

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
SOUTHERN DIVISION

In re SANCTUARY BELIZE LITIGATION

No: 18-cv-3309-PJM

MOTION FOR ORDER APPROVING AND AUTHORIZING PAYMENT OF ORIGINAL RECEIVER’S AND PROFESSIONAL’S FEES AND COSTS FROM APRIL 1, 2021 THROUGH OCTOBER 26, 2021 AND FOR RELATED RELIEF

The original receiver Robb Evans & Associates LLC (“Robb Evans”), originally appointed as permanent receiver pursuant to, among other orders, the Preliminary Injunction as to Defendants Andris Pukke, Peter Baker, Luke Chadwick, John Usher, Certain Corporate Defendants, and the Estate of John Pukke (Doc. 615), hereby moves the Court for an order:

1. Approving and authorizing payment of receivership fees and costs for the period from April 1, 2021 through October 26, 2021 (“Final Expense Period”), the date on which Robb Evans was replaced by Marc-Philip Ferzan of Ankura Consulting Group, LLC (“Ferzan”) pursuant to the Order Appointing Marc-Philip Ferzan as Receiver (Doc. 1305) . Robb Evans specifically moves the Court for an order: (1) approving and authorizing for payment the fees of Robb Evans, its members, staff and professionals, and reimbursement of costs during the Final Expense Period, comprised of (a) Robb Evans’s fees, including its members and staff, of \$310,188.60 and its costs of \$19,949.11, for a total of \$330,137.71; and (b) Robb Evans’s counsel Barnes & Thornburg LLP’s (“Barnes & Thornburg”) fees of \$257,398.25 and costs of \$2,095.34, for a total of \$259,493.59.

2. Approving and confirming all actions and activities taken by or on behalf of Robb Evans and all payments made by Robb Evans in connection with the administration of the receivership estate.

3. Providing that (a) Robb Evans, and its deputies, agents, employees, members, officers, independent contractors, attorneys, accountants and representatives shall have no liability to any person or entity for any action taken or not taken in connection with carrying out Robb Evans's administration of the receivership estate, and the exercise of any powers, duties and responsibilities in connection therewith; and (b) directing that Robb Evans, and its deputies, agents, employees, members, officers, independent contractors, attorneys, accountants and representatives are released from all claims and liabilities arising out of and/or pertaining to the receivership while Robb Evans was Receiver, and all of the foregoing persons and entities except for Barnes & Thornburg are relieved of all duties and responsibilities pertaining to the receivership; and

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4. Granting such additional relief as may be just and proper under the circumstances.

Dated: December 28, 2021

By: /s/ Gary Owen Caris

Gary Owen Caris, Calif. Bar No. 088918

Admitted Pro Hac Vice 11/30/18

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UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
SOUTHERN DIVISION

In re SANCTUARY BELIZE LITIGATION

No: 18-cv-3309-PJM

**MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF MOTION
FOR ORDER APPROVING AND AUTHORIZING PAYMENT OF ORIGINAL
RECEIVER’S AND PROFESSIONAL’S FEES AND COSTS FROM APRIL 1, 2021
THROUGH OCTOBER 26, 2021 AND FOR RELATED RELIEF**

I. INTRODUCTION

This lawsuit was commenced on October 31, 2018 by the Federal Trade Commission (“FTC”) with its filing of a Complaint for Permanent Injunction and Other Equitable Relief (Doc. 1) (“Complaint”). The lawsuit named 17 entity defendants and seven individual defendants, in addition to five relief defendants. On November 5, 2018, the Court issued an Ex Parte Temporary Restraining Order With Asset Freeze, Writs *Ne Exeat*, Appointment of a Temporary Receiver, and Other Equitable Relief, and Order to Show Cause Why a Preliminary Injunction Should Not Issue (“TRO”). Under the TRO, Robb Evans & Associates LLC (“Robb Evans”) became temporary receiver over all entity defendants except for Atlantic International Bank Limited (“AIBL”) and over the assets of Andris Pukke (“Pukke”) and Peter Baker (“Baker”) valued at \$1,000 or more. The Court extended the duration of the TRO pursuant to the Interim Preliminary Injunction on November 20, 2018.

