore, according to the Stipulation of the Parties,

**IT IS SO ORDERED.**

Dated: August 19, 2011

/s/ OLIVER W. WANGER\_\_\_\_\_  
THE HONORABLE OLIVER W. WANGER  
UNITED STATES DISTRICT COURT JUDGE



# EXHIBIT A







**IN THE UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF CALIFORNIA  
(CASE NO. 1:09-cv-00906-OWW-MJS)**

**VERIFIED FINAL REPORT OF ADMINISTRATION AND ACCOUNTING BY RECEIVER**

**Onions, Etc., Inc. and Duda Farm  
Fresh Foods, Inc.,**

**Plaintiffs,**

**v.**

**Z&S Fresh, Inc. fdba Z&S Distributing  
Co., Inc., Martin J. Zaninovich, Loren  
Schoenburg, and Margaret  
Schoenburg, aka Marge Schoenburg,**

**Defendants.**

John Van Curen was appointed Receiver in this action by Order of this Court (the "Order") on March 14, 2011, and thereafter executed his Oath of Office and filed a proper bond in the amount set by the Court. This VERIFIED FINAL REPORT OF ADMINISTRATION AND ACCOUNTING BY RECEIVER (the "Final Report") covers the period March 14, 2011 through August 5, 2011.

The Receiver was appointed for the limited purpose of marketing and selling the 18.79 acre real estate parcel containing a packing and cold storage facility (the "Property" or the "Receivership Estate") located at 39303 Road 56, Dinuba, California, 93618 (APN 029-070-010) on behalf of its owner of record, ZM Fresh Special T's. The Receiver was also empowered to make any repairs and employ whatever level of security as deemed necessary to preserve the Property, including the packing and storage facility (the "Facility"), in its physical condition as of the date of appointment.

The Facility consists of, among other things, an approximate 113,000 square foot packing and cold storage facility for stone fruit and citrus, with related paved parking and storage areas. There is an approximate 10 acre planting of young citrus on the Property, but it has been abandoned and has not been farmed for several years. There is a water well for the Facility and the irrigation of the citrus trees, and a second well which provides water for the fire protection system for the Facility. The Receiver is informed and believes that a portion of the Property is rented to "TowerCo", Cary, North Carolina (the "Tower Lease"), for the operation of an existing cell tower. The Facility apparently had not been operated in several years, but appeared to be in relatively good condition. There have been reports of some vandalism at the site, but the equipment within the buildings appeared to be generally intact. The Receiver caused the Receivership Estate to be inventoried and the inventory was filed with this Court on May 27, 2011 (Document 662).

Upon appointment and qualification, the Receiver took possession and control of the Property and took actions necessary to preserve and protect it, including, among other things, increasing the existing level of security, and making arrangements to obtain liability insurance, reestablish utilities, continue services required by state and local government agencies concerning safety monitoring and to make repairs to the Facility deemed necessary for its preservation and protection. The Receiver met with representatives of the Fresno-Madera Federal Land Bank ("Land Bank") and the PACA Trust ("PACA Trust"), the parties in interest with regard to the underlying legal action (collectively, the "Parties"), at which time the above described actions to preserve and protect the Property were discussed with no apparent objection.

Shortly after making the above arrangements for preservation and protection of the Property, it became apparent that there was not a consensus among the Parties as to how the receivership should be conducted or funded. In correspondence to the Receiver, Land Bank concurred with the Receiver's intentions as to the preservation and protection of the Receivership Estate, but the PACA Trust expressed reservations as to its obligation to provide one half of the funding for certain endeavors that the PACA Trust did not believe concerned the marketing effort. After negotiation with the Parties, these matters were resolved.

However, because of the initial delay in obtaining funds from the Parties, the Receiver, in order to protect the integrity and credibility of the receivership, felt it necessary to advance personal funds for the timely direct payment of necessary expenditures. Through August 5, 2011, the Receiver has advanced a total of \$16,016.41 for payment of Receivership Estate expenses prior to receiving funds from the Parties. As of the date of this Final Report, the advances have not been reimbursed, pending approval by this Court. Attached hereto as **Exhibit "A"** and made a part hereof is a detailed statement of vendors paid directly by the Receiver, including the amount and purpose of each payment, through August 5, 2011.

After appointment, the Receiver was able to negotiate an all cash sale (the "Sale") of the Facility to Scott Critchley or assigns ("Critchley") for \$3,700,000. After notice and hearing, the Sale was approved by this Court subject to overbid, in an order filed July 14, 2011 (Document 713). The Sale to Critchley was confirmed, after an opportunity for overbids, in an order filed July 20, 2011 (Document 722). The Sale closed on August 5, 2011, and the sale proceeds in the amount of \$3,521,646.30 were received by Receiver's account on that date.

The Receiver presents the following Summary Accounting for the period March 14 through August 5, 2011:

Beginning Cash		\$0.00
	Receipts	\$3,551,490.95
	Disbursements	<u>28,662.70</u>
Cash on Hand at August 5, 2011		<u>\$3,522,828.25</u>

Attached hereto and made a part hereof is a statement of receivership account Receipts and Disbursements through August 5, 2011, identified as **Exhibit "B"**.

**ANTICIPATED UNBILLED EXPENSES**

The Receiver estimates that the following obligations will be incurred after August 5, 2011, but prior to the conclusion of the receivership:

VENDOR	SERVICE	AMOUNT
AmeriGuard Security Services	Security services	\$6,000.00
California Controlled Atmospheres	Refrigeration system monitoring (ammonia)	200.00
Pacific Gas & Electric	Utility service	3,000.00
First Insurance Funding	Liability insurance	360.00
Cliff Sadoian & Associates	Onsite services (as needed)	1,000.00
Chicago Title Company	Delinquent Property Taxes	1,980.98
Contingent Reserve		<u>2,500.00</u>
	<b>TOTAL</b>	<b><u>\$15,040.98</u></b>

**POTENTIAL CLAIMS AND REMAINING ASSETS**

Other than the Receiver's claim for payment of personal funds advanced to the receivership estate discussed above, the Receiver is not aware of any potential or unresolved claims against the receivership estate. After appointment, the Receiver became aware of a series of uncashed checks from TowerCo, totaling \$10,000, regarding the Tower Lease discussed above, and presently in the possession of the Trustee of the PACA Trust. The Receiver is informed and believes these checks are the property of the Receivership Estate. The Receiver believes it would be appropriate to turn over said checks to Land Bank, pending further Order of the Court, or the agreement of the Parties.

### **RECEIVER'S AND PROFESSIONAL'S FEES AND EXPENSES**

During the term of the receivership through August 5, 2011, the Receiver and Receiver's staff have expended 219.1 hours performing duties with respect to administration and management of the Receivership Estate. The Receiver has billed for his services at the nominal rate of \$195 per hour and the Receiver's staff has billed for its services at the rates of \$85 to \$175 per hour, as set forth in the Time and Activity logs attached hereto as **Exhibit "C"**, and made a part hereof. Total fees and reimbursable expenses earned by the Receiver and the Receiver' staff through August 5, 2011, are \$38,531.41, none of which has been paid. The Receiver estimates in good faith that additional receiver fees and expenses of \$1,000 will be incurred after August 5, 2011, to complete and close the receivership, for a total Receiver' fees and costs of \$39,531.41.

Reasonable and necessary legal services for the Receivership Estate were provided by Don J. Pool, the Law Firm of Powell & Pool ("Powell & Pool"), Fresno, California, as detailed in the statement of services attached hereto as **Exhibit "D"**, and made a part hereof. Total fees and reimbursable expenses earned by Powell & Pool, including a good faith estimate of fees for services related to closing the receivership estate, is \$35,000.00. None of the fees and reimbursable expenses for legal services have been paid. Upon entry of the Order on Stipulation Approving the Receiver's Final Report & Accounting, the Receiver will reconcile his billing, including attorneys' fees, and remit any overages to Land Bank, pending further Order of the Court, or agreement of the Parties.

### **STATEMENTS REGARDING ADMINISTRATION AND ACCOUNTING**

The Receiver represents that (a) the Receiver has acted and administered the receivership in good faith and in compliance with the Court's orders entered in this case; (b) all just debts incurred during the term covered by this Final Report have been paid, except for those disclosed herein; (c) all parties to this action, any interested third parties requesting a copy and all known claimants, if any, have received a copy of this Final Report; and (d) there are no objections to this Final Report.

### **REQUESTS OF RECEIVER**

The Receiver, requests that the Court find, instruct and order that:

1. The Receiver's final report and account contained herein, with Exhibits "A" through "D", attached hereto and made a part hereof, be accepted, approved and settled.
2. The financial information provided in the Receiver's account contained herein be deemed sufficient with regard to the Receiver's obligation to provide financial

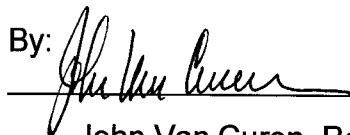


information to Plaintiffs, Defendants or the Parties concerning the filing of tax returns or other government reports.

3. The Court allow the reimbursement of the personal funds advanced by the Receiver for the payment of necessary expenses in the amount of \$16,016.41.
4. The Court allow the reservation of \$15,040.98 for estimated unbilled expenses of the receivership after August 5, 2011, and the payment of same, subject to Paragraph 9, below.
5. The Court allow the abandonment or assignment of the Receiver's remaining interest to any remaining proceeds from the Tower Lease to Land Bank, pending further Order of the Court, or the agreement of the Parties.
6. The Court determine that the Receiver's fees and costs, including the Receiver's good faith estimate of additional closing fees and costs, in the amount of \$39,531.41, are reasonable and the same be allowed in full and authorized for payment from funds on hand in the Receivership Estate or as ordered to be advanced by the Parties.
7. The Court determine that the fees and costs of Receiver's legal counsel, Powell & Pool, including the good faith estimate of additional closing fees and costs, in the amount of \$35,000.00, are reasonable and the same be allowed in full and authorized for payment from funds on hand in the Receivership Estate or as ordered to be advanced by the Parties.
8. The Receiver's final fees and expenses being approved and his report and account being settled, that all claims against the Receiver and the receivership estate be forever barred.
9. Any funds that remain in or subsequently received by the receivership estate, after payment of advances, fees and costs as herein approved, are authorized to be disbursed as the Court directs.
10. John Van Curen, having fully and faithfully discharged his duties to the Court and to the Parties, be discharged, the receivership terminated and Receiver's Bond No. MS2515738 in the amount of \$50,000.00 written by Great American Insurance Company as surety, be exonerated and the surety released from liability thereon.

DATED: August 9, 2011

By:



John Van Curen, Receiver

# **EXHIBIT A**

# Receivership Estate of ZM Fresh Special T's

March 14, 2011 - August 5, 2011

## Advances by Old West Ranch Company

3/14/2011	Walter R. Reinhardt Insurance Agy	Receiver's Bond	500.00
4/8/2011	AmeriGuard Security Services	On Site Security (3/17 - 3/31)	4,987.60
4/21/2011	DiBudo & DeFendis	Down Payment on General Liab	1,629.59
4/27/2011	AmeriGuard Security Services	On Site Security (4/1 - 4/15/2011)	4,044.00
5/3/2011	First Insurance Funding Corp.	General Liability - 1st Instalment	358.16
5/26/2011	AmeriGuard Security Services	On Site Security (5/1 - 5/15/2011)	4,044.00
6/6/2011	Wells Fargo Bank, Master Card A/C	Checks Ordered for Account	23.90
6/6/2011	Wells Fargo Bank, Master Card A/C	UCC Filing Search	59.00
6/6/2011	Wells Fargo Bank, Master Card A/C	UCC Filing Search	12.00
6/20/2011	First Insurance Funding Corp.	General Liability - 2nd Instalment	358.16

16,016.41

# **EXHIBIT B**

**Receivership Estate of ZM Fresh Special T's**

March 14, 2011 August 5, 2011

			<b>Balance Forward @ 3/14/2011</b>	<b>\$0.00</b>
<b><u>Receipts</u></b>				
<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Memo</u></b>	<b><u>Amount</u></b>	
05/10/2011	FLBA	Advance	3,308.60	
05/26/2011	FLBA	Advance	2,201.08	
05/26/2011	PACA Trust	Advance	2,201.08	
06/28/2011	FLBA	Advance	2,403.32	
06/28/2011	PACA Trust	Advance	3,308.60	
07/18/2011	FLBA	Advance	2,647.90	
07/22/2011	FLBA	Advance	2,218.13	
07/22/2011	JBT FoodTech	Other Income	6,504.72	
07/25/2011	PACA Trust	Advance	5,051.22	
08/05/2011	Chicago Title Company	Escrow Proceeds	3,521,646.30	
			<b>Total Receipts</b>	<b>\$3,551,490.95</b>
<b><u>Disbursements</u></b>				
<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Memo</u></b>	<b><u>Amount</u></b>	
05/27/2011	AmeriGuard Security Services	On Site Security (4/16 - 4/30)	4,044.00	
05/27/2011	California Controlled Atmosphere	Environmental Health Inspection	84.65	
06/03/2011	Cliff Sadoian & Associates	Consulting & Equipment Inventory	2,962.50	
06/06/2011	BUGS 9-1-1	Removal of Bees from adjacent farm property	225.00	
07/05/2011	AmeriGuard Security Services	On Site Security (5/16 - 5/31/2011)	4,448.48	
07/18/2011	California Controlled Atmosphere	Environmental Health Inspection	169.30	
07/19/2011	First Insurance Funding	Liability Insurance - 3rd Instalment	358.16	
07/20/2011	Tulare County Environmental Health	Yearly Environmental Permit	670.00	
07/22/2011	Cliff Sadoian & Associates	Consulting on Facility Main Issues	412.50	
07/22/2011	AmeriGuard Security Services	On Site Security (6/1 - 6/15)	4,044.00	
07/27/2011	AmeriGuard Security Services	On Site Security (6/16 - 6/30)	3,993.45	
07/27/2011	P G & E	Service 4/12 - 5/26	2,011.58	
07/27/2011	California Controlled Atmosphere	Environmental Health Inspection	84.65	
07/29/2011	AmeriGuard Security Services	On Site Security (7/1 - 7/15)	4,178.88	
07/31/2011	Cliff Sadoian & Associates	Consulting & Facility Issues	806.25	
07/31/2011	Cal CA	Environmental Health Inspection	84.65	
08/02/2011	Cal CA	Environmental Health Inspection	84.65	
			<b>\$28,662.70</b>	
			<b>Reconciled Balance @ 8/5/2011</b>	<b><u><u>\$3,522,828.25</u></u></b>

# **EXHIBIT C**

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**John Van Curen, Asset Receiver**

4539 N. Brawley Avenue, Suite 105  
Fresno, CA 93722

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Invoice submitted to:  
Receivership Estate of ZM Fresh  
4539 N. Brawley Avenue #105  
Fresno, CA 93722

August 05, 2011

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
3/14/2011	JVC General Administration Review various communications from parties regarding the appointment of receiver. Read Stipulation and Order for Appointment of Receiver. Read Critchley offer and revision to offer. Read Hackett offer. Consideration of employing an attorney to represent the receiver; Telephone conference office of Don Pool, Pool and Powell, regarding possible representation. Administration	1.70 195.00/hr	331.50
	JVC General Administration Telephone conference various attorneys representing parties regarding the receivership and the sale of the property comprising the receivership estate. Schedule inspection of property. Administration	0.40 195.00/hr	78.00
3/15/2011	JVC General Administration Meet with various parties in interest at the Z&S facility; inspect premises. Administration	2.50 195.00/hr	487.50
	JVC General Administration Telephone conference Eric AmeriGuard Security, regarding continuation of security at Z & S facility. Administration	0.20 195.00/hr	39.00
3/16/2011	JVC General Administration Contact Fowler Packing Company regarding facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Read Order; consideration of authorities and responsibilities granted by Order. Consider courses of actions to fulfill instructions of the Order. Review method of financing receivership operations contained in the	3.60 140.83/hr	507.00

