

**JAMES, HOYER, NEWCOMER, SMILJANICH & YANCHUNIS, P.A.**

ATTORNEYS AT LAW

Christopher C. Casper  
Jonathan B. Cohen  
Megan E. Davis  
Jillian Levy Estes  
Sean Estes  
Brendan T. Franzoni  
Jesse L. Hoyer  
Judy S. Hoyer  
W. Christian Hoyer  
Bill James (1932-2008)

ONE URBAN CENTRE, SUITE 550  
4830 WEST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33609  
(813) 286-4100 FAX (813) 286-4174  
www.jameshoyer.com

Sean P. Keefe  
Nicole C. Mayer  
John R. Newcomer, Jr.  
Elaine Scudieri Stromgren  
Terry A. Smiljanich  
John A. Yanchunis

Investigators:  
John W. Allman  
Jim Leusner  
Jim Ross  
Alfred W. Scudieri

**September 15, 2011**

Burton W. Wiand  
WIAND GUERA KING, PL  
3000 Bayport Drive  
Suite 600  
Tampa, FL 33607

**Re: SEC v. A. Nadel et al., No. 8:09-cv-897-T-26 TBM (M.D. Fla.)  
Fee Proposal for Lawsuit Against Wachovia/Wells Fargo**

Dear Mr. Wiand,

You requested that our firm submit a proposed contingency fee arrangement regarding possible legal claims to be filed on behalf of the Nadel Receivership against Wachovia/Wells Fargo in connection with the Ponzi scheme perpetrated by Arthur Nadel. It is our understanding that Judge Lazzara must approve the counsel you select and the fee arrangement. It is also our understanding that the case will be filed in the Middle District of Florida, and will seek to recover damages from Wachovia/Wells Fargo on behalf of the following six Receivership entities:

- 1) Scoop Real Estate, L.P.;
- 2) Valhalla Investment Partners, L.P.;
- 3) Victory IRA Fund, Ltd.;
- 4) Victory Fund, Ltd.;
- 5) Viking IRA Fund, LLC; and
- 6) Viking Fund, LLC.

In addition to our litigation experience, the James Hoyer law firm brings a unique set of tools to every case we prosecute. We believe that these tools will enhance the case brought on behalf of the Nadel Receivership against Wachovia/Wells Fargo. Specifically, the firm's staff features a dedicated team of fraud investigators, including former FBI agents, state fraud investigators, and investigative journalists.

Further, we utilize a custom online case management system, which we have developed. This interactive system facilitates case development by enabling information to be captured, stored, assessed and organized within the ever-growing "story" of a case, as it proceeds from the initial stages of case development to trial preparation and beyond. In short, this system

**EXHIBIT A**

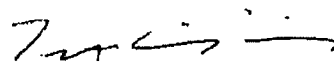
helps attorneys summarize and update what they know about a case and how they know it, while enabling all relevant documents, media, research and information to be organized in a cohesive manner. Through our customizable case management system, Wiand, Guerra and King will be able to access a unique online space specific to the case against Wachovia/Wells Fargo, and the growing knowledge about the facts as they develop. In other cases, we have found this to be an effective tool for collaborating and sharing documents, information and other relevant media.

Regarding the payment of fees and costs, we propose the following:

- 1) We proceed with the filing of a suit against Wachovia/Wells Fargo and handle all aspects of the case through discovery and trial.
- 2) If the case is successfully resolved on behalf of the Receivership prior to the filing of an answer by the defendants, our fee will be 25% of the first \$10,000,000 of any gross recovery.
- 3) In the event that the case proceeds beyond the filing of an answer by the defendants, our fee will be 33 1/3% of the first \$10,000,000 of any gross recovery.
- 4) In connection with Paragraphs 2 and 3, thereafter, our fee will be reduced to 20% of any gross recovery in excess of \$10,000,000.
- 5) We will be responsible for costs necessary to prosecute this case, including the costs and fees associated with any experts or consultants necessary for prosecution of the matter, with the exception of any experts or consultants retained by the Nadel Receivership. To the extent that we use or rely on the services of any expert or consultant retained or hired by the Receivership, the costs and fees associated with those services will be paid directly by the Receivership.
- 6) We will be entitled to receive from any recovery reimbursement for all costs incurred or advanced by our firm.

We understand that any fee agreement we enter into will subject to the approval of the U.S. District Court. We look forward to hearing from you.

Sincerely,



TERRY A. SMILJANICH

TAS/ds