The FTC filed a motion to amend the Complaint and a proposed Amended Complaint for Permanent Injunction and Other Equitable Relief (“Amended Complaint”) on December 28,

2018 (Doc. 87) adding Michael Santos and Newport Land Group, LLC (“NLG”) as defendants. The Court granted the motion to amend on January 11, 2019 (Doc. 107). On February 13, 2019, the Court entered a Stipulated Preliminary Injunction as to Defendants Rod Kazazi, Foundation Partners, Brandi Greenfield, BG Marketing LLC, Frank Costanzo, Deborah Connelly, Ecological Fox LLC, Michael Santos, Angela Chittenden, and Beach Bunny Holdings LLC (Doc. 195) (“Stipulated Preliminary Injunction”). Under the Stipulated Preliminary Injunction, Robb Evans remained as receiver over the stipulating Receivership Entities BG Marketing, LLC, Ecological Fox, LLC, and Foundation Partners, and NLG was expressly added as a named Receivership Entity.¹

On October 3, 2019, the Court issued the Preliminary Injunction as to Defendants Andris Pukke, Peter Baker, Luke Chadwick, John Usher, Certain Corporate Defendants, and the Estate of John Pukke (Doc. 615) (“Pukke Preliminary Injunction”). Under the Pukke Preliminary Injunction, Robb Evans was named as permanent receiver over at least 16 Receivership Entities and over Pukke’s, Baker’s and Luke Chadwick’s (“Chadwick”) assets valued at \$1,000 or more.

On November 6, 2019, a Stipulated Order for Permanent Injunction and Monetary Judgment Against Defendants Frank Costanzo and Ecological Fox LLC and Relief Defendant Deborah Connelly (Doc. 668) (“Costanzo Judgment”) was entered. Among other things, Robb Evans remained as permanent receiver over Ecological Fox LLC under the Costanzo Judgment. Subsequently, several other stipulated judgments were entered against various Defendants and Relief Defendants, each of which vested certain duties, powers and authority in Robb Evans, including the Stipulated Order for Permanent Injunction and Monetary Judgment Against

¹ Robb Evans had already determined that NLG was a non-party Receivership Entity, in addition to previously determining that two other non-party entities, 2729 Bristol LLC and 3905 Marcus, LLC, were Receivership Entities, pursuant to Sections XVI.W and X of the TRO.

Defendants Brandi Greenfield and BG Marketing, LLC (Doc. 788) (“Greenfield Judgment”); Stipulated Order for Permanent Injunction and Monetary Judgment Against Defendants Rod Kazazi and Foundation Partners (Doc. 789) (“Kazazi Judgment”); Stipulated Order for Final Judgment Against Relief Defendants Angela Chittenden and Beach Bunny Holdings LLC (Doc. 819) (“Chittenden Judgment”); and Stipulated Order for Permanent Injunction and Monetary Judgment Against Defendant Michael Santos (Doc. 820) (“Santos Judgment”) (collectively, these four judgments and the Costanzo Judgment are referred to as the “Stipulated Judgments”).

On October 8, 2020 Robb Evans brought its Application for Extension of Term of Receiver Pursuant to Stipulated Judgments (Doc. 1061) (“Extension Application”), seeking an extension of the term of the Original Receiver under the Stipulated Judgments through October 10, 2021. The Court entered an Order granting the Extension Application on October 29, 2020 (Doc. 1072). On October 8, 2021 Robb Evans brought its Second Application for Extension of Term of Receiver Pursuant to Stipulated Judgments (Doc. 1297) (“Second Extension Application”), seeking another extension of the term of Robb Evans as receiver under the Stipulated Judgments through October 10, 2022. The Court entered an Order granting the Second Extension Application on October 26, 2021 (Doc. 1306).