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559-275-9482

**Exhibit C**

		<u>Hrs/Rate</u>	<u>Amount</u>
	Order. Telephone conference Don J. Pool, Esq, regarding representation. Review Court Docket with regard to pertinent information. Administration		
3/16/2011	JVC General Administration Telephone conference Eric, AmeriGuard Security regarding establishing account for receiver and continuation of security at facility. Administration	0.50 195.00/hr	97.50
3/18/2011	AEH General Administration Draft letter to AmeriGuard Security concerning authorized persons. Administration	0.40 85.00/hr	34.00
	JVC General Administration Telephone conference Eric Flores, AmeriGuard Security, regarding contract for services at facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Aron Margosian regarding showing the facility to a prospective buyer. Administration	0.30 195.00/hr	58.50
	JVC General Administration Two telephone conferences with Mike Schuil, Schuil and Associates regarding marketing the facility. Administration	0.50 195.00/hr	97.50
	JVC General Administration Second Telephone conference Aron Margosian regarding showing the plant by Margosian to a prospective buyer. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Eric Flores regarding security at facility, including increasing coverage. Inspect facility regarding security arrangements. Notify local fire department of intention to change locks at main gates and buildings at the facility. Multiple Telephone conferences Anne Honeycutt regarding contact with AmeriGuard and implementation of additional security. Administration	3.50 195.00/hr	682.50
	JVC General Administration Telephone conference Anne Honeycutt regarding contract for additional security with AmeriGuard; Telephone conference Eric Flores, AmeriGuard, regarding same. Administration	0.30 195.00/hr	58.50

## Exhibit C



		<u>Hrs/Rate</u>	<u>Amount</u>
3/21/2011	JVC General Administration Review marketing material provided by Pearson Realty (0.2). Telephone conference Frank Rodriguez, President, Style Line Construction, Inc., regarding roof leaks at the Facility (0.1). Telephone conference Dan Kervorkian, Pearson Realty (0.1). Draft memo regarding outstanding issues and with regard to clarification of receivership duties under the Court Order. (2.10) Administration	2.50 195.00/hr	487.50
	JVC General Administration Telephone conference Frank Rodriguez, Style Line Construction, regarding appointment for inspection of Facility roof and providing an estimate of the of repair. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Jan Perkins, Perkins Mann & Everett, counsel for the PACA Trust, regarding operational expenses of the receivership and the responsibility for payment of same. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Ralph Hackett, prospective Facility buyer. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Jim Critchley (2X) regarding interest in purchasing Facility. Administration	0.40 195.00/hr	78.00
	JVC General Administration Consideration of course of action with regard to to administering and preserving the Estate in its present condition and with regard to selling the Facility. Administration	0.60 195.00/hr	117.00
3/23/2011	AEH General Administration Revise security instructions to AmeriGuard Security for period after 3/25/2011. Forward to AmeriGuard office via fax. Administration	0.30 85.00/hr	25.50
	AEH General Administration Contact Style Line Construction regarding meeting with John at facility in Dinuba. Advise John that representative from Style Line will meet him at facility no later than 2 p.m. Administration	0.20 85.00/hr	17.00
	JVC General Administration Meet Jim and Scott Critchley at the F & S Packing facility, inspect facility (2.4). Meet Mario, Style-Line Construction; inspect facility for	3.40 195.00/hr	663.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	roof leaks(0.6). Change locks on perimeter gates; Conference security guard regarding change(0.4). Administration		
3/23/2011	JVC General Administration Telephone conference (2X) Anne Honeycutt regarding changing guard schedule and reduce number of guard shifts. Administration	0.20 195.00/hr	NO CHARGE
	JVC General Administration Telephone conference Frank Rodriguez Style Line Construction Company, regarding Facility roof repair. Administration	0.10 195.00/hr	19.50
	JVC General Administration Telephone conference Jim Critchley regarding inspection of Facility. Administration	0.10 195.00/hr	19.50
3/26/2011	JVC General Administration Review of possible actions necessary to preserve the Facility in its present physical "as is" condition pending sale, and identification of authorization to incur and pay related expenses and identification of sources of funding. Correspondence Mandy Jeffcoach, counsel for Trustee regarding meeting to discuss matter. Administration	0.50 195.00/hr	97.50
3/28/2011	JVC General Administration Telephone conference Mike and Rick Schuil regarding marketing of Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Dan Kevorkian, Pearson Realty, regarding marketing of Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Jake Burns, Trinity Fruit Sales, regarding interest in purchasing label printers at Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Mandy Jeffcoach, McCormick Barstow LLP, regarding clarification of agreement between parties as to funding receivership property protection expenses, plan for sale of Facility and other issues. Correspondence to Mandy Jeffcoach regarding same. Administration	0.60 195.00/hr	117.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/28/2011	JVC General Administration Read correspondence from Mike Schuil, Schuil and Associates, regarding ammonia monitoring requirements. Telephone conference Rick and Mike Schuil, Schuil and Associates, regarding marketing Facility. Administration	0.50 195.00/hr	97.50
	JVC General Administration Telephone conference Gordon Brandt, California Controlled Atmosphere, regarding monitoring of ammonia compressors, the condition of the compressors and the condition of other components of the Facility. Administration	0.50 195.00/hr	97.50
	JVC General Administration Two telephone conferences with Ralph Hackett regarding interest in purchasing Facility; discussion of possible terms of sale. Administration	0.40 195.00/hr	78.00
	JVC General Administration Review and revise memo regarding clarification of Order; Telephone calls to Mandy Jeffcoach regarding same, not available, left message. Administration	0.30 130.00/hr	39.00
	JVC General Administration Telephone call to Rob Hackler, Fresno-Madera Farm Credit, not available, left message. Administration	0.10 195.00/hr	NO CHARGE
3/29/2011	JVC General Administration Telephone conference Dan Kevorkian and Martin Hosvepian, Pearson Realty, regarding offer on Facility. Administration	0.40 195.00/hr	78.00
	JVC General Administration Telephone conference Frank Roriguez, Style Line Construction, regarding proposal for repairs of Facility roof. Administration	0.20 195.00/hr	39.00
3/30/2011	JVC General Administration Review and make suggested revisions to Mandy Jeffcoach draft letter to Parties regarding the understanding concerning the Receiver's responsibilities and duties under the Order; Correspondence Mandy Jeffcoach regarding same. Administration	1.00 195.00/hr	195.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
3/30/2011	JVC General Administration Telephone conference Dan Kevorkian, Pearson Realty, regarding possession of facility prior to closing; not available, left message. Administration	0.10 195.00/hr	NO CHARGE
	JVC General Administration Correspondence to parties regarding proposal for repair of Facility roof. Administration	0.30 195.00/hr	58.50
	JVC General Administration Read Mandy Jeffcoach's letter regarding operation of the receivership and responsibilities for payment of receivership obligations. Correspondence to Don Pool regarding same. Administration	0.30 195.00/hr	58.50
	JVC General Administration Attention to and consideration of Scott Ivy response to Mandy Jeffcoach letter regarding receivership, Correspondence Don Pool, Powell and Pool, regarding same. Administration	0.30 195.00/hr	58.50
3/31/2011	JVC General Administration Telephone conference Cliff Sadoian regarding Facility. Administration	0.60 195.00/hr	117.00
	JVC General Administration Telephone conference Ralph Hackett regarding interest in purchase of Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Scott Ivy, counsel to Fresno-Madera Farm Credit, regarding funding of expenses by Parties required to preserve and protect the receivership estate; regarding marketing plan for sale of the Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Jan Perkins, Perkins Mann & Everett, counsel to PACA Trust regarding funding of receivership and marketing plan for the Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Office conference Gary Honeycutt regarding present situation regarding prospective sales and regarding maintenance and security of the property. Administration	0.10 195.00/hr	NO CHARGE

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
4/1/2011	JVC General Administration Consideration of offer to purchase Facility submitted by Ralph Hackett; Correspondence Ralph Hackett regarding same. Administration	0.40 195.00/hr	78.00
4/4/2011	JVC General Administration Begin draft of counter offer to Ralph Hackett offer to purchase Facility. Begin draft of term sheet with regard to to overbid process. Administration	1.80 195.00/hr	351.00
	JVC General Administration Telephone conference Aron Margosian regarding showing plant to a prospective buyer. Administration	0.30 195.00/hr	58.50
	JVC General Administration Consideration of terms of counter offer to Ralph Hackett offer, Review and revise terms of counter offer and terms of draft overbid procedure (0.5). Prepare draft budget, March through May for Facility preservation and protection (1.1). Telephone conference George Brandt, Cal CA, regarding monitoring of ammonia in compressors (0.2). Telephone conference J. R., Fence Master, regarding repairing opening in fence (0.2). Administration	2.00 195.00/hr	390.00
4/5/2011	AEH General Administration Contact Bankruptcy Unit of P G & E regarding serial number for pump at packing facility. Requested information on serial number, waiting for reply Administration	0.20 85.00/hr	17.00
	AEH General Administration Telephone conference Richard Antenucci, DiBuduo & DeFendis Insurance regarding quote for insurance coverage for packing faicity. Refer iniformation to John. Administration	0.30 85.00/hr	25.50
	JVC General Administration Meeting with Cliff Sadoian; inspect Facility with Sadoian. Administration	3.60 195.00/hr	702.00
4/6/2011	AEH General Administration Contact Barbara Green at P G & E regarding no answer to inquiry of 4/5/2011 on meter number at Z & S. Redirect email of 4/5/2011 to new website address. Administration	0.30 85.00/hr	25.50
	AEH General Administration Contact UCC Connect and search for UCC filings in the names of the defendants shown on Order Appointing Receiver. Download scan and	1.30 85.00/hr	110.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	file in Paperport files. Administration		
4/6/2011 JVC	General Administration Review and revise pleadings regarding appointment of legal counsel; correspondence Don Pool regarding same. Administration	0.20 195.00/hr	39.00
JVC	General Administration Review correspondence from Pacific Gas and Electric regarding regarding-establishing electrical service at the Facility. Correspondence Anne Honeycutt regarding regarding-establishing electrical service. Administration	0.40 195.00/hr	NO CHARGE
JVC	General Administration Attention to various matter concerning the receivership, including funding issues, property sales procedures, employment of counsel and other issues. Administration	0.60 195.00/hr	117.00
JVC	General Administration Review correspondence from Terry Long, Trustee for PACA Trust, regarding uncashed checks payable to ZM Fresh in his possession. Consideration of how checks could be negotiated by the receivership estate. Administration	0.30 195.00/hr	58.50
JVC	General Administration Various telephone conferences with Jim Critchley, prospective purchaser of Facility and Dan Kevorkian, Pearson Realty, regarding a possible offer from Critchley. Administration	0.50 195.00/hr	97.50
JVC	General Administration Telephone conference Terry Long, PACA Trustee, regarding uncashed checks in his possession payable to ZM Fresh, and discussion of possible other methods of funding the receivership. Administration	0.70 195.00/hr	136.50
4/7/2011 JVC	General Administration Consideration and formulation of terms of offer to purchase Facility, including over bid procedures. Construct probable time line to close sale. Consideration of Critchley request to lease the Facility prior to close of escrow. Administration	2.10 195.00/hr	409.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
4/7/2011	AEH General Administration Contact P G & E regarding power at facility. Request rate and demand charge information. Administration	0.30 85.00/hr	25.50
	JVC General Administration Office conference Anne Honeycutt regarding insurance coverage and placement for public liability and property damage and cost of same. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Scott Critchley, prospective buyer, regarding meeting concerning offer on Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Review and sign documents required for the appointment of Don Pool, Powell and Pool, as counsel to Receiver. Conference Don Pool regarding issues concerning preservation and sale of the Facility. Administration	1.00 195.00/hr	195.00
	JVC General Administration Review Hackett offer. Draft a counter offer. Correspondence to Hackett regarding general outline of a counter offer. Administration	1.20 195.00/hr	234.00
4/8/2011	AEH General Administration Receive email from P G & E referring our office to customer care department for reinstating service at Z & S Plant. Spoke to commercial department, referred me to agricultural department. Agricultural department indicated that they would need to send out service rep. to assess pumps relating to account, and would have do a manual calculation to come up with a deposit since account has been turned off for quite some time and due to fact that we are only asking for minimal service. Administration	0.50 85.00/hr	42.50
	JVC General Administration Review telephone message from Rick Schuil, Schuil & Associates, regarding showing the Facility to a prospective buyer today; Telephone conference Cliff Sadoian, Cliff Sadoian & Associates, regarding arranging to show the Facility. Telephone conference Eric Flores, AmeriGuard Security Services, regarding authorization for Cliff Sadoian to access and show Facility to prospective buyers; letter to AmeriGuard, authorizing certain individuals access to the Facility without further permission from the Receiver. Administration	1.40 195.00/hr	273.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
4/8/2011	JVC General Administration Research Pacific Gas and Electric procedures with regard to regarding-establishing limited electric service at the Facility in the name of the Receiver. Administration	0.50 195.00/hr	97.50
	JVC General Administration Correspondence Don Pool regarding Hackett offer. Administration	0.20 195.00/hr	39.00
	AEH General Administration Telephone conference Vicki, Supervisor with P G & E regarding reinstatement of service at ZM plant. Administration	0.80 85.00/hr	68.00
	JVC General Administration Telephone conference Eric Flores, AmeriGuard Security Services, regarding access to plant by Rick Schuil, Schuil & Associates and client. Telephone conference Cliff Sadoian regarding same. Administration	0.20 195.00/hr	39.00
	JVC General Administration Arrange for turning on power at Facility; Office conference Anne Honeycutt regarding same. Administration	0.20 195.00/hr	NO CHARGE
	JVC General Administration Prepare for meeting with Jim and Scott Chritchley, Review original Chritchley offer to purchase. Meet with Chritchleys regarding purchase of Facility Administration	1.40 195.00/hr	273.00
	JVC General Administration Telephone conference Cliff Sadoian regarding meeting Pacific Gas and Electric service man to turn on power at Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Further Consideration of Chritchley proposal to purchase Facility. Consideration of response to offer and how offer would presented to Court and Parties. Administration	1.90 195.00/hr	370.50
4/9/2011	JVC General Administration Meet with Cliff Sadoian regarding yesterday's showing of Facility by Schuil and regarding monitoring of Facility as electricity is turned on. Deliver keys to Sadoian for the Facility. Discuss conducting inventory with Sadoian. Administration	1.40 195.00/hr	273.00