On January 13, 2021, the Court entered its Order for Permanent Injunction and Monetary Judgment Against Defaulting Defendants John Usher et al. (Doc. 1112) (“Default Judgment”). Pursuant to the Default Judgment, Robb Evans remained as permanent receiver over the Defaulting Corporate Defendants, as defined therein, and John Usher (“Usher”) was ordered to transfer his assets to Robb Evans, which would become assets of the receivership estate, with limited exceptions as set forth in the Default Judgment. On March 24, 2021, the Court entered its Amended Final Order for Permanent Injunction and Monetary Judgment Against Defendants

Andris Pukke, Peter Baker and Luke Chadwick (Doc. 1194) (“Pukke Final Judgment”). Robb Evans remained as permanent receiver over the assets of Pukke, Baker and Chadwick, with limited exceptions as set forth in the Pukke Final Judgment.

On October 7, 2021 Robb Evans filed its Statement by Receiver, Robb Evans & Associates LLC, Regarding Receiver’s Status (Doc. 1293), advising the Court that as a result of various circumstances, including the fact that Brick Kane passed away on October 2, 2021, it determined that it could no longer serve as receiver beyond the short term. The same day, the FTC filed the FTC’s Motion to Appoint Marc-Philip Ferzan of Ankura Consulting Group, LLC as Receiver (Doc. 1294) (“Successor Receiver Motion”). The Court granted the Successor Receiver Motion, and issued its Order Appointing Marc-Philip Ferzan as Receiver on October 26, 2021 (Doc. 1305) (“Successor Receiver Order”), pursuant to which Marc-Philip Ferzan of Ankura Consulting Group, LLC (“Ferzan”) was appointed as successor receiver. The Successor Receiver Order provided for Robb Evans’s discharge and also provided that Robb Evans could support and be compensated for work performed in facilitating the transition of the receivership to Ferzan. However, the Successor Receiver Order was silent with respect to compensation of Robb Evans and its professionals for services rendered and costs incurred during the period after that covered by Robb Evans’s prior fee motion. Therefore, fees and costs incurred for the period from April 1, 2021 through the entry of the Successor Receiver Order, on October 26, 2021 (“Final Expense Period”) remain unpaid. It also did not provide additional protections commonly afforded a receiver at the conclusion of its services in a federal equity receivership matter. Therefore, the instant Motion seeks approval of the fees and costs reasonably incurred by Robb Evans and its counsel during the Final Expense Period and seeks other relief typically provided to a receiver at the end of a federal equity receivership engagement.

Pursuant to the TRO, Stipulated Preliminary Injunction, Pukke Preliminary Injunction, Stipulated Judgments, Default Judgment and Pukke Final Judgment, Robb Evans is directed to file and serve on the parties periodic requests for the payment of reasonable compensation for the performance of its duties and for the cost of its out-of-pocket expenses from the assets of the receivership estate.

Robb Evans filed its initial fee motion on April 5, 2019 (Doc. 400), covering the period from the inception of the receivership estate through January 31, 2019. The Court granted the initial motion in its entirety by Order entered on April 25, 2019 (Doc. 430). Robb Evans filed its second fee motion on August 26, 2019 (Doc. 562) covering the period from February 1, 2019 through May 31, 2019. The Court granted the second fee motion in its entirety by Order entered on August 30, 2019 (Doc. 567). Robb Evans filed its third fee motion on November 26, 2019 (Doc. 722) covering the period from June 1, 2019 through September 30, 2019. The Court granted the third fee motion in its entirety by Order entered on December 16, 2020 (Doc. 748). Robb Evans filed its fourth fee motion on May 19, 2020 (Doc. 955) covering the period from October 1, 2019 through March 31, 2020. The Court granted the fourth fee motion in its entirety by Order entered on June 8, 2020 (Doc. 970). Robb Evans filed its fifth fee motion on November 3, 2020 (Doc. 1077) covering the period from April 1, 2020 through September 30, 2020. The Court granted the fifth fee motion in its entirety by Order entered on December 10, 2020 (Doc. 1094). Robb Evans filed its sixth fee motion on August 3, 2021 (Doc. 1271), covering the period from October 1, 2020 through March 31, 2021. The Court granted the sixth fee motion in its entirety by Order entered on September 1, 2021 (Doc. 1285).

This Motion is the seventh request for an order approving and authorizing payment of the fees and costs incurred by Robb Evans and its counsel, Barnes & Thornburg LLP (“Barnes &

Thornburg”), covering the Final Expense Period, spanning almost seven months, from April 1, 2020 through October 26, 2021.

As evidenced by the detailed billing records which accompany the declaration of Anita Jen (“Jen Declaration”) in support of the Motion, marked collectively as Exhibit 2 to the Jen Declaration, and the detailed billing records which accompany the declaration of Gary Owen Caris (“Caris Declaration”) in support of the Motion, marked collectively as Exhibit 1 to the Caris Declaration, and as discussed in greater detail below, the receivership continued to be extremely challenging and time consuming for Robb Evans and its counsel, requiring them to focus on a myriad of issues and receivership assets.

During the Final Expense Period, Robb Evans continued to focus extensively on the administration and management of the real estate development project in Belize, referred to herein as the Reserve, in order to preserve that asset. The Receiver managed the Reserve and addressed various operational issues concerning the Reserve. It also had extensive communications with Reserve lot owners concerning a variety of issues affecting the owners.

After previously entering an interim order in November 2020 vesting the Receiver with interim control over the adjacent property in Belize known as Kanantik, the Court entered its Final Order Concerning Kanantik on March 24, 2021 (Doc. 1193). These orders required the Receiver to take steps to also manage and control that property. The Receiver also continued to develop a process for the eventual development and/or sale of the Reserve and Kanantik.

Robb Evans continued to prepare for the potential implementation of the Redress Plan filed by the Federal Trade Commission in January 2021 in the event it was approved by the Court. The Receiver also continued to develop and implement strategies for the preservation and monetization of various other assets of the receivership estate, most notably the real property at

104 Kings Place, Newport Beach, California (“Kings Place Property”). Work undertaken by Robb Evans and its counsel, Barnes & Thornburg, during the Final Expense Period, has paved the way for the Court’s recent approval of the sale of the Kings Place Property (Doc. 1321) for at least \$13,830,000, which will generate net proceeds to the receivership estate of at least \$7 million. It is anticipated that the sale of the Kings Place Property will close in the next 30 days.

During the Final Expense Period, Robb Evans brought a total of \$231,304.46 into the receivership estate. Since the inception of the receivership through October 26, 2021, Robb Evans has successfully collected cash and monetized assets of the receivership estate totaling \$13,817,679.06, including funds from Relief Defendant John Vipulis, but not including \$23 million from Defendant AIBL, which it paid to Robb Evans pursuant to its stipulated judgment with the FTC, and not including the amount anticipated from the sale of the Kings Place Property in an amount of at least \$7 million.

During the Final Expense Period, Barnes & Thornburg worked on a number of assignments to assist Robb Evans in discharging its duties. Counsel worked closely with Robb Evans in preparation for the implementation of the Redress Plan, in the event it was approved by the Court. Robb Evans’s counsel continued to take steps to recover money and other assets for the benefit of the receivership estate. It prepared and filed suit against Jorge Diaz-Cueto (Diaz-Cueto) and Bella Mar Estates, Ltd. (“Bella Mar”), seeking to recover \$1,065,000 paid by the Receivership Entities to Bella Mar prior to the inception of the receivership. Barnes & Thornburg negotiated, finalized, and documented a settlement with Matthew Nunez (“Nunez”), the former tenant on the Kings Place Property, resolving all disputes with Nunez and enabling Robb Evans to retain all funds paid by Nunez except for one monthly lease payment. Robb Evans obtained \$1,541,182 in payments from Nunez during the receivership, net of the small

amount returned to Nunez as part its settlement with him.