## Exhibit C



		<u>Hrs/Rate</u>	<u>Amount</u>
4/11/2011	JVC General Administration Review correspondence from Rick Schuil, Schuill & Associates, regarding a client who may be interested in purchasing the Facility; regarding a preliminary title report for the property; respond. Administration	0.10 195.00/hr	19.50
	JVC General Administration Draft memo to Don Pool regarding immediate issues concerning the receivership. Administration	2.30 195.00/hr	448.50
	JVC General Administration Telephone conference Cliff Sadoian regarding turning on electricity at Facility and monitoring same for problems when power turned on. regarding completion of inventory. Administration	0.40 195.00/hr	78.00
4/12/2011	JVC General Administration Review Jan Perkins, Perkins Mann & Everett, attorneys for PACA Trust correspondence regarding agreement among the parties as to the conduct of the receivership concerning protection and maintenance of the Facility and the effort to sell the Facility to one of the two original offers to purchase the Facility. Correspondence Don Pool regarding same. Administration	0.30 195.00/hr	58.50
	JVC General Administration Draft correspondence to parties regarding progress of sales effort and the present status of the receivership; and regarding concerns about funding, insurance coverage and other issues. Review and revise draft budget regarding estimated costs through May. Administration	2.10 195.00/hr	409.50
	AEH General Administration Draft letter to TowerCo regarding rent. Administration	0.30 85.00/hr	25.50
	AEH General Administration Draft transmittal letter to P G & E Administration	0.30 85.00/hr	25.50
4/13/2011	JVC General Administration Read and respond to various correspondence from Don Pool. Review PACER for documents responsive to a portion of Pool's requests. Administration	1.00 195.00/hr	195.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
4/13/2011	JVC General Administration Telephone conference Jayson Horton, AmeriGuard Security Services, regarding forwarding incident reports to me. Administration	0.10 195.00/hr	19.50
4/14/2011	JVC General Administration Review status of various issues and possible strategies to resolve, including: prospective sale to Critchley or Hackett; resolution of apparent disagreements between Fresno-Madera Farm Credit and PACA Trust as to the duties and responsibilities of the Receiver are with regard to the sale of the Facility if a sale to Chritchley or Hackett fails to materialize; and how the receivership is to be funded, including necessary changes to Order for that purpose Administration	1.40 195.00/hr	273.00
4/15/2011	AEH General Administration Contact M. Kathleen Klein, CPA and request that new Tax ID # be obtained. Contact Beth Mellen-Stoor at B of A and request that a signature card be provided for the opening of a new account for the Receivership. Administration	0.30 85.00/hr	25.50
	AEH General Administration Forward inquiry to Richard Antenucci regarding quotes on liability coverage received on Z & S Fresh in Dinuba. Request for any updated quotes received and payment plans available. Administration	0.30 85.00/hr	25.50
	JVC General Administration Read Scott Ivy response to Receiver correspondence regarding various issues, including sale of Facility, payment of preservation and protections expenses, insurance. Correspondence Don Pool regarding same. Administration	0.20 195.00/hr	39.00
	JVC General Administration Correspondence Don Pool regarding various issues regarding receivership; Read and respond to Don Pool response Administration	0.20 195.00/hr	39.00
	JVC General Administration Read Jan Perkins' correspondence in response to previous correspondence from Receiver regarding various issue concerning the receivership. Correspondence Don Pool regarding same. Administration	0.20 195.00/hr	39.00

		<u>Hrs/Rate</u>	<u>Amount</u>
4/15/2011	JVC General Administration Telephone conference Cliff Sadoian regarding inventory and regarding present time schedules of security guards. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Eric Flores, AmeriGuard Security Services, regarding guard schedules. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Ralph Hackett regarding offer to purchase property. Administration	0.20 195.00/hr	39.00
4/17/2011	JVC General Administration Review correspondence from various parties regarding resolution of of issues. Correspondence Don Pool regarding same. Administration	0.20 195.00/hr	39.00
4/18/2011	AEH General Administration Revise letter to TowerCo regarding rental payments. Administration	0.30 85.00/hr	25.50
	AEH General Administration Contact Richard Antenucci at DiBuduo & DeFendis regarding quote received for liability coverage and instruct Richard to bind coverage. Administration	0.30 85.00/hr	25.50
	JVC General Administration Office conference Anne Honeycutt regarding binding lieability insurance for the receivership. Administration	0.20 195.00/hr	39.00
	JVC General Administration Prepare for meeting and meet with Don Pool, Powell and Pool, with regard to to resolution of apparent misunderstanding as to the Court's instructions as to instructions to sell the property and instructions with regard to to protection of the property and the preservation of it in its present condition. Administration	1.50 195.00/hr	292.50
4/19/2011	JVC General Administration Conference Cliff Sadoian regarding inventory of facility and equipment, inspection of Facility. Administration	1.50 195.00/hr	292.50
4/20/2011	JVC General Administration Review of correspondence from Jan Perkins, Perkins Mann & Everett, counsel for Trust, and Scott Ivy, Lang, Richert & Patch, counsel for	0.60 195.00/hr	117.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	Fresno-Madera Farm Credit, consider receivership's position regarding and response to same. Administration		
4/25/2011	AEH General Administration Review signature card for new checking account received from B of A. Forward signed card to Shannon Taggart at B of A. Administration	0.30 85.00/hr	25.50
	JVC General Administration Correspondence to various realty firms soliciting information and marketing plans for the listing of the Facility; courtesy copy to interested parties. Administration	0.60 195.00/hr	117.00
	JVC General Administration Review various correspondence to and from the Parties with regard to the scope of the Receiver's duties under the Order; prepare memo summarizing the issues and consider responses to same. Administration	1.80 195.00/hr	351.00
	JVC General Administration Telephone conference Ralph Hackett regarding offer to purchase Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Correspondence to Scott Critchley regarding purchase of Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Telephone conference Ralph Hackett regarding purchase of Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Scott Critchley regarding purchase of Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Review correspondence from Don Pool regarding issues concerning the receivership; memo in response. Administration	0.80 195.00/hr	156.00
	JVC General Administration Review and adjust time billings through March. Administration	0.40 195.00/hr	NO CHARGE
4/26/2011	JVC General Administration Telephone conference Don Pool regarding various issues regarding the receivership, including funding the receivership and sale of the	0.80 195.00/hr	156.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	Facility. Administration		
4/26/2011	JVC General Administration Draft memo in response to latest Critchley offer regarding terms of sale that would be acceptable concerning the Facility. Administration	0.70 195.00/hr	136.50
	AEH General Administration Draft email to Richard Antenucci, Dibuo & DeFendis Ins. regarding quote for property coverage at Dinuba Plant. Administration	0.30 85.00/hr	25.50
4/27/2011	JVC General Administration Review sale file. Correspondence to Scott Critchley regarding agreement to purchase Facility. Administration	0.60 195.00/hr	117.00
	JVC General Administration Consideration of amount of insurance coverage and determination of what is being insured, including buildings and equipment. Office conference Anne Honeycutt regarding same. Administration	0.40 195.00/hr	78.00
	JVC General Administration Telephone conference Scott Critchley regarding purchase of Facility. Administration	0.20 195.00/hr	39.00
	AEH General Administration Review appraisal and provide information to Richard Antenucci for quote on property insurance. Administration	0.30 85.00/hr	25.50
	JVC General Administration Conference Rick and Mike Schuil, Schuil and Associates, regarding listing of the Facility for sale. Administration	0.70 195.00/hr	136.50
4/28/2011	JVC General Administration Respond to inquiries by Scott Ivy regarding sales effort, status of necessary repairs and maintenance and the hiring of a real estate broker if current negotiations with original offers fails. Administration	0.20 195.00/hr	39.00
	JVC General Administration Draft proposed letter of intent regarding purchase of facility by Scott Critchley. Administration	3.70 142.30/hr	526.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
5/2/2011	JVC General Administration Review and make revisions to draft letter of intent provided by Don Pool regarding proposed Critchley purchase of Facility and the terms of the purchase. Finalize letter and forward to Scott Critchley. Administration	0.50 195.00/hr	97.50
	JVC General Administration Review written inventory and pictures of same, prepared by Cliff Sadoian. Administration	0.70 195.00/hr	136.50
	JVC General Administration Read and draft an initial response to correspondence from Don Pool regarding application to Court for authority to issue Receiver Certificates to fund receivership; and authority to negotiate rental checks from the Cell Tower Company. Review application and review draft John Van Curen declaration in support of application. Administration	0.50 195.00/hr	97.50
5/3/2011	JVC General Administration Correspondence to Don Pool regarding Application and John Van Curen declaration regarding funding through use of Receiver Certificates and cashing rental checks arising from use of the Property. Administration	0.30 195.00/hr	58.50
	JVC General Administration Correspondence Don Pool regarding John Van Curen declaration in support of application for order shortening time regarding hearing to issue Receiver Certificates and to negotiates checks related to the Facility. Administration	0.20 195.00/hr	39.00
5/4/2011	JVC General Administration Read and respond to Scott Critchley correspondence regarding proposed sale of Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Telephone conference Scott Critchley regarding offer to purchase Facility. Administration	0.10 195.00/hr	19.50
5/6/2011	AEH General Administration Telephone conference Richard Antenucci, DiBuduo & DeFendis, regarding additional quotes on insurance on Z & S Facility. Compose email and detail quote received and additional quotes received by Richard as indicated in our conversation. Administration	0.40 85.00/hr	34.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
5/6/2011	AEH General Administration Receive check from FLBA on 5/6/2011. Forward to Don Pool for review. Administration	0.20 85.00/hr	17.00
	JVC General Administration Prepare for and attend meeting with Don Pool and Scott Critchley regarding proposed purchase and sale of Facility. Administration	1.70 195.00/hr	331.50
5/7/2011	JVC General Administration Update master file regarding potential sale to Scott Critchley. Administration	0.20 195.00/hr	39.00
5/9/2011	JVC General Administration Review Don Pool correspondence with parties regarding Scott Critchley letter of intent to purchase Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Attention to preparation of draft inventory and report. Administration	4.30 195.00/hr	838.50
5/10/2011	JVC General Administration Draft first report and inventory. Transmit drafts to Don Pool. Administration	1.30 195.00/hr	253.50
	JVC General Administration Correspondence Scott Critchley regarding inventory of Facility, and a disclaimer as to what is part of the receivership estate, and, therefore, for sale. Administration	0.20 195.00/hr	39.00
	AEH General Administration Set up company in QuickBooks. Enter advance received from FLCA. Administration	0.50 85.00/hr	42.50
	AEH General Administration Review and scan recent invoice received from AmeriGuard and First Funding on liability policy. Forward to John and advise him of date that payment will need to be made. Administration	0.30 85.00/hr	25.50
	JVC General Administration Telephone conference Sue Meyer, Escrow Officer, Chicago Title Company, regarding sufficiency of authority under Order appointing receiver to sell the Facility. Administration	0.40 195.00/hr	78.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
5/12/2011	JVC General Administration Review and respond to Scott Critchley correspondence regarding equipment included in proposed sale of Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Conference Scott Critchley regarding equipment inventory at Facility and scheduling an inspection. Telephone conference Cliff Sadoian regarding same. Administration	0.20 195.00/hr	39.00
5/18/2011	JVC General Administration Review Don Pool correspondence to Scott Ivy regarding Scott Critchley offer to purchase facility. Review Preliminary Title Report provided by Chicago Title Company with regard to to Balknap judgment lien. Review previous sales by John Van Curen as trustee or receiver; forward sample sales contracts and motions to Don Pool. Review and respond to Scott Critchley correspondence regarding purchase of Facility; Telephone conference Scott Critchley regarding same. Review PACER; note that a hearing on funding the receivership is scheduled for June 6, 2011. Review correspondence from AmeriGuard Security Services regarding a serious infestation of ants in and around the Facility; correspondence Cliff Sadoian regarding problem. Correspondence Cliff Sadoian regarding Balknap judgment lien on Facility. Correspondence Don Pool regarding Scott Critchley purchase. Administration	2.30 195.00/hr	448.50
	AEH General Administration Work on formatting of Purchase and Sale Agreement for Critchley sale. Administration	4.50 85.00/hr	382.50
5/19/2011	JVC General Administration Inspect Facility with Gary Honeycutt. Administration	0.80 195.00/hr	156.00
5/20/2011	JVC General Administration Draft Purchase and Sale Agreement regarding Scott Critchley purchase of Facility. Administration	9.20 140.00/hr	1,288.00
5/21/2011	JVC General Administration Review and revise draft Purchase and Sale Agreement for sale of Facility to Scott Critchley; correspondence Anne Honeycutt and Gary Honeycutt regarding review of same. Administration	3.60 195.00/hr	702.00
5/23/2011	JVC General Administration Correspondence Don Pool regarding Scott Critchley offer to purchase facility. Review and revise draft Purchase and Sale Agreement	0.30 195.00/hr	58.50