The services rendered by the Receiver and its counsel are summarized separately below, discussed in the accompanying declarations of Jen and Caris, and described in the detailed billing records attached as exhibits to those declarations.

II. SUMMARY OF THE RECEIVER'S SERVICES AND ACTIVITIES DURING THE FINAL EXPENSE PERIOD

Robb Evans seeks payment of its fees and costs summarized in the Original Receiver Administrative Expenses and Fund Balance spreadsheet (“Financial Summary”) attached as Exhibit 1 to the Jen Declaration in support of this Motion, together with the detailed billing records of Robb Evans, attached to the Jen Declaration collectively as Exhibit 2.² During the Final Expense Period, Robb Evans incurred fees for its members and staff of \$310,188.60. Robb Evans’s costs during the Final Expense Period total \$19,949.11 and are detailed in the Financial Summary.

A. Management of the Reserve and Anticipated Redress Plan

Robb Evans continued dealing with complex, challenging and time consuming issues related to a host of financial and operational issues facing the Reserve and the lot owners at the Reserve. As shown on the Financial Summary, Exhibit 1 at pages 6-7, over \$1,270,000 was spent on operating and maintaining the Reserve (referred to as Sanctuary Belize in the Financial Summary) during the Final Expense Period. The issues Robb Evans addressed concerning the Reserve resulted in extensive communications with lot owners, Belize authorities, Robb Evans’s counsel in Belize, and its own on-site management.

During the Final Expense Period, Robb Evans continued to coordinate the legal

² As explained in the Caris Declaration, the bills have been redacted where appropriate to preserve confidential, sensitive, tactical, strategic, attorney-client privileged and/or attorney work-product information.

installation of new internet connections for lot owners, including coordinating the acquisition and installation of antenna equipment, and adding lot owners to the network.

Robb Evans also continued to address issues regarding land tax payments with Belize authorities and lot owners. This resulted in substantial work continuing to review and update a land tax spreadsheet which identified the amount of land taxes owed by each lot owner and the Receivership Entities.

Robb Evans addressed issues related to road repairs in Belize. It also addressed licensing and certification issues for the Marina at the Reserve. Robb Evans regularly communicated with on-site management at the Reserve over these and other issues, including various requests for expenditures. Robb Evans also had regular communications with its counsel in Belize over various management and operational issues.

Robb Evans also communicated extensively with numerous lot purchasers regarding many issues, including the status of their lots, title transfer and ownership, interim plans for the Reserve, the treatment of claims under the FTC's proposed Redress Plan, repair issues, property taxes and development of the Reserve.

In anticipation of the entry of an order approving the FTC's proposed Redress Plan which was filed in January 2021 along with the FTC's Motion in Support of the Redress Plan and Executive Summary Thereof (Doc. 1117), Robb Evans continued to take steps to be ready to implement the plan if approved. Substantial time was spent researching and reviewing the files of the lot purchasers, including both active and inactive lot owner files, and analyzing the amounts paid by these lot purchasers to facilitate the prospective claims process under the Redress Plan. Robb Evans also updated contact information for lot purchasers to facilitate communications with them concerning the Redress Plan. It also continued to further revise and

refine its database of lot purchasers, loan data, potential claim amounts and available lots in anticipation of the implementation of the Redress Plan.

Robb Evans also continued to implement strategies for the potential development and/or sale of the Reserve to a third party. Prior to the Final Expense Period, Robb Evans informally engaged the services of a highly qualified consultant with expertise in the region who can identify staffing requirements for large development projects. During the Final Expense Period, Robb Evans communicated with this consultant, keeping him informed as to the status and content of the proposed Redress Plan and discussing the framework for a development proposal, which Robb Evans anticipated using to identify and attract qualified developers.