## Exhibit C



			<u>Hrs/Rate</u>	<u>Amount</u>
		regarding same. Administration		
5/23/2011	AEH	General Administration Review and proof Purchase and Sale Agreement Administration	1.50 85.00/hr	127.50
5/24/2011	JVC	General Administration Telephone conference Scott Critchley regarding purchase of Facility. Administration	0.10 195.00/hr	19.50
	JVC	General Administration Telephone conference Rob Hackler, Bruce McAbee, Fresno-Madera Farm Credit, regarding sale of Facility. Review Scott Ivy correspondence to Don Pool regarding same; Office conference Gary Honeycutt regarding same. Administration	0.50 195.00/hr	97.50
	JVC	General Administration Further review and revision of of draft Purchase and Sale Agreement for sale of Facility to Scott Critchley. Administration	0.20 195.00/hr	39.00
	AEH	General Administration Review and proof Purchase and Sale Agreement Administration	0.50 85.00/hr	42.50
5/25/2011	AEH	General Administration Review amd proof Purchase and Sale Agreement Administration	0.80 85.00/hr	68.00
5/26/2011	AEH	General Administration Review declaration prepared by Don Pool's office. Scan and forward to Pool's office for filing Administration	0.30 85.00/hr	25.50
	JVC	General Administration Review John Van Curen declaration in support for Petition to issue receiver certificates and to negotiate property rental checks; sign and return to Don Pool. Administration	0.20 195.00/hr	39.00
5/31/2011	JVC	General Administration Review correspondence from Scott Critchley regarding suggested revisions to Purchase and Sale Agreement. Correspondence to Don Pool with regard to the comments. Correspondence Scott Critchley regarding title report. Administration	1.40 195.00/hr	273.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
5/31/2011	JVC General Administration Read and respond to correspondence from Troy Ewell with regard to agreement of sale to Critchley. Administration	0.80 195.00/hr	156.00
	JVC General Administration Review correspondence from Scott Critchley regarding exceptions to title and obtaining underlying documents for same. Correspondence Sue Meyers regarding obtaining documents. Correspondence Scott Critchley regarding same. Administration	0.20 195.00/hr	39.00
6/1/2011	JVC General Administration Telephone conference Troy Ewell, Powell and Pool, regarding Critchley sale agreement. Administration	0.40 195.00/hr	78.00
	JVC General Administration Telephone conference Scott Critchley regarding purchase of Facility. Administration	0.20 195.00/hr	39.00
6/2/2011	JVC General Administration Read and respond to Cliff Sadoian correspondence regarding woodpecker infestation at Facility. Request information regarding the status of the Tulare County Use Permit for the Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Review and revise caretaker budget through July. Review quote for property damage insurance; Office conference Anne Honeycutt regarding same. Administration	0.40 195.00/hr	78.00
	JVC General Administration Review proposed Receiver's Informational Report of Receivership Estate and Accounting for March-May 201; Email Correspondence Anne Honeycutt regarding same. Prepare draft revision of Receiver's budget regarding expenses in maintaining the Facility; Office conference Anne Honeycutt regarding obtaining and cost of property damage insurance for the Facility. Prepare narrative description of items in budget. Administration	0.50 195.00/hr	97.50
	AEH General Administration Review declaration and information report received from Don Pool's office. Review balance sheet, profit and loss at 5/31/2011. Include advances from Old West on Receiver's books for the Receivership.. Administration	0.50 85.00/hr	42.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
6/2/2011	JVC General Administration Read and respond to Cliff Sadoian correspondence regarding Tulare County use permit for Facility. Administration	0.10 195.00/hr	19.50
6/3/2011	JVC General Administration Review status of Scott Critchley sale. Review status of the maintenance of the Facility's condition. Correspondence Don Pool regarding status of sale. Administration	0.30 195.00/hr	58.50
	AEH General Administration Review UCC filings on UCC Connect website, check for new filings, amendments, or terminations. Forward to Don Pool Administration	0.80 85.00/hr	68.00
	AEH General Administration Review corrections on May billing, finalize and print Administration	0.40 85.00/hr	34.00
	AEH General Administration Finalize Receiver's billing for period 3/14/2011 - 5/31/2011, forward to Don Pool Administration	0.30 85.00/hr	25.50
	JVC General Administration Review and revise draft report and accounting to include through May, 2011. Review Receiver and counsel fees and include same in accounting. Correspondence to Don Pool and Troy Ewell regarding status of completion of draft sales agreement and possible court hearing date for sale. Read and respond to Don Pool response. Correspondence Don Pool regarding payment of fees. Review Don Pool response to question as to proceeding with obtaining approval of fees. Correspondence Nanette Azevedo regarding revised accounting and report. Administration	3.10 195.00/hr	604.50
6/6/2011	AEH General Administration Review email from Terry Long regarding reimbursement of expenses not recieved from the Z & S PACA Trust by the Receiver. Forward to Don Pool for reply. Administration	0.30 85.00/hr	25.50
	JVC General Administration Correspondence Don Pool regarding cash flow budget for Facility through July. Administration	0.40 195.00/hr	78.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
6/6/2011	JVC General Administration Attendance and testimony at Court hearing regarding approval of issuance of receivership certificates and the negotiation of checks for cell tower rental. Conference Don Pool regarding status of matter and regarding sale of Facility to Scott Critchley. Administration	2.90 195.00/hr	565.50
6/8/2011	JVC General Administration Review revised sale agreement. Correspondence Don Pool regarding same. Administration	0.40 195.00/hr	78.00
6/9/2011	JVC General Administration Telephone conference Cliff Sadoian regarding bird problem at Facility and regarding location of operating permit for Facility. Administration	0.20 195.00/hr	39.00
6/10/2011	JVC General Administration Telephone conference Rob Hackler, Fresno-Madera Farm Credit, regarding status of sale. Administration	0.20 195.00/hr	39.00
	JVC General Administration Review draft stipulation prepared by Don Pool. Correspondence to Pool regarding suggested changes. Correspondence to Nannette Azevedo regarding same. Administration	0.30 195.00/hr	58.50
6/14/2011	JVC General Administration Review correspondence from Matthew Hoffman, regarding requested revisions to draft sale agreement. Review agreement with regard to comments. Administration	0.30 195.00/hr	58.50
	JVC General Administration Access PACER: research documentation filed by Fresno-Madera Farm Credit regarding lien filings related to the Facility, including fixtures and personal property filings. Administration	0.50 195.00/hr	97.50
	JVC General Administration Review comments by Matthew Hoffman, counsel to Scott Critchley, regarding draft sale contract. Correspondence to Don Pool regarding same. Obtain information requested by Hoffman. Administration	1.60 195.00/hr	312.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
6/15/2011	AEH General Administration Follow up on email request of 6/6 to Don Pool requesting that he submit bills from first funds request not received by Terry Long. Administration	0.20 85.00/hr	17.00
	JVC General Administration Review draft stipulation prepared by Don Pool regarding funding of receivership. Correspondence Don Pool regarding same. Review documentation regarding insurance company quoting on providing property damage coverage for property. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Scott Critchley regarding sale agreement. Administration	0.10 195.00/hr	19.50
6/16/2011	JVC General Administration Review and revise draft stipulation. Prepare revised budget for stipulation. Prepare recap of funds advanced personally by Receiver and funds advanced through the receivership account. Correspondence Don Pool regarding stipulation. Administration	3.20 195.00/hr	624.00
	JVC General Administration Review proposed responses by Don Pool to Matthew Hoffman, with regard to the draft sale agreement with Scott Critchley. Administration	0.30 195.00/hr	58.50
6/17/2011	JVC General Administration Review draft stipulation. Email Correspondence to Don Pool regarding same. Administration	0.30 195.00/hr	58.50
	JVC General Administration Review correspondence from Don Pool and Matthew Hoffman, regarding revisions to sale agreement with Scott Critchley. Consideration of responses to questions, comments and requests. Memo to Don Pool in response to memo from Matthew Hoffman. Review Inventory report regarding designation of Primary Personal Property and Secondary Personal Property, as defined in the sale agreement. Telephone conference Cliff Sadoian regarding same and regarding renewing the special use permit for the Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Review correspondence from Cliff Sadoian regarding renewal of Tulare County Special Use Permit. Review application forms for renewal of the permit, including an indemnification agreement with Tulare County	0.40 195.00/hr	78.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	regarding the permit. Administration		
6/17/2011	JVC General Administration Telephone conference Scott Critchley regarding sale. Administration	0.30 195.00/hr	58.50
	JVC General Administration Read and respond to correspondence from Scott Critchley regarding inspection of facility. Correspondence Cliff Sadoian regarding same. Administration	0.20 195.00/hr	39.00
6/18/2011	JVC General Administration Review Inventory; designate items to Exhibits A (real property and buildings), B (Primary Personal Property) and C (Secondary Personal Property) to sale agreement. Review Fresno-Madera Farm Credit Second Amended Complaint (Docket #432), Exhibit 13, with regard to property owned by the receivership estate. Reformat Inventory document by organizing listings by Exhibits. Memo to Don Pool regarding designation of property by Exhibits. Administration	1.30 195.00/hr	253.50
	JVC General Administration Correspondence to Don Pool regarding Tulare County Special Use Permit extension of time. Administration	0.30 195.00/hr	58.50
6/20/2011	JVC General Administration Office conference Anne Honeycutt regarding status of various receivership issues, including the stipulation regarding funding; the filing of the Receiver's interim report and accounting; forwarding of information regarding property damage insurance coverage; expense billings to Parties, including receivership time and expense billings; and sales agreement with Scott Critchley. Administration	0.30 195.00/hr	58.50
	JVC General Administration Memo to Don Pool regarding property damage insurance coverage. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Scott Critchley regarding sales agreement. Memo to Don Pool regarding completion of sale agreement and dates of signing. Administration	0.40 195.00/hr	78.00
	AEH General Administration Compose and send email to Terry Long, Trustee for PACA Trust and request funding for first invoices sent the latter part of April in the amount of \$6,61.19.	0.40 85.00/hr	34.00

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	Administration		
6/20/2011	JVC General Administration Meet Scott Critchley at Facility, discuss sale and the special permit matter. Meet with Samantha Franks, Resource Management Agency, County of Tulare, and Cliff Sadoian regarding extending the expiration of the permit. Administration	3.60 195.00/hr	702.00
6/21/2011	JVC General Administration Review and consider status of extension of time regarding expiration date of Tulare County Special Use Permit, allowing operation of the Facility. Review documents, including Application For Extension of Time; Owner's Affidavit; and Indemnification Agreement required by Tulare County to consider granting extension of time for expiration of Special Use Permit. Correspondence to Don Pool regarding matter. Administration	1.60 195.00/hr	312.00
	JVC General Administration Additional correspondence to Don Pool regarding extension of time application. Telephone conference Scott Critchley regarding same. Telephone conference Cliff Sadoian regarding same and regarding meeting Scott Critchley tomorrow at the facility. Administration	0.50 195.00/hr	97.50
6/22/2011	JVC General Administration Review various correspondence between Matthew Hoffman, and Don Pool regarding completion of sale agreement. Telephone conference Scott Critchley regarding sale agreement. Administration	0.60 195.00/hr	117.00
6/23/2011	JVC General Administration Read and respond to Don Pool regarding sale agreement. Correspondence Don Pool regarding operating the facility for a brief period to break the lack of operations period. Telephone conference Cliff Sadoian regarding operating the Facility for testing purposes. Telephone conference Rob Hackler, Fresno-Madera Farm Credit, regarding status of sale. Administration	0.60 195.00/hr	117.00
	JVC General Administration Telephone conference Cliff Sadoian regarding further discussion of startup of Facility. Administration	0.20 195.00/hr	39.00

		<u>Hrs/Rate</u>	<u>Amount</u>
6/23/2011	JVC General Administration Read and respond to Don Pool regarding sale agreement; initial review of final draft of sale agreement. Administration	0.30 195.00/hr	58.50
6/24/2011	JVC General Administration Research Tulare County website for zoning ordinance regulations regarding shutdown of operations of a previously permitted facility for a period of more than two years and expiration of Special Use Permit; concerning granting of extension of time for expiration. Multiple correspondence with Don Pool regarding same and regarding other alternatives available to comply with the terms of the Special Use Permit. Administration	1.80 195.00/hr	351.00
	JVC General Administration Review and sign sale agreement. Administration	0.80 195.00/hr	156.00
	JVC General Administration Deliver signed copies of sale agreement to Don Pool office; Conference Dawn Peel regarding the agreement. Administration	1.00 97.50/hr	97.50
	JVC General Administration Review and sign revised copy of sale agreement. Arrange for Delivery to Pool's office. Telephone conference Scott Critchley regarding same; and regarding operation of the facility to check it for repairs and to satisfy Tulare County as to operation of the plant within in the last two years. Telephone conference Cliff Sadoian regarding same and regarding other work to be done at Facility. Administration	0.80 195.00/hr	156.00
6/28/2011	JVC General Administration Attention to issues related to the sale of the Facility, including the possible expiration of the Special Use Permit and operating the cold storage units. Email memo Don Pool regarding contact with Tulare County regarding permit and regarding operation of the cold storage units. Further consideration of timing of sale procedures, including sale approval and confirmation hearings and anticipated date of close of escrow. Administration	0.60 195.00/hr	117.00
6/29/2011	JVC General Administration Conference Don Pool regarding expiration of Special Use Permit; regarding status of sale to Scott Critchley and time schedule for hearings and confirmation of sale. Administration	1.40 195.00/hr	273.00

## Exhibit C



		<u>Hrs/Rate</u>	<u>Amount</u>
6/29/2011	JVC General Administration Review proposed stipulation being circulated to the Parties regarding funding the receivership and the negotiation of checks for rent for the cell tower. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Cliff Sadoian regarding expiration of Special Use Permit; regarding lack of sprinkler system in at least some of the "degreening" rooms; and regarding repairs needed to the "dry" fire suppression sprinkler system. Administration	0.30 195.00/hr	58.50
6/30/2011	JVC General Administration Multiple memos to/from Don Pool regarding Special Use Permit and notification of Buyer of certain problems regarding the Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Telephone conference Cliff Sadoian regarding resolution of Special Use Permit problem. Administration	0.10 195.00/hr	19.50
7/1/2011	JVC General Administration Consideration of present issues regarding sale to Scott Critchley, including deadlines for the delivery of information to Buyer, scheduling of the hearing approving/confirming the sale. Administration	0.30 195.00/hr	58.50
	JVC General Administration Review PACER regarding setting of hearing to approve sale to Scott Critchley. Administration	0.10 195.00/hr	NO CHARGE
	JVC General Administration Telephone conference Rob Hackler, Bruce McAbee, Fresno-Madera Farm Credit, regarding status of sale. Telephone conference Scott Critchley regarding financial references. Administration	0.20 195.00/hr	39.00
7/6/2011	JVC General Administration Telephone conference Dan Guerra, Tulare County Environmental Health regarding renewal of Risk Management Plan for Facility. Administration	0.20 195.00/hr	39.00
	AEH General Administration Request copy of signed Purchase and Sale Agreement from Sue Meyers at Chicago Title Co. Administration	0.10 85.00/hr	8.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
7/6/2011	JVC General Administration Read draft John Van Curen declaration in support of motion to approve sale agreement. Compare language in draft declaration to language in the signed sale agreement with prospective buyer Scott Critchley. Email memo to Don Pool regarding changes to draft declaration to conform same to sale agreement. Office conference Anne Honeycutt regarding obtaining a copy of the sale agreement executed by Scott Critchley and by Chicago Title Company. Administration	0.80 195.00/hr	156.00
	AEH General Administration Telephone conference Scott Critchley regarding pump tests to be conducted at Dinuba facility at 9:30 on 7/6. Contact Cliff Sadoian and discuss his attendance at plant in order to facilitate pump tests. Cliff will also meet Ric Schuil at 2:30 in order to show property. Administration	0.20 85.00/hr	17.00
	JVC General Administration Read and respond to email memo from Don Pool regarding changing the time for delivery of deposits prior to the auction and waiving the time requirement between the approval hearing and the auction and confirmation hearing. Administration	0.30 195.00/hr	58.50
7/7/2011	JVC General Administration Read and execute John Van Curen Declaration in support of motion for sale of Facility to Scott Critchley. Email memo to Nannette Acevedo, Powell and Pool, requesting complete documentation package regarding the hearing to sell the Facility. Administration	0.30 195.00/hr	58.50
	JVC General Administration Review and make suggested changes to proposed John Van Curen declaration and proposed Order approving sale. Multiple memos to Don Pool regarding same. Administration	0.60 195.00/hr	117.00
	JVC General Administration Attention to completion of draft of proposed order regarding the Facility sale and overbid procedures; Review and revise draft of proposed order. Review Purchase and Sale Agreement regarding bids by prospective overbidders. Review email memo from Mike Schuil, Schuil & Associates, with questions regarding overbid procedures and buyer qualifications. Multiple memo to Don Pool regarding information to be provided to prospective buyers, including the Purchase and Sale Agreement and the proposed order regarding sale and overbid procedures. Email memo to Rick Schuil regarding same. Provide copy of the Purchase and Sale Agreement and a copy of the proposed order to Schuil. Email memo to Rick Schuil regarding prospective	3.70 195.00/hr	721.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	buyer's appearance at the July 13th hearing. Administration		
7/7/2011 JVC	General Administration Review sale documents filed with Court Administration	0.40 195.00/hr	78.00
7/8/2011 JVC	General Administration Attention to sale of Facility. Review and consideration of documentation regarding the sale, including the Purchase and Sale Agreement and the various Court documents filed in support of approval of the sale. Email memo to Dan Kevorkian, Pearson Realty with regard to the sale. Administration	1.10 195.00/hr	214.50
JVC	General Administration Telephone conference Cliff Sadoian regarding well tests and present condition of facility. Administration	0.20 195.00/hr	39.00
JVC	General Administration Telephone conference Rick Schuil, Mike Schuil and Greg Archer regarding sale procedures and opportunity for prospective buyers to participate in the hearings. Email memo to Don Pool regarding telephone conference. Administration	0.80 195.00/hr	156.00
JVC	General Administration Two telephone conferences, Scott Critchley regarding water quality test on well at Facility and request for more time to decide whether to continue the sale. Administration	0.70 195.00/hr	136.50
JVC	General Administration Two Telephone conferences with Cliff Sadoian regarding well test and regarding information on main well with regard to water quality. Administration	0.80 195.00/hr	156.00
JVC	General Administration Email memo to Don Pool regarding Scott Critchley's apparent objection, which could terminate the sale agreement. Telephone conference Don Pool regarding response to Scott Critchley. Administration	1.20 195.00/hr	234.00
AEH	General Administration Review bills received for payment for Z & M. Compose transmittal letter and forward to PACA Trust Trustee and FLBA requesting funding for payments. Administration	0.50 85.00/hr	42.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
7/8/2011	AEH General Administration Email Nanette Acevedo, Don Pool's office regarding Receiver's billing forwarded to them on 6/7/2011. Administration	0.40 85.00/hr	34.00
7/11/2011	JVC General Administration Consideration of the implications of Scott Critchley's remarks regarding [REDACTED] Email memo to Don Pool regarding same. Administration	0.90 195.00/hr	175.50
JVC	General Administration Telephone conference Jan Perkins, Perkins Mann & Everett, regarding estimated closing date of sale. Email memo Don Pool regarding same. Administration	0.20 195.00/hr	NO CHARGE
JVC	General Administration Telephone conference Cliff Sadoian regarding obtaining information on well depth and water quality. Attention to arranging for inspection of computer systems at the Facility by an IT consultant for Scott Critchley. Administration	0.30 195.00/hr	58.50
7/12/2011	JVC General Administration Attention to obtaining information with regard to water quality history at Facility. Research State of California, Department of Water Resources web site for information. Memo to Don Pool regarding same and regarding [REDACTED]. Administration	0.40 195.00/hr	78.00
JVC	General Administration [REDACTED] Memo to Don Pool regarding same. Administration	0.50 195.00/hr	97.50
JVC	General Administration Read and consider Don Pool memo regarding [REDACTED] [REDACTED] memo to Don Pool in reply. Administration	0.40 195.00/hr	78.00
7/13/2011	JVC General Administration Read and respond to Schuil email regarding today's court hearing. Administration	0.30 195.00/hr	58.50

		<u>Hrs/Rate</u>	<u>Amount</u>
7/13/2011	JVC General Administration Telephone conference Greg Archer, Capital Agricultural Properties, regarding today's hearing regarding sale of Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Prepare for and attend hearing regarding approval of Facility to Scott Critchley. Conference Rob Hackler, Scott Ivy, Hal Bolen, Don Pool and others regarding documentation necessary to transfer property and interest in overbids. Later Conference, Don Pool regarding extension of overbid hearing. Email memo Don Pool regarding same. Administration	2.70 195.00/hr	526.50
7/14/2011	JVC General Administration Read Don Pool correspondence with Matthew Hoffman, Baker Manock & Jensen, regarding timing of auction and anticipated date of close of escrow, assuming no problems with title company. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Iris, State Department of Water Resources, regarding drilling logs for wells on Facility property. Administration	0.30 195.00/hr	58.50
	JVC General Administration Read and respond to Don Pool communication and draft stipulation regarding sale of Facility. Administration	0.20 195.00/hr	39.00
	JVC General Administration Telephone conference Cliff Sadoian regarding showing property to a prospective buyer; regarding lack of sprinkler system in de-greening rooms. Correspondence to Don Pool regarding lack of sprinkler in de-greening rooms. Administration	0.50 195.00/hr	97.50
	JVC General Administration Consideration of potential buyer wanting an extension of the due diligence period deadline of 7/19/2011 for at least another week. Telephone conference Rick Schuil regarding same. Telephone conference Cliff Sadoian regarding yesterday's hearing and regarding appointments to show the Facility to potential clients of buyer with regard to future fruit packing and cold storage. Memo to Don Pool regarding extension of due diligence period without a change in the scheduled July 31st close of escrow. Administration	1.50 195.00/hr	292.50
7/15/2011	JVC General Administration Review correspondence Cliff Sadoian regarding cancellation of inspection by prospective buyer introduced by Greg Archer, Capital	0.90 195.00/hr	175.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	Agricultural Property Service. Telephone conference Greg Archer regarding withdrawal of prospective buyer. Email memo Don Pool regarding same. Review correspondence Don Pool regarding auction hearing and regarding modifications to proposed order regarding the sale and auction; review proposed revised order. Email memo Scott Critchley regarding a Risk Management Plan permit and fee and notify Critchley of lack of sprinkler system in de-greening rooms in Facility. Administration		
7/15/2011	JVC General Administration Read and respond to Scott Critchley correspondence regarding delivery of Increased Deposit; Email memo Critchley regarding same. Administration	0.30 195.00/hr	58.50
	JVC General Administration Read and respond to Scott Critchley email regarding closing. Correspondence Don Pool regarding same. Read Don Pool response to same and forward Pool's conclusion and instruction to Scott Critchley. Review final draft of stipulation and order regarding sale of facility. Correspondence Don Pool regarding same. Administration	0.30 195.00/hr	58.50
7/18/2011	JVC General Administration Multiple Email memo to/from Cliff Sadoian and Rick Schuil regarding showing facility today. Telephone conference Rick Schuil regarding procedures for bidders. Correspondence Rick Schuil regarding details involved in the over bid procedure and also including disclosure of known material items regarding the condition of the Facility. Review and revise a draft of the Purchase and Sale Agreement for use by a prospective over bidder. Administration	1.30 195.00/hr	253.50
	JVC General Administration Telephone conference Jan Perkins, Perkins Mann & Everett, counsel for PACA Trust, regarding status of sale. Administration	0.10 195.00/hr	19.50
	AEH General Administration Prepare blank copy of Purchase and Sale Agreement for John to send to Ric Shuil for prospective bidder. Administration	0.50 85.00/hr	42.50
7/19/2011	JVC General Administration Telephone conference Scott Critchley regarding sale of Facility. Administration	0.10 195.00/hr	19.50
	JVC General Administration Read and consider various email from Don Pool regarding collection and disbursement of sale proceeds and payment of receiver and legal	0.30 195.00/hr	58.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
	fees and expenses; Office conference Anne Honeycutt regarding same. Administration		
7/19/2011	AEH General Administration Email Terry Long, Trustee for PACA Trust regarding outstanding payment on invoices. Administration	0.20 85.00/hr	17.00
	AEH General Administration Review outstanding bills. Administration	0.20 85.00/hr	17.00
	AEH General Administration Compile A/P, outstanding Receiver Fees, advances by Old West Ranch Company, for total estimate per request for Don Pool. Administration	0.80 85.00/hr	68.00
	JVC General Administration Read and respond to correspondence from Don Pool regarding estimate of outstanding Receiver fees and out of pocket expenses, accounts payable and estimated future expenses. Office conference Anne Honeycutt regarding reviewing expenses and preparation of memo for explanation. Administration	0.90 195.00/hr	175.50
7/20/2011	JVC General Administration Review and revise report of actual and estimated expenses regarding the Facility; Email memo to Don Pool regarding same; Review response. Administration	0.70 195.00/hr	136.50
	AEH General Administration Prepare recap of actual expenses and estimate of expenses. Prepare billing to FLBA and PACA Trust for current accounts payable as of 7/20/2011. Prepare checks for accounts payable . Administration	1.20 85.00/hr	102.00
	JVC General Administration Telephone conference Nannette Acevedo, Powell and Pool, regarding more detailed estimate of Receiver's fees and expenses after July15. Prepare estimate; Office conference Anne Honeycutt regarding preparation. Telephone conference Don Pool regarding estimate. Administration	0.90 195.00/hr	175.50
	JVC General Administration Attend hearing at U. S. District Court regarding Facility sale. Conference Don Pool, Scott Ivy and others regarding sale. Administration	1.30 195.00/hr	253.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
7/20/2011	JVC	General Administration Telephone conference Nannette Acevedo, Powell and Pool, regarding estimate of closing fees and expenses for receiver, including expenditures for preservation and protection of Facility. Prepare estimate; Office conference Anne Honeycutt regarding same; Telephone conference Don Pool regarding same. Administration	0.90 195.00/hr 175.50
7/22/2011	AEH	General Administration Update receipts and disbursements, Old West advances, verify amount of checks being held. Administration	0.50 85.00/hr 42.50
	AEH	General Administration Receipt in advance from FLBA, process payables checks, updated receipts & disbursements. Administration	0.50 85.00/hr 42.50
7/25/2011	JVC	General Administration Telephone conference Scott Critchley regarding access to Facility and discussion of date of close of escrow. Administration	0.20 195.00/hr 39.00
	AEH	General Administration Telephone conference with Nannette from Don Pool's office regarding receipts and disbursements and advances by receiver Administration	0.20 85.00/hr 17.00
7/28/2011	JVC	General Administration Review and consider request for extension of time to close escrow by Buyer. Correspondence Don Pool regarding request. Further consideration and further correspondence to Don Pool regarding extension of time. Administration	0.30 195.00/hr 58.50
8/1/2011	AEH	General Administration Contact Scott Critchley regarding transfer of P G & E. P G & E has been transferred Administration	0.20 85.00/hr 17.00
	AEH	General Administration Contact Eric at AmeriGuard Security regarding termination of security services. Eric requested notificaiton of last day as soon as Receiver is notified of closing date. Administration	0.20 85.00/hr 17.00

## Exhibit C



		<u>Hrs/Rate</u>	<u>Amount</u>
8/1/2011	AEH General Administration Contact California CA regarding outstanding invoices and termination of services at week ending 8/5 Administration	0.20 85.00/hr	17.00
	AEH General Administration Updated receipts and disbursements and advances by Receiver to Receivership. Administration	0.40 85.00/hr	34.00
	AEH General Administration Updated receipts and disbursements and advances by Receiver to Receivership. Administration	0.40 85.00/hr	34.00
	AEH General Administration Review and read text for final accounting, review time and billing, receipts and disbursements, and advances and print as exhibits to Final Accounting. Administration	1.00 85.00/hr	85.00
	JVC General Administration Prepare draft of final report of administration and accounting, review and revise. Office conference Anne Honeycutt regarding exhibits to the accounting; review exhibits for funds advanced by receiver, receipts and disbursements of the estate, receiver fees and expenses and legal fees and expenses. Review and revise draft stipulation regarding conclusion of the receivership. Administration	8.10 195.00/hr	1,579.50
8/2/2011	JVC General Administration Review and revise and finalize draft final report and accounting. Review and make suggested revisions to draft stipulation regarding, inter alia, approval of final accounting and close of receivership. Correspondence Don Pool transmitting and explaining draft final accounting and regarding comments with regard to the draft stipulation. Administration	2.90 195.00/hr	565.50
	JVC General Administration Review and sign "Extension of Time Addendum". Correspondence to Don Pool regarding same. Administration	0.30 195.00/hr	58.50
	AEH General Administration Review documentation received from Sue Meyer. Compose email to Kathy Klein, CPA, regarding tax exempt status of Receivership Estate and the completion of Form 593-C. Administration	0.50 85.00/hr	42.50

## Exhibit C

		<u>Hrs/Rate</u>	<u>Amount</u>
8/2/2011	JVC General Administration Initial review of sales documents forward by Chicago Title Company to be executed by Receiver. Research question of 593C withholding requirement under Franchise Tax Board regulations concerning suspended corporations. Correspondence to Sue Meyer, Chicago Title Company and Don Pool regarding question of withholding. Administration	3.40 195.00/hr	663.00
8/3/2011	JVC General Administration Review sale documents provided by Chicago Title Company. Review Don Pool comments regarding sale documents and regarding draft final accounting. Telephone conference Sue Meyer, Chicago Title Company, regarding status of seller with the State of California. Review renter statement in sale documents; prepare letter to Sue Meyer further explaining and clarifying cell tower rental situation. Administration	1.80 195.00/hr	351.00
	AEH General Administration Review documentation received from Chicago Title for ZM Fresh escrow. Contact Rob Hackler regarding tax ID for ZM Fresh. Receive number from Rob Hackler, email to Sue Meyer at Chicago Title. Forward wiring instructions to Sue Meyer for seller's closing amount. Administration	1.00 85.00/hr	85.00
	JVC General Administration Telephone conference Rob Hackler, Bruce McAbee, Fresno-Madera Farm Credit, regarding closing. Administration	0.10 195.00/hr	19.50
	JVC General Administration Telephone conference Sue Meyer, Chicago Title Company, regarding signing documents; travel to Chicago Title Company and sign required sales documents; Conference Sue Meyer regarding. Administration	1.10 195.00/hr	214.50
8/4/2011	AEH General Administration Contact Sue Meyer, Chicago Title, for update on closing. Advise Rob Hackler at FLBA that 8/5/2011 looks good for closing and recording. Administration	0.30 85.00/hr	25.50
8/5/2011	AEH General Administration Contact Rob Hackler regarding closure of escrow so he can notify his insurance, contact Richard Antenucci, DiBuduo & DeFendis regarding cancellation of liability policy, contact Eric at AmeriGuard Security Services regarding discontinuance of security services effective 5 pm. on 8/5/2011, send confirming fax. Administration	1.50 85.00/hr	127.50
<b>For professional services rendered</b>		<b>219.10</b>	<b>\$38,038.50</b>

## Exhibit C

## Additional Charges :

			<u>Qty/Price</u>	<u>Amount</u>
3/18/2011	JVC	Miscellaneous Expense New locks and keys for the main gates (see MC receipt from Sanger Nursery).	1 30.01	30.01
3/31/2011	AEH	Reproduction Costs Photocopy - March 2011	416 0.15	62.40
4/5/2011	JVC	Mileage Travel to/from Facility on Road 56, Dinuba. Administration	84.3 0.50	42.15
4/30/2011	AEH	Reproduction Costs Photocopy Charges - April 2011	494 0.15	74.10
5/1/2011	AEH	Reproduction Costs Photocopy Charges - May 2011	74 0.15	11.10
6/8/2011	AEH	Postage Costs Postage Administration	1 0.88	0.88
6/30/2011	AEH	Reproduction Costs Photocopy Charges - June 2011	875 0.15	131.25
	AEH	Postage Costs Postage - June 2011	4 0.44	1.76
7/31/2011	AEH	Reproduction Costs Photocopy Charges - July 2011	609 0.15	91.35
	AEH	Postage Costs Postage - July 2011	12 0.44	5.28
	AEH	Postage Costs Postage - July 2011	12 0.44	5.28

	<u>Qty/Price</u>	<u>Amount</u>
8/5/2011 AEH    Reproduction Costs	249	37.35
Reproduction Costs - August 2011	0.15	
<b>Total additional charges</b>		<u>\$492.91</u>
<b>For professional services rendered</b>	<u>219.10</u>	<u>\$38,531.41</u>

# **EXHIBIT D**

**POWELL | POOL**  
A PROFESSIONAL CORPORATION

7522 N. Colonial, Ave., Suite 100  
Fresno, California 93711  
Phone (559) 228-8034  
Fax (559) 228-6818  
www.powellandpool.com  
Tax Payer ID# 04-3695643

August 10, 2011

*From Don J. Pool, A Professional Corporation  
to:*

John Van Curen  
Old West Ranch Company  
4539 N. Brawley, Suite 105  
Fresno, CA 93722

In Reference To: 5582.01 DJP; Onions

Professional Services

			<u>Hrs/Rate</u>	<u>Amount</u>
3/29/2011	NA	Review/update file; Online view of district court docket for status/verification of pleadings to begin work on draft of ex parte application to appoint counsel for receivership	0.50 105.00/hr	52.50
	NA	Begin work on initial draft of ex parte application to appoint counsel for receivership	0.25 105.00/hr	26.25
3/30/2011	NA	Continue/finish work on initial draft of ex parte application to appoint counsel for receivership	1.35 105.00/hr	141.75
	NA	Initial draft of declaration of Don J. Pool in support of ex parte application to appoint counsel for receivership	0.75 105.00/hr	78.75
4/4/2011	NA	Work on revisions to ex parte application to authorize employment of counsel	0.60 105.00/hr	63.00
	NA	Work on revisions to memorandum of points and authorities in support of ex parte application to appoint counsel for receivership	0.65 105.00/hr	68.25
	NA	Work on revisions to declaration of Don J. Pool in support of ex parte application to appoint counsel for receivership	0.55 105.00/hr	57.75
	NA	Draft declaration of Van Curen in support of ex parte application to appoint counsel for receivership	0.45 105.00/hr	47.25