B. Other Belize Issues

Robb Evans continued to address maintenance and security for the Kanantik property and expend funds necessary to preserve that property. Robb Evans also continued to develop and refine its database pertaining to Kanantik lot owners in order that it could implement the Redress Plan as it pertained to Kanantik and its lot owners. It continued to have numerous communications with Kanantik lot owners to further refine and improve its Kanantik database.

C. Kings Place Property

Robb Evans, in connection with its counsel, Barnes & Thornburg, continued to preserve the value of and develop strategies to monetize receivership assets, in particular the real property located at 104 Kings Place, Newport Beach, California (“Kings Place Property”).

Robb Evans continued to assert control over the Kings Place Property held in the name of the AAC Family HYCET Trust Dated 10/7/15 (“AAC Trust”),³ but which is specifically

³ The AAC Trust is a purported asset protection trust for the benefit of the minor children of Pukke and Chittenden. AAC are Chittenden’s initials. HYCET stands for “have your cake and eat it too.”

identified as an asset of the receivership estate in the TRO and Preliminary Injunction. Pursuant to the Chittenden Judgment, the Kings Place Property has become an undisputed asset of the receivership estate. The AAC Trust entered into a post-TRO lease/purchase option agreement on the property with Nunez, without the Receiver's knowledge or permission. Starting in May 2019 and continuing through the Final Expense Period, Nunez made lease and purchase option payments to the Receiver in the total amount of \$1,615,000, of which \$210,000 was paid during the Final Expense Period.

During the Final Expense Period, through counsel, Robb Evans engaged in extended settlement negotiations with Nunez resulting in a comprehensive settlement agreement with him. This resulted in Nunez and his family timely vacating the property and enabling the Receiver to retain all of the funds he had paid in lease and option payments, except for one monthly rental payment of \$52,000 and a return of his security deposit. Nunez and his family vacated the property on or about September 30, 2021.

In the spring of 2021, Robb Evans determined to begin to take steps to market and sell the Kings Place Property. Robb Evans solicited, received and evaluated six proposals from real estate brokers to list, market and sell the property. Timothy Carr of Villa Real Estate was selected as the listing broker. Robb Evans worked closely with Carr to set a listing price. Robb Evans also worked closely with Carr in evaluating the two written offers received on the property and developing counteroffer strategies. This led to obtaining a successful purchase agreement for \$13,830,000 for the Kings Place Property, subject to an overbid session.⁴ Robb Evans worked with Carr in drafting a final sale agreement. It assisted its counsel in providing

⁴ No overbidders have qualified, so no overbidding session is necessary and it is anticipated that the sale will be consummated at \$13,830,000.

the necessary information which led to the successful motion to approve and confirm the sale and establish overbidding and notice procedures. Sale of the property is anticipated to be completed within the next 30 days, which should result in net proceeds for the estate in excess of \$7 million.

D. Analyzing Other Potential Claims and Assets

During the Final Expense Period, Robb Evans, in conjunction with its counsel, has addressed potential claims against third parties. This includes work resulting in the lawsuit brought against Diaz-Cueto and Bella Mar. Robb Evans also undertook accounting reconstructions in order to determine if receivership assets were being held by third parties or if further investigation was warranted in that regard. Robb Evans also coordinated with its counsel in developing document production requests resulting in subpoenas geared to possible recovery against other third parties believed to potentially hold receivership assets.

E. General Operational Work and Transition to Ferzan

Robb Evans also prepared the financial materials provided to the Court in connection with its sixth fee application. It also continued to handle traditional receivership operational matters, including maintaining and updating the accounting and financial records of the receivership estate, utilizing and overseeing vendors to preserve and maintain receivership assets, and processing payables.

Finally, in the latter part of the Final Expense Period, Robb Evans took steps to assist Ferzan and his team at Ankura Consulting Group, LLC (“Ankura”) in connection with the transition to the successor Receiver, in anticipation of the entry of an order granting the FTC’s motion to appoint Ferzan.