			<u>Hrs/Rate</u>	<u>Amount</u>
4/6/2011	NA	Review online local rules to begin work on initial draft of Order Authorizing Employment of Counsel	0.25 105.00/hr	26.25
	NA	Initial draft of Order Authorizing Employment of Counsel	0.25 105.00/hr	26.25
	NA	Work on revisions to Ex Parte Application Authorizing Employment of Counsel and supporting documents	0.30 105.00/hr	31.50
4/7/2011	NA	Continue to work on revisions to ex parte application and all supporting documents	0.25 105.00/hr	26.25
4/8/2011	NA	Revise/finalize Order authorizing employment of counsel	0.25 105.00/hr	26.25
	NA	Finalize/prepare ex parte application authorizing employment of counsel and supporting documents for court filing and service of process	0.35 105.00/hr	36.75
	NA	E-file ex parte application authorizing employment of counsel and supporting documents; Serve same by regular mail on parties pursuant to Notice of Electronic Filing provided by court	0.60 105.00/hr	63.00
	NA	Draft/send correspondence to Judge Wanger's clerk re: Order authorizing employment of counsel	0.20 105.00/hr	21.00
4/11/2011	NA	Finalize/prepare proof of service re: ex parte application authorizing employment of counsel and supporting documents for court filing; E-file same	0.35 105.00/hr	36.75
4/12/2011	DJP	Review correspondence from Receiver and Offer to Purchase by Ralph Hackett [\$3,300,000]	0.20 285.00/hr	57.00
	DJP	Review Order and multiple correspondence to Receiver regarding previous reports and filing per Order	0.35 285.00/hr	99.75
	DJP	Review correspondence by Receiver to counsel, dated April 12, 2011, regarding security and Estate Funding, along with Invoices and estimates	0.20 285.00/hr	57.00
4/13/2011	DJP	Review Oath of Receiver and filed Bond of receiver	0.10 285.00/hr	28.50

		<u>Hrs/Rate</u>	<u>Amount</u>
4/15/2011	DJP Review correspondence from attorney Ivy regarding Receiver previous questions and response; correspondence to Receiver regarding same	0.25 285.00/hr	71.25
4/18/2011	DJP Review multiple correspondence from Receiver regarding status	0.20 285.00/hr	57.00
	DJP Meeting with Receiver regarding status and issues raised by parties	0.50 285.00/hr	142.50
	DJP Draft correspondence to parties regarding status and receivership	0.50 285.00/hr	142.50
4/20/2011	DJP Review correspondence from attorney Jeffcoach and response to same regarding conference call	0.10 285.00/hr	28.50
	DJP Review email correspondence from attorney Perkins and telephone call from same	0.20 285.00/hr	57.00
	DJP Review email correspondence from attorney Ivy	0.10 285.00/hr	28.50
	DJP Telephone call from attorney Jeffcoach	0.35 285.00/hr	99.75
4/25/2011	DJP Review correspondence from Receiver regarding buyers; response to same	0.20 285.00/hr	57.00
4/26/2011	DJP Review correspondence from Receiver with attachments regarding broker; response to same	0.30 285.00/hr	85.50
	DJP Begin work on Application in Support of Hearing on Shortened Time for Instructions	0.50 285.00/hr	142.50
	DJP Telephone conference with Receiver regarding status	0.35 285.00/hr	99.75
	NA Telephone conference with John Van Curren re: ex parte applications, etc.	0.20 105.00/hr	21.00
	NA Telephone conference with John Van Curren and DJP re: ex parte applications, etc.	0.45 105.00/hr	47.25



			<u>Hrs/Rate</u>	<u>Amount</u>
4/26/2011	NA	Review correspondence and client documents to begin work on ex parte application to employ broker	0.60 105.00/hr	63.00
	NA	Begin work on initial draft ex parte application to employer broker	0.45 105.00/hr	47.25
	NA	Work on initial draft declaration in support of ex parte application to employer broker	0.50 105.00/hr	52.50
4/28/2011	DJP	Review correspondence from receiver regarding status	0.10 285.00/hr	28.50
	DJP	Review preliminary title report for property	0.25 285.00/hr	71.25
	NA	Continue work on correspondence and client documents analysis to continue work on ex parte application to employ broker	0.60 105.00/hr	63.00
	NA	Begin work on declaration of John Van Curen in support of ex parte application by receiver for order shortening time for hearing on petition for instructions	0.65 105.00/hr	68.25
	NA	Work on request for judicial notice in support of ex parte application by receiver for order shortening time for hearing on petition for instructions	0.40 105.00/hr	42.00
	NA	Work on order shortening time for hearing on petition for instructions	0.45 105.00/hr	47.25
4/29/2011	DJP	Finalize notice of expense and request for payment; review correspondence from receiver regarding title company; response to same	0.30 285.00/hr	85.50
	NA	Review pleadings and recent correspondence from receiver to Draft Notice of Expenses and Request for Payment	0.50 105.00/hr	52.50
	NA	Draft Notice of Expenses and Request for Payment	1.00 105.00/hr	105.00

		<u>Hrs/Rate</u>	<u>Amount</u>
4/29/2011	NA	Online view of bankruptcy court docket for status/verification of parties for certificate of service on Notice of Expenses and Request for Payment, etc.	0.40 105.00/hr 42.00
	NA	Draft certificate of service on Notice of Expenses and Request for Payment	0.30 105.00/hr 31.50
	NA	Serve Notice of Expenses and Request for Payment and certificate of service on same by regular mail on all parties; Serve same by facsimile	0.45 105.00/hr 47.25
	NA	Finish work on declaration of John Van Curen in support of ex parte application by receiver for order shortening time for hearing on petition for instructions	0.35 105.00/hr 36.75
5/2/2011	DJP	Review correspondence from attorney Jeffcoach regarding Trust payment of receiver expense	0.10 300.00/hr 30.00
	DJP	Review proposed Term Letter and correspondence from Receiver; revision to same	0.50 300.00/hr 150.00
	DJP	Begin revision to Application, Receiver Declaration, Request for Judicial Notice and [Proposed] Order on Application for Order Shortening Time for Petition for Instructions	0.75 300.00/hr 225.00
	NA	Work on revisions to ex parte application by receiver for order shortening time for hearing on petition for instructions	0.60 105.00/hr 63.00
	NA	Work on revisions to request for judicial notice in support of ex parte application by receiver for order shortening time for hearing on petition for instructions	0.65 105.00/hr 68.25
	NA	Work on revisions to declaration of John Van Curen in support of ex parte application by receiver for order shortening time for hearing on petition for instructions	0.55 105.00/hr 57.75
	NA	Work on revisions to order shortening time for hearing on petition for instructions	0.45 105.00/hr 47.25
	NA	Draft/send correspondence to John Van Curen re: ex parte application for order shortening time for hearing on petition for instructions	0.45 105.00/hr 47.25

			<u>Hrs/Rate</u>	<u>Amount</u>
5/2/2011	NA	Continue work on declaration of John Van Curen in support of ex parte application for order authorizing employment of broker	0.60 105.00/hr	63.00
	NA	Work on request for judicial notice in support of ex parte application for order authorizing employment of broker	0.40 105.00/hr	42.00
5/3/2011	DJP	Review receiver correspondence regarding title insurance and various matters; response to same	0.25 300.00/hr	75.00
	DJP	Finalize Application and supporting documents for Ex Parte Application for Order Shortening Time	0.35 300.00/hr	105.00
	NA	Finalize/prepare ex parte application for order shortening time for hearing on petition for instructions and supporting documents for court filing and service of process	0.35 105.00/hr	36.75
	NA	E-file ex parte application for order shortening time for hearing on petition for instructions and supporting documents; Serve same by regular mail on parties pursuant to Notice of Electronic Filing provided by court	0.60 105.00/hr	63.00
5/4/2011	NA	Draft/send correspondence to Judge Wanger's clerk re: proposed order shortening time for hearing on instructions	0.20 105.00/hr	21.00
	NA	Draft/send correspondence to attorney Riley Walter re: Notice of Expenses and Request for Payment	0.20 105.00/hr	21.00
5/5/2011	DJP	Review attorney Ivy correspondence regarding payment of receiver expense; response to same	0.10 300.00/hr	30.00
5/6/2011	DJP	Meeting with Receiver and Scott Critchley	1.00 300.00/hr	300.00
5/9/2011	DJP	Draft correspondence to parties with Letter of Intent	0.20 300.00/hr	60.00
5/11/2011	NA	Online verification of district court docket re: order on ex parte application for OST	0.10 105.00/hr	10.50
	NA	Draft/send multiple correspondence to judge Wanger's clerk Renee Gaumnitz re: order on ex parte application of receiver for OST	0.20 105.00/hr	21.00
5/13/2011	DJP	Review attorney Ivy Correspondence; response to same	0.25 300.00/hr	75.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/13/2011	NA	Draft proof of service re: order shortening time on hearing	0.25 105.00/hr	26.25
	NA	Finalize/prepare proof of service re: order shortening time on hearing for service of process	0.20 105.00/hr	21.00
5/16/2011	DJP	Review correspondence from Clerk regarding continued date; response correspondence to same	0.20 300.00/hr	60.00
	DJP	Review Minute Order re-setting hearing on Petition	0.10 300.00/hr	30.00
	NA	Draft Notice of Entry of Order Shortening Time on Hearing	0.35 105.00/hr	36.75
	NA	Draft Proof of Service re: Notice of Entry of Order Shortening Time on Hearing	0.25 105.00/hr	26.25
	NA	Finalize/prepare Notice of Entry of Order Shortening Time on Hearing and Proof of Service re: same for court filing and service of process	0.25 105.00/hr	26.25
	NA	Serve Notice of Entry of Order Shortening Time on Hearing and Proof of Service by mail on appropriate parties; E-file same	0.30 105.00/hr	31.50
	NA	Finalize/prepare Proof of Service Re: Order Shortening Time on Hearing for court filing and service of process	0.20 105.00/hr	21.00
	NA	E-file Proof of Service Re: Order Shortening Time on Hearing	0.20 105.00/hr	21.00
5/17/2011	DJP	Telephone call from attorney Jeffcoach regarding hearing and offer status	0.10 300.00/hr	30.00
	NA	Review receiver's documents to begin work on Receiver's informational account	0.45 105.00/hr	47.25
	NA	Begin work on Receiver's informational account	0.75 105.00/hr	78.75
5/19/2011	DJP	Review correspondence from Receiver attaching further expenses; response to same	0.20 300.00/hr	60.00

		<u>Hrs/Rate</u>	<u>Amount</u>
5/19/2011	DJP Review and revise Notice of Expense	0.10 300.00/hr	30.00
	DJP Review correspondence and attachment regarding sale from Receiver; response to same	0.20 300.00/hr	60.00
	NA Review pleadings and recent correspondence from receiver to Draft Notice of Expenses and Request for Payment No. 2	0.25 105.00/hr	26.25
	NA Draft Notice of Expenses and Request for Payment No. 2	0.40 105.00/hr	42.00
	NA Draft certificate of service on Notice of Expenses and Request for Payment No. 2	0.20 105.00/hr	21.00
	NA Finalize/prepare Notice of Expenses and Request for Payment and certificate of service on same for service of process	0.25 105.00/hr	26.25
	NA Serve Notice of Expenses and Request for Payment and certificate of service on same by regular mail on all parties; Serve same by facsimile	0.30 105.00/hr	31.50
5/20/2011	DJP Review correspondence from Receiver regarding offer and response	0.10 300.00/hr	30.00
	DJP Review correspondence from attorney Ivy regarding status and response to same	0.10 300.00/hr	30.00
5/23/2011	DJP Review correspondence from attorney Jeffcoach regarding payment of Receiver's Fees by Trust; correspondence to Receiver regarding same	0.10 300.00/hr	30.00
5/24/2011	KS Review prior email correspondence; Obtain recorded abstract from DocEdge	0.40 95.00/hr	38.00
	NA Review/update file to begin work on petition for further instructions	0.45 105.00/hr	47.25
	NA Begin work on petition for further instructions	1.30 105.00/hr	136.50
5/25/2011	DJP Review correspondence from attorney Ivy and response regarding status	0.10 300.00/hr	30.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/25/2011	DJP	Review Abstract of Judgment by Belknap Pump; telephone message to attorney Ward Stringham regarding same	0.10 300.00/hr	30.00
	NA	Continue/finish work on petition for further instructions	1.25 105.00/hr	131.25
	DJP	Initial draft of memorandum of points and authorities in support of petition for further instructions	1.25 105.00/hr	131.25
5/26/2011	DJP	Review and revise Petition for Instructions and supporting documents	0.50 300.00/hr	150.00
	DJP	Review and revise Receiver's Initial Report of Assets/Inventory	0.20 300.00/hr	60.00
	NA	Draft Declaration of John Van Curen in support of petition for further instructions	0.75 105.00/hr	78.75
	NA	Draft Order on Petition for further instructions	0.65 105.00/hr	68.25
	NA	Draft/send correspondence to John Van Curen re: petition for further instructions	0.25 105.00/hr	26.25
	NA	Draft Receiver's Report of Assets/Inventory; Finalize same	0.70 105.00/hr	73.50
	NA	Draft/send correspondence to John Van Curen re: Receiver's Report of Assets/Inventory	0.20 105.00/hr	21.00
	NA	Finalize/prepare petition of receiver for further instructions and supporting documents for court filing and service of process	0.35 105.00/hr	36.75
	NA	E-file petition of receiver for further instructions and supporting documents; Serve same by regular mail on parties pursuant to Notice of Electronic Filing provided by court	0.40 105.00/hr	42.00
	NA	Draft/send correspondence to Judge Wanger's clerk re: proposed order on petition of receiver for further instructions	0.20 105.00/hr	21.00
5/27/2011	DJP	Review correspondence from attorney Jeffcoach regarding status; response to same and follow-up call to same	0.20 300.00/hr	60.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/27/2011	DJP	Begin Work on Ex Parte Application for OST regarding Court Approval of Purchase Agreement	0.20 300.00/hr	60.00
	NA	Draft proof of service re: Receiver's Initial Report of Assets/Inventory	0.30 105.00/hr	31.50
	NA	Finalize/prepare Receiver's Initial Report of Assets/Inventory and proof of service for court filing and service of process	0.25 105.00/hr	26.25
	NA	E-file Receiver's Initial Report of Assets/Inventory and proof of service; Serve same by regular mail on parties pursuant to Notice of Electronic Filing provided by court	0.30 105.00/hr	31.50
	NA	Review file and receiver's documents/pleadings to begin work on ex parte application by receiver for OST for hearing motion for authority to sell property and all supporting documents	0.35 105.00/hr	36.75
	NA	Begin work on initial draft of ex parte application by receiver for OST for hearing on motion for authority to sell property	0.85 105.00/hr	89.25
5/28/2011	NA	Review receiver's documents re: fees and expenses to prepare information account for March through May 2011	0.35 105.00/hr	36.75
	NA	Begin work on initial draft of Receiver's Informational Account: MarchMay 2011	0.50 105.00/hr	52.50
5/31/2011	NA	Finish work on initial draft of Receiver's Informational Account: MarchMay 2011; Prepare exhibits for same	0.55 105.00/hr	57.75
	NA	Continuation of receiver's documents/pleadings analysis to complete initial draft of ex parte application by receiver for hearing on OST for hearing motion for authority to sell property and supporting documents, as well as motion for sale	0.75 105.00/hr	78.75
	NA	Finish work on initial draft of ex parte application by receiver for OST for hearing on motion for authority to sell property	2.85 105.00/hr	299.25
	NA	Draft declaration of John Van Curen in support of ex parte application by receiver for OST for hearing on motion for authority to sell property	0.65 105.00/hr	68.25

			<u>Hrs/Rate</u>	<u>Amount</u>
5/31/2011	NA	Draft OST for hearing on motion for authority to sell property	0.35 105.00/hr	36.75
	NA	Online verification of district court procedures for initial draft of motion by receiver for authority to sell property	0.35 105.00/hr	36.75
	NA	Begin work on memorandum of points and authorities in support of receiver's motion for authority to sell property	1.85 105.00/hr	194.25
	NA	Draft notice of motion and motion for authority to sell property	0.55 105.00/hr	57.75
6/2/2011	DJP	Review and revise Receiver's Accounting and Report	0.20 300.00/hr	60.00
	NA	Work on revisions to draft of Receiver's Informational Report of Receivership Estate and Accounting for March/May 2011 to incorporate John Van Curen's statement of inventory and assets; Prepare exhibits for same	1.15 105.00/hr	120.75
	NA	Draft/send correspondence to John Van Curen regarding Receiver's Informational Report of Receivership Estate and Accounting for MarchMay 2011	0.25 105.00/hr	26.25
6/3/2011	KS	Draft/send follow-up correspondence to John Van Curen regarding: Receiver's Informational Report of Receivership Estate and Accounting for MarchMay 2011	0.20 95.00/hr	19.00
	KS	Continue working on points and authorities in support of motion for authority to sell property	0.30 95.00/hr	28.50
6/6/2011	DJP	Attend hearing on Petition for Instructions	2.50 300.00/hr	750.00
	NA	Revise [Proposed] Order on petition for further instructions; Finalize and e-file same with court	0.25 105.00/hr	26.25
	NA	Draft/ send correspondence to court regarding Order on petition for further instructions	0.20 105.00/hr	21.00
	NA	Draft/send correspondence to John Van Curen regarding Receiver's Informational Report of Receivership Estate and Accounting for MarchMay 2011	0.20 105.00/hr	21.00



		<u>Hrs/Rate</u>	<u>Amount</u>
6/6/2011	NA	1.65 105.00/hr	173.25
	NA	2.65 105.00/hr	278.25
6/7/2011	DJP	0.65 300.00/hr	195.00
6/8/2011	DJP	0.20 300.00/hr	60.00
	NA	0.20 105.00/hr	21.00
	JG	0.55 105.00/hr	57.75
	NA	0.40 105.00/hr	42.00
	NA	0.35 105.00/hr	36.75
	NA	2.25 105.00/hr	236.25
6/9/2011	DJP	0.50 300.00/hr	150.00
6/10/2011	NA	0.35 105.00/hr	36.75
	NA	0.25 105.00/hr	26.25
	NA	0.35 105.00/hr	36.75

		<u>Hrs/Rate</u>	<u>Amount</u>
6/13/2011	DJP Begin review correspondence from attorney Hoffman, counsel for Critchley	0.20 300.00/hr	60.00
6/15/2011	DJP Revision to Stipulation regarding payment of expenses	0.30 300.00/hr	90.00
	DJP Further response to attorney Hoffman regarding Purchase Agreement	0.35 300.00/hr	105.00
	NA Work on revisions to Stipulation to fund receivership; Finalize same	0.45 105.00/hr	47.25
6/16/2011	DJP Continue work on response to Attorney Hoffman correspondence; correspondence to Receiver regarding proposed changes/responses; review correspondence from buyer regarding same	1.10 300.00/hr	330.00
6/17/2011	DJP Review multiple correspondence from Receiver regarding updated budget and revised Stipulation; correspondence to same	0.25 300.00/hr	75.00
	NA Work on final revisions to stipulation to fund receivership	0.40 105.00/hr	42.00
	NA Finalize/prepare stipulation to fund receivership to circulate to appropriate parties	0.35 105.00/hr	36.75
6/18/2011	DJP Review correspondence from Receiver and response to same regarding exhibits to Purchase Agreement	0.25 300.00/hr	75.00
	DJP Correspondence to attorney Hoffman regarding revisions to Purchase Agreement and exhibits	0.20 300.00/hr	60.00
	DJP Review correspondence from Receiver regarding permit issue and response to same	0.10 300.00/hr	30.00
6/20/2011	DJP Review multiple emails from Receiver re Special Use Permit and Indemnity Agreement required to apply for extension; review Permit and proposed Indemnity Agreement	0.50 300.00/hr	150.00
	DJP Telephone message to Ms. Franks regarding Indemnification Agreement and possible waiver of same	0.10 300.00/hr	30.00
	DJP Draft correspondence to Mr. Raper regarding same	0.35 300.00/hr	105.00

		<u>Hrs/Rate</u>	<u>Amount</u>
6/22/2011	DJP Review correspondence from attorney Hoffman regarding final agreement	0.10 300.00/hr	30.00
	DJP Review correspondence from Mr. Raper; forward to Receiver regarding same	0.10 300.00/hr	30.00
	DJP Correspondence to attorney Hoffman regarding Special Use Permit issue	0.20 300.00/hr	60.00
6/23/2011	DJP Multiple correspondence with receiver regarding sale of facility	0.50 300.00/hr	150.00
6/24/2011	DJP Review and revise Ex Parte Application, Declaration of Receiver, and [Proposed] Order Setting Hearing on Shortened Time	0.50 300.00/hr	150.00
	DJP Multiple correspondence with attorney Hoffman regarding escrow and deposit	0.25 300.00/hr	75.00
	NA Work on revisions to Ex Parte application of receiver for Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc.	0.75 105.00/hr	78.75
	NA Work on revisions to declaration of John Van Curen in support of ex parte application of receiver for Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc.	0.45 105.00/hr	47.25
	NA Work on revisions to Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc.	0.30 105.00/hr	31.50
	NA Draft certificate of service regarding Ex Parte application of receiver for Order Shortening for hearing on motion for order authorizing receiver to sell property, etc.	0.25 105.00/hr	26.25
	NA Draft/send correspondence to John Van Curen regarding Ex Parte application of receiver for Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc.	0.20 105.00/hr	21.00
	NA Finalize/prepare Ex Parte application of receiver for Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc. and supporting documents for court filing and service of process thereafter	0.35 105.00/hr	36.75

			<u>Hrs/Rate</u>	<u>Amount</u>
6/24/2011	NA	E-file Ex Parte application of receiver for Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc. and supporting documents; Serve Ex Parte application and all supporting documents by regular mail on all parties	0.45 105.00/hr	47.25
	NA	Draft/send correspondence to Judge Wanger's clerk regarding Order Shortening Time for hearing on motion for order authorizing receiver to sell property, etc.	0.20 105.00/hr	21.00
6/27/2011	DJP	Review multiple correspondence from attorney Hoffman and response to same; work on escrow issues	0.35 300.00/hr	105.00
	DJP	Draft correspondence to Chicago Title regarding escrow	0.35 300.00/hr	105.00
	DJP	Telephone call to Jake Raper's office and detailed message regarding CUP and expiration	0.10 300.00/hr	30.00
	DJP	Review correspondence from attorney Hoffman regarding Hoffman regarding CUP status and response to same	0.20 300.00/hr	60.00
	DJP	Work on revisions to Motion and supporting documents	0.25 300.00/hr	75.00
	NA	Document/pleading analysis for work on revising motion for order authorizing receiver to sell property, etc.; Online view of bankruptcy court docket for status/verification of pleadings for work on same	1.60 105.00/hr	168.00
	NA	Revise notice of motion and motion for order authorizing receiver to sell property, etc.	0.40 105.00/hr	42.00
	NA	Begin work on revisions to points and authorities in support of motion for order authorizing receiver to sell property, etc.	4.50 105.00/hr	472.50
	NA	Initial draft of declaration of John Van Curen in support of motion for order authorizing receiver to sell property, etc.	0.45 105.00/hr	47.25
	NA	Initial draft of request for judicial notice in support of motion for order authorizing receiver to sell property, etc.	0.30 105.00/hr	31.50
6/28/2011	DJP	Review correspondence from Receiver and response to same regarding sale and status	0.10 300.00/hr	30.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/28/2011	DJP	Draft correspondence to parties regarding Stipulation to Fund	0.10 300.00/hr	30.00
	DJP	Correspondence to all parties regarding sale status	0.35 300.00/hr	105.00
	DJP	Meeting with Receiver	0.65 300.00/hr	195.00
	NA	Initial draft of order regarding motion for order authorizing receiver to sell property, etc.	0.45 105.00/hr	47.25
6/29/2011	DJP	Review attorney Ivy correspondence and responses to same	0.15 300.00/hr	45.00
	NA	Review correspondence and pleadings to Draft notice of release of abstract of judgment recorded on the Property against ZM Fresh on the Property by creditor Belknap Pump Company, Inc.	0.25 105.00/hr	26.25
	NA	Draft notice of release of abstract of judgment recorded on the Property against ZM Fresh on the Property by creditor Belknap Pump Company, Inc.; Prepare exhibit for same	0.60 105.00/hr	63.00
6/30/2011	DJP	Review correspondence from Receiver regarding fire suppression issue and response to same	2.75 300.00/hr	825.00
	DJP	Telephone call from Fred Brusuelas and assistant regarding SUP and extension of same	0.25 300.00/hr	75.00
	DJP	Correspondence to Receiver regarding same	0.15 300.00/hr	45.00
	DJP	Correspondence to attorney Ivy; correspondence to attorney Hoffman regarding same	0.10 300.00/hr	30.00
	NA	Draft/send correspondence to Judge Wanger's clerk re: status of ex parte application	0.20 105.00/hr	21.00
7/1/2011	DJP	Telephone conference with Sue Meyer at Chicago Title	0.20 300.00/hr	60.00
7/5/2011	DJP	Review correspondence from Escrow re: issues to buyer's counsel; Response from attorney Hoffman re: same	0.20 300.00/hr	60.00

		<u>Hrs/Rate</u>	<u>Amount</u>	
7/5/2011	DJP	Review Order setting hearing to Approve Purchase Agreement	0.10 300.00/hr	30.00
	DJP	Begin review and revision to Notice of Motion and Motion re: Sale	0.20 300.00/hr	60.00
7/6/2011	NA	Online view of bankruptcy court docket for status/verification of pleadings to work on revisions to motion for order authorizing receiver to sell property, etc.	0.55 105.00/hr	57.75
	NA	Work on revisions to motion and supporting documents for order authorizing receiver to sell property, etc.	1.00 105.00/hr	105.00
	NA	Work on revisions to request for judicial notice in support of motion for order authorizing receiver to sell property, etc.	0.35 105.00/hr	36.75
	NA	Draft/send correspondence to John Van Curen re: declaration in support of motion for order authorizing receiver to sell property, etc.	0.20 105.00/hr	21.00
	DJP	Review correspondence from attorney Hoffman re: status and response [with copy of Order]	0.10 300.00/hr	30.00
	DJP	Correspondence to Receiver re: hearing date and status	0.10 300.00/hr	30.00
	DJP	Review correspondence from attorney Ivy and response re: status	0.10 300.00/hr	30.00
	DJP	Correspondence to Sue Meyer at Chicago Title re: title issues and status	0.10 300.00/hr	30.00
	DJP	Finalize draft declaration of Receiver	0.75 300.00/hr	225.00
	DJP	Review correspondence from Receiver and response to same re: Purchase Sale Agreement	0.35 300.00/hr	105.00
	DJP	Begin revision to Memorandum of Points and Authorities in Support of Motion for Sale Approval	1.65 300.00/hr	495.00
	DJP	Begin revision to Order Confirming Sale, etc.	1.50 300.00/hr	450.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/7/2011	NA	Continue/finish work on revisions to points and authorities in support of motion for order authorizing receiver to sell property, etc.	0.60 105.00/hr	63.00
	NA	Continue/finish work on revisions to request for judicial notice in support of motion for order authorizing receiver to sell property, etc.	0.35 105.00/hr	36.75
	NA	Draft/send multiple correspondence to John Van Curen re: order authorizing receiver to sell property, etc.	0.60 105.00/hr	63.00
	NA	Draft/send correspondence to John Van Curen re: memorandum of points and authorities in support of motion for order authorizing receiver to sell property, etc.	0.15 105.00/hr	15.75
	NA	Draft/send multiple correspondence to John Van Curen re: declaration in support of motion for order authorizing receiver to sell property, etc.	0.40 105.00/hr	42.00
	NA	Draft/send correspondence to Sue Meyer at Chicago Title re: order authorizing receiver to sell property, etc.	0.20 105.00/hr	21.00
	NA	Draft/send correspondence to attorney Hoffman re: order authorizing receiver to sell property, etc.	0.20 105.00/hr	21.00
	NA	Continue/finish work on revisions to order authorizing receiver to sell property, etc.	1.00 105.00/hr	105.00
	NA	Work on exhibit attachments to notice of motion and motion for order authorizing receiver to sell property, etc., declaration of John Van Curen in support thereof, and order for same	1.35 105.00/hr	141.75
	NA	Online verification of bankruptcy docket and party directory for draft certificate of service re: motion for order authorizing receiver to sell property, etc. and confirmation of all parties in interest for service of process of motion and all supporting documents	0.65 105.00/hr	68.25
	NA	Draft certificate of service re: motion for order authorizing receiver to sell property, etc.	0.30 105.00/hr	31.50
	NA	Draft/send correspondence to John Van Curen re: final version of motion for order authorizing receiver to sell property, etc. and all supporting documents	0.20 105.00/hr	21.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/7/2011	NA Finalize/prepare motion for order authorizing receiver to sell property, etc. and supporting documents for court filing and service of process thereafter	0.30 105.00/hr	31.50
	NA Draft/send correspondence to Judge Wanger's clerk re: motion for order authorizing receiver to sell property, etc. with all supporting attachments	0.25 105.00/hr	26.25
	DJP Review correspondence from Sue Meyer at Chicago Title, and response to same re: Purchase Sale Agreement	0.10 300.00/hr	30.00
	DJP Finalize draft Memorandum of Points and Authorities	0.25 300.00/hr	75.00
	DJP Finalize draft [Proposed] Order	0.25 300.00/hr	75.00
	DJP Multiple correspondence with Receiver re: Motion and supporting documents, and changes to same	0.75 300.00/hr	225.00
	DJP Review multiple correspondence from Receiver re: other prospective buyer and response re: same	0.30 300.00/hr	90.00
	DJP Review docket re: service on unrepresented parties and status of defaults	0.35 300.00/hr	105.00
7/8/2011	DJP Review correspondence from Receiver re: interested buyer and response re: same	0.20 300.00/hr	60.00
	DJP Telephone conference from Receiver re: correspondence; review same	0.35 300.00/hr	105.00
7/11/2011	DJP Return telephone call to attorney Bolen re: interested buyer; Correspondence to same re: Special Use Permit	0.35 300.00/hr	105.00
	DJP Telephone message for attorney Hoffman; Correspondence to same; Telephone conference with same	0.20 300.00/hr	60.00
	DJP Correspondence to Receiver re: revised Order	0.20 300.00/hr	60.00
7/12/2011	DJP Review correspondence from Receiver re: well information and sale status; response to same	0.20 300.00/hr	60.00



			<u>Hrs/Rate</u>	<u>Amount</u>
7/12/2011	DJP	Correspondence to Receiver re: revised Order and continued hearing	0.20 300.00/hr	60.00
	DJP	Review Minute Order continuing hearing	0.10 300.00/hr	30.00
	DJP	Review correspondence and well report from Receiver; Correspondence to attorney Hoffman re: same	0.10 300.00/hr	30.00
7/13/2011	NA	Attend hearing on motion to order authorizing sale of property, etc.	2.00 105.00/hr	NO CHARGE
	DJP	Review correspondence from attorney Gorman re: non-opposition by Margosians and response to same	0.10 300.00/hr	30.00
	DJP	Correspondence to attorney Walter; Correspondence to Zaninovich re: non-opposition to Motion to Sell; review response [no opposition]	0.10 300.00/hr	30.00
	DJP	Prepare for hearing on Motion to Confirm Sale	0.85 300.00/hr	255.00
	DJP	Attend hearing on Motion to Confirm Sale; Conference with Receiver, Land Bank and counsel, broker and attorney for prospective overbidder re: possible overbid and further proceedings	1.50 300.00/hr	450.00
	DJP	Review correspondence from attorney Hoffman re: hearing and response to same	0.25 300.00/hr	75.00
	DJP	Review Notices of Non-Opposition by Land Bank and PACA Trust	0.10 300.00/hr	30.00
7/14/2011	NA	Draft/send correspondence to Judge Wanger's clerk re: proposed order, etc.; Send reply correspondence re: same	0.45 105.00/hr	47.25
	NA	Review recent pleadings and online docket for work on stipulation & order to sell property free and clear of all liens, etc.	0.40 105.00/hr	42.00
	NA	Initial Draft of stipulation & order to sell property free and clear of all liens, etc.	0.70 105.00/hr	73.50
	NA	Work on exhibit A attachment to stipulation & order to sell property free and clear of all liens, etc.	0.35 105.00/hr	36.75