Despite the wide-ranging and complex nature of this receivership, Robb Evans’s work

has been valuable and cost-effective. Robb Evans collected \$231,304.46 during the Final Expense Period and as a result of its work, the Receiver is poised to recover at least \$7 million in the immediate future as a result of the sale of the Kings Place Property. It should be noted that the bulk of the work which Robb Evans performed during this period of time was not focused on the immediate liquidation of receivership assets but rather on longer-term issues pertaining to the management, preservation and development of the Reserve and Kanantik.

III. SUMMARY OF THE RECEIVER'S COUNSEL'S SERVICES AND ACTIVITIES DURING THE FINAL EXPENSE PERIOD

Robb Evans also seeks payment of its counsel's fees and expenses summarized in the Financial Summary, Exhibit 1 to the Jen Declaration, and set forth in the detailed billing records of Barnes & Thornburg, attached collectively as Exhibit 1 to the Caris Declaration. During the Final Expense Period, Robb Evans incurred fees to Barnes & Thornburg of \$257,398.25 and costs of \$2,095.34, for a total of \$259,493.59.

A. Monetizing and Addressing Receivership Assets

During the Final Expense Period, Barnes & Thornburg was actively involved in addressing numerous issues pertaining to the Kings Place Property and which has led to the impending sale of that asset. Barnes & Thornburg had many communications with Nunez's third set of lawyers during the Final Expense Period to ensure Nunez timely paid rent under the lease agreement. Counsel engaged in protracted settlement negotiations, which ultimately led to the consummation of a highly beneficial settlement agreement with Nunez, resulting in Nunez and his family timely vacating the Kings Place Property on September 30, 2021 and Robb Evans's retention of virtually all money paid to it in lease and option payments by Nunez during the receivership. As a result of these efforts, additional rental payments of \$210,000 were collected from Nunez by Robb Evans during the Final Expense Period, while only one rental payment was

returned to him along with his security deposit in exchange for Nunez's release of all claims and his agreement not to seek to acquire the Kings Place Property or impede Robb Evans's efforts to sell the property. During the Final Expense Period, Barnes & Thornburg also prepared the successful motion to expedite approval of the settlement agreement with Nunez. All of this paved the way for Robb Evans to facilitate the marketing and sale of the Kings Place Property at a highly beneficial price and well in excess of any amounts Nunez ever discussed paying for the property with Robb Evans.

During the Final Expense Period, counsel for Robb Evans continued to address the finalization of repairs in connection with slope and drainage issues pertaining to the Kings Place Property. Barnes & Thornburg also addressed issues pertaining to a reciprocal easement for water drainage and prepared an interim agreement with the other party to the reciprocal easement, along with a proposed amendment to the reciprocal easement, which facilitated the installation of a fence to prevent trespass onto the Kings Place Property.

During the earlier expense periods, the FTC took the lead in negotiating settlements with two creditors of the Reserve and Kanantik, Gordon Barienbrock ("Barienbrock") and Violette Mathis ("Mathis"). Mathis also held several ownership interests in Kanantik-related companies.⁵ Both settlements were completed in March 2020, and a motion to approve the Barienbrock and Mathis settlements was prepared and filed in April 2020 (Doc. 895). The Court granted the settlement motion in November 2020 (Doc. 1086), during the Sixth Expense Period. Since that time, the Receiver's counsel has taken steps to implement the terms of the settlement agreements. Barnes & Thornburg prepared documentation to facilitate the formal transfer of

⁵ Much of Barienbrock's interests are held in his family trust. Much of Mathis's interests are held in her family trust or CVM Corporation, wholly owned by the family trust.