		<u>Hrs/Rate</u>	<u>Amount</u>
7/14/2011	NA Work on revisions to stipulation & order to sell property free and clear of all liens, etc.; Finalize same	0.65 105.00/hr	68.25
	DJP Review correspondence from attorney Hoffman re: status and response to same	0.20 300.00/hr	60.00
	DJP Correspondence to Sue Meyer at Chicago Title re: Order providing for sale free and clear and status; Correspondence to Suzanne ford re: same; response from same	0.25 300.00/hr	75.00
	DJP Review correspondence from Suzanne Ford and Sue Meyer at Chicago Title re: continued operations of ZM Fresh; response to same attaching filed documents	0.35 300.00/hr	105.00
	DJP Correspondence to attorney Ivy re: stipulation for sale to be free and clear of liens; review response to same	0.10 300.00/hr	30.00
	DJP Revisions to draft Stipulation and Order	0.50 300.00/hr	150.00
	DJP Review entered Order Confirming Sale and Setting Overbid Hearing	0.10 300.00/hr	30.00
7/15/2011	NA Work on additional revisions to stipulation to sell property free and clear of all liens, etc.; Finalize same	0.70 105.00/hr	73.50
	NA Draft/send correspondence to Myrna at First Priority re: obtaining certified copies of pleadings	0.20 105.00/hr	21.00
	NA Send multiple correspondence to John Van Curen re: additional revisions/final revisions of stipulation to sell property free and clear of all liens, etc.	0.45 105.00/hr	47.25
	NA Correspondence to attorney Ivy re: stipulation to sell property free and clear of all liens, etc.	0.10 105.00/hr	10.50
	DJP Review correspondence from Receiver re: withdrawal of potential overbidder; response to same re: entered Order	0.10 300.00/hr	30.00
	DJP Review filed UCC-1 perfecting Land Bank security interest in personal property; revision to Stipulation and Order re: same	0.20 300.00/hr	60.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/15/2011	DJP	Review correspondence from Suzanne Ford and Sue Meyer at Chicago Title re: approval of Stipulation and Order Selling Free and Clear of Land Bank and PACA Trust interests; response to same	0.20 300.00/hr	60.00
	DJP	Review further correspondence from attorney Ivy re: overbidder; response to same	0.10 300.00/hr	30.00
	DJP	Review correspondence from Receiver re: sprinkler suppression issue	0.10 300.00/hr	30.00
7/18/2011	DJP	Correspondence to counsel re: Stipulation and Order	0.20 300.00/hr	60.00
	DJP	Review multiple correspondence from Receiver to broker for potential overbidder	0.20 300.00/hr	60.00
	KS	Finalize stipulation and exhibit; convert to pdf; attach to interoffice correspondence	0.20 95.00/hr	19.00
7/19/2011	NA	Draft/send correspondence to attorney Hoffman re: Order authorizing receiver to sell property, etc. and overbid hearing	0.20 105.00/hr	21.00
	NA	Work on revisions to notice of release of abstract of judgment recorded on the Property against ZM Fresh on the Property by creditor Belknap Pump Company, Inc.; Finalize/prepare same to send to attorney Stringham	0.40 105.00/hr	42.00
	NA	Draft correspondence to attorney Stringham re: notice of release of abstract of judgment recorded on the Property against ZM Fresh on the Property by creditor Belknap Pump Company, Inc.; Revise and send correspondence, along with notice to attorney Stringham	0.50 105.00/hr	52.50
	NA	Final revisions to stipulation to sell property free and clear of all liens, etc. to affix signatures of all parties	0.20 105.00/hr	21.00
	NA	Finalize/prepare stipulation to sell property free and clear of all liens, etc. and proof of service thereon for court filing and service of process thereafter	0.35 105.00/hr	36.75
	NA	E-file stipulation to sell property free and clear of all liens, etc. and proof of service; Serve stipulation to sell property free and clear of all liens, etc. and proof of service by regular mail on all parties	0.45 105.00/hr	47.25

			<u>Hrs/Rate</u>	<u>Amount</u>
7/19/2011	NA	Draft/send correspondence to Judge Wanger's clerk re: stipulation to sell property free and clear of all liens, etc.	0.20 105.00/hr	21.00
	NA	Work on reconciling attorneys' fees & costs for estimated withholding	0.50 105.00/hr	52.50
	DJP	Review multiple correspondence from attorney Ivy re: escrow close and payment of net proceeds; review orders and responses to same	0.85 300.00/hr	255.00
	DJP	Correspondence to receiver re: contact from potential overbidders	0.10 300.00/hr	30.00
	DJP	Return telephone call to attorney Perkins re: settlement	0.20 300.00/hr	60.00
	DJP	Review multiple emails from and to attorney Ivy re: PACA Trust/Land Bank settlement, and payment/estimate of receiver's fees and expenses; responses to same	0.50 300.00/hr	150.00
	DJP	Multiple correspondence to Receiver re: PACA Trust/Land Bank settlement, and payment/estimate of receiver's fees and expenses	0.20 300.00/hr	60.00
7/20/2011	NA	Telephone conference with John Van Curen re: receiver's fees & costs, etc.	0.20 105.00/hr	21.00
	NA	Draft/send multiple correspondence to Myrna at First Priority re: obtaining certified copies of pleadings	0.25 105.00/hr	26.25
	DJP	Response to correspondence from Receiver; review further correspondence from Receiver, along with Estimated Fees and Costs	0.20 300.00/hr	60.00
	DJP	Review correspondence from attorney Ivy and response to same re: estimated fees and costs	0.20 300.00/hr	60.00
	DJP	Work on estimates of fees and costs for inclusion of estimate in stipulation re: payment of proceeds	0.25 300.00/hr	75.00
	DJP	Review correspondence and telephone conference with Receiver re: estimated fees and costs	0.30 300.00/hr	90.00
	DJP	Review correspondence from attorney Ivy and response to same re: estimated fees, costs and expenses	0.10 300.00/hr	30.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/20/2011	DJP	Prepare for Overbid hearing	0.25 300.00/hr	75.00
	DJP	Attend Overbid Hearing	1.50 300.00/hr	450.00
7/21/2011	NA	Telephone conference with Tera at attorney Stringham's office re: Notice of Release of Abstract of Judgment	0.20 105.00/hr	21.00
	NA	Review/update file to begin work on final report & accounting of receiver and stipulation approving final report and accounting, etc. re: same; Client document/pleading analysis for work on same	2.50 105.00/hr	262.50
	NA	Begin work on initial draft of final report & accounting of receiver, etc.	0.85 105.00/hr	89.25
	NA	Draft/send correspondence to John Van Curen re: stipulation approving final report and accounting, etc.	0.20 105.00/hr	21.00
	NA	Begin work on initial draft of on Stipulation approving final report & accounting, etc.	0.55 105.00/hr	57.75
	DJP	Review multiple correspondence from attorney Ivy and responses	0.20 300.00/hr	60.00
	DJP	Review correspondence to parties from Receiver re: invoices	0.10 300.00/hr	30.00
7/22/2011	NA	Continue work on final report and accounting, etc.; Continue work on client document/pleading analysis for work on same	4.50 105.00/hr	472.50
7/25/2011	NA	Draft/send correspondence to John Van Curen re: Receiver's fees and expenses	0.20 105.00/hr	21.00
	NA	Draft/send reply correspondence to Toni Honeycutt re: Receiver's fees and expenses	0.15 105.00/hr	15.75
	NA	Draft/send correspondence to Sue Meyer at Chicago Title re: certified copies of pleadings	0.20 105.00/hr	21.00
	NA	Telephone conference with Toni Honeycutt re: receiver's fees and expenses, etc.	0.20 105.00/hr	21.00

		<u>Hrs/Rate</u>	<u>Amount</u>
7/25/2011	NA Continue work on Receiver's final report & accounting	3.85 105.00/hr	404.25
	NA Continue work on reviewing receiver's accounts receivable, etc. to reconcile receiver's fees and costs for Receiver's final report & accounting	3.00 105.00/hr	315.00
	NA Continue work on initial draft of on Stipulation approving final report & accounting	0.50 105.00/hr	52.50
7/26/2011	NA Continue/finish work on initial draft of Stipulation approving final report & accounting	4.25 105.00/hr	446.25
	DJP Review correspondence from attorney Ivy re: settlement agreement between PACA Trust and Land Bank; review same re: consistency with previous Court Orders	0.25 300.00/hr	75.00
7/27/2011	DJP Correspondence to Sue Meyer at Chicago Title re: escrow close status and review response	0.10 300.00/hr	30.00
	DJP Return telephone call to Sue Meyer at Chicago Title re: escrow close status and review response	0.20 300.00/hr	60.00
	NA Online view of bankruptcy court docket for receiver bond information for work on revisions to Stipulation approving final report & accounting; work on revisions to Stipulation approving final report & accounting	0.40 105.00/hr	42.00
	NA Online view of bankruptcy court docket for court minutes re: overbid hearing; Draft/send correspondence to Sue Meyer at Chicago Title re: same	0.30 105.00/hr	31.50
	DJP Review correspondence from Sue Meyer at Chicago Title re: escrow status; Response to same	0.10 300.00/hr	30.00
	DJP Correspondence to John Van Curen re: escrow status	0.10 300.00/hr	30.00
	DJP Correspondence to attorney Hoffman re: escrow status; Review response from same	0.20 300.00/hr	60.00
	DJP Multiple correspondence to attorney Ivy re: escrow status; Responses to same	0.20 300.00/hr	60.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/27/2011	NA	Work on exhibits to final report & accounting re: attorneys' fees and costs (billing history)	1.65 105.00/hr	173.25
7/28/2011	DJP	Review correspondence from attorney Hoffman and escrow re: status	0.20 300.00/hr	60.00
	DJP	Review multiple correspondence from John Van Curen; Response to same re: escrow extension	0.20 300.00/hr	60.00
	DJP	Correspondence to attorney Hoffman re: buyer's execution of acknowledgement of receipt of Order	0.20 300.00/hr	60.00
	DJP	Finalize draft Stipulation to Approve Fees, etc.; Correspondence to John Van Curen re: same	0.25 300.00/hr	75.00
	NA	Continue work on reconciling all fees and costs for receiver's final report & accounting	0.85 105.00/hr	89.25
	NA	Revisions to Stipulation approving final report & accounting	0.20 105.00/hr	21.00
7/29/2011	DJP	Review correspondence from attorney Perkins re: escrow status; Response to same	0.10 300.00/hr	30.00
8/1/2011	NA	Work on close of escrow issue; Initial draft Extension of Time Addendum re: same	0.75 105.00/hr	78.75
8/2/2011	DJP	Review and revise draft Extension of Escrow Addendum; Correspondence to John Van Curen re: same	0.20 300.00/hr	60.00
	DJP	Review correspondence from John Van Curen along with Final Report and accounting	0.35 300.00/hr	105.00
	DJP	Work on response to correspondence to John Van Curen re: Final Report and accounting; Draft revisions to [proposed] Stipulation to Discharge Receiver	1.10 300.00/hr	330.00
	DJP	Review response from John Van Curen re: Addendum	0.10 300.00/hr	30.00
	DJP	Correspondence to Sue Meyer at Chicago Title re: Extension Addendum; Review response from same and further response	0.20 300.00/hr	60.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/2/2011	DJP	Review Grant Deed, Estimated Closing Statement, Bill of Sale and other closing documents; Correspondence to Sue Meyer at Chicago Title re: changes to same	0.85 300.00/hr	255.00
	DJP	Review correspondence from John Van Curen re: withholding exemption issue; Research re: corporate standing of ZM Fresh and withholding; Response to John re: same	0.45 300.00/hr	135.00
	NA	Work on revisions to Extension of Time Addendum; Finalize same	0.35 105.00/hr	36.75
	NA	Work on/reviewing receiver's billings for privilege information for exhibit attachment to receiver's final report and accounting	2.20 105.00/hr	231.00
8/3/2011	NA	Work on additional revisions to stipulation approving final report and accounting, etc.	0.90 105.00/hr	94.50
	NA	Work on redacting receiver's bills for exhibit attachment to receiver's final report and accounting	1.85 105.00/hr	194.25
8/4/2011	DJP	Review correspondence from attorney Perkins; Response to same	0.10 300.00/hr	30.00
	DJP	Correspondence to Sue Meyer at Chicago Title re: escrow status; Response to same	0.10 300.00/hr	30.00
8/5/2011	DJP	Review correspondence from Sue Meyer at Chicago Title confirming recordation of documents and close of escrow	0.10 300.00/hr	30.00
		For professional services rendered	<hr/> 168.90	<hr/> \$27,509.50
		<u>Additional Charges :</u>		
5/1/2011	AH	Copy charge for the month of May [05/01/11 - 05/31/11)		42.20
	AH	Postage charge for the month of May [05/01/11 - 05/31/11)		12.76
6/1/2011	AH	Copy charge for the month of June [06/01/11 - 06/30/11]		42.80
	AH	Postage charge for the month of June [06/01/11 - 06/30/11]		10.08
	AH	Copy charge for the month of June [06/01/11 - 06/30/11]		335.00



	<u>Amount</u>
6/1/2011 AH Postage charge for the month of June [06/01/11 - 06/30/11]	13.84
6/7/2011 KS Docedge fee	5.47
6/23/2011 MB OnTrac Overnight delivery to Scott Critchley.	15.00
7/19/2011 MB OnTrac Overnight delivery to Ward R. Stringham, ESQ.	15.00
7/21/2011 MB OnTrac Overnight delivery to Powell & Pool.	15.00
8/1/2011 NA Miscellaneous Courier Service Document Retrieval ( USDC, Eastern Dist. CA): Certified copy of Stipulation & Order for Appointment of Receiver for Limited Purpose, etc.	38.00
NA Miscellaneous Courier Service Document Retrieval (USDC, Eastern Dist. CA): Certified copy of Stipulation to Sell Property Free and Clear of Liens, etc.	29.00
Total additional charges	<hr/> \$574.15

**Payment is Due Upon Receipt - Thank You  
MAKE CHECKS PAYABLE TO POWELL & POOL**

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A PROFESSIONAL CORPORATION

7522 N. Colonial, Ave., Suite 100  
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Fax (559) 228-6818  
www.powellandpool.com  
Tax Payer ID#04-3695643

June 28, 2011

*From the Offices of Hanno T. Powell, Esq. to:*

John Van Curen  
Old West Ranch Company  
4539 N. Brawley, Suite 105  
Fresno, CA 93722

In Reference To: File No. 5582.01 HTP; Onions  
Invoice # 15725

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
5/31/2011-TE	Review preliminary title report, Letter of Intent, and email	5.00	1,125.00
6/2/2011	correspondence; Draft Purchase and Sale Agreement; Review email correspondence from Buyer and client regarding changes to Purchase Agreement; Telephone conference with John Van Curen; Review and rewrite Purchase and Sale Agreement provided by John Van Curen	225.00/hr	
6/3/2011 HTP	Review and revise Purchase and Sale Agreement	1.20 325.00/hr	390.00
	For professional services rendered	6.20	\$1,515.00
	Balance due		\$1,515.00

**Payment is Due Upon Receipt - Thank You  
MAKE CHECKS PAYABLE TO POWELL & POOL**