Barienbrock's promissory note executed by Chadwick and secured by Chadwick's real property in Costa Mesa, California, which was assigned to the Receiver under the Barienbrock settlement. During the Final Expense Period, counsel assisted Robb Evans and its foreclosure trustee in commencing foreclosure proceedings under private power of sale against Chadwick's property pursuant to applicable California law. A Notice of Default was filed against the Chadwick property during the Final Expense Period on May 11, 2021. This began the foreclosure process, which paved the way for the Receiver to either be paid off on the unpaid balance of the loan, which exceeds \$1.2 million, by a third party bidder or enable the Receiver to acquire the property at a foreclosure sale in satisfaction of the promissory note. Counsel also began to prepare to oppose a threatened and improper legal action by Chadwick through his California counsel to seek to obtain a temporary restraining order against the foreclosure sale. This impending foreclosure sale led to the renewal of settlement negotiations between the FTC and Chadwick. Barnes & Thornburg worked with its foreclosure trustee to postpone the foreclosure sale on numerous occasions while the parties discussed settlement. Robb Evans is advised that a settlement in principal has been reached between the FTC and Chadwick, subject to final FTC approval.

B. Litigation Work

During the Final Expense Period, Barnes & Thornburg finalized and filed its lawsuit seeking the return of \$1,065,000 from Diaz-Cueto and Bella Mar. Service was effectuated, however the defendants disputed the effectiveness of service. Barnes & Thornburg reached an agreement with the defendants regarding the sufficiency of service by means of a stipulated waiver of service of summons and complaint. After the Final Expense Period, a motion to dismiss was filed. Opposition to the motion to dismiss is due in late January 2022 pursuant to a

stipulated Order.

Counsel filed many various pleadings during the Final Expense Period. It filed a brief addressing the purported impact of the *AMG* decision on the FTC's pending redress plan. It worked with Robb Evans in preparing an opposition and supporting declaration to Chadwick's unsuccessful motion for release of receivership funds for attorneys' fees. Barnes & Thornburg also prepared an opposition and supporting declarations in response to Chadwick's unsuccessful renewed emergency motion for immediate release of receivership funds. Barnes & Thornburg filed a successful motion in the Fourth Circuit for leave to be able to file a separate brief as an appellee in connection with the consolidated appeals brought by Pukke, Baker, and several defaulting Defendants, in order to address issues unique to the receivership. As noted above, counsel also prepared the successful expedited hearing on the settlement with Nunez. During the Final Expense Period, counsel brought its second successful application to extend the terms of the receivership created under various Stipulated Judgments. Barnes & Thornburg prepared and filed the successful sixth fee motion. Finally, Barnes & Thornburg assisted Ferzan in the preparation of a declaration submitted to the Court by the FTC in connection with the disclosure of a potential conflict issue facing Ankura and its suggestions for resolving that conflict.

Counsel also prepared for and appeared at two telephone hearings set by the Court: one in connection with Chadwick's emergency motion for a release of funds and one in connection with a motion for reconsideration regarding the Court's ruling concerning Chadwick's legal representation.

Barnes & Thornburg prepared three subpoenas for records, two of which necessitated several follow-up requests, enabling Robb Evans to continue its forensic analysis and ongoing asset investigation.

Finally, Barnes & Thornburg continued to work with Robb Evans's Belize counsel as necessary with respect to recognition orders and related matters.

Barnes & Thornburg, utilizing its Washington, D.C. office, continued to act as local counsel for Robb Evans through James Van Horn to facilitate the service and filing of pleadings and assist lead counsel as necessary to ensure compliance with local practice and procedure.

C. Transition to Successor Receiver

As with Robb Evans, Barnes & Thornburg worked extensively with Ferzan and his team at Ankura in the final month of Robb Evans's receivership to facilitate the transition from Robb Evans to Ferzan.

IV. **THE FEES AND COSTS OF ROBB EVANS AND ITS COUNSEL ARE REASONABLE AND SHOULD BE PAID AS REQUESTED**

It is a fundamental tenet of receivership law that expenses of administration incurred by the receiver, including those of the receiver, his counsel and others employed by him, constitute priority expenses for which compensation should be paid from the assets of the receivership. As explained in the leading treatise *Clark on Receivers*:

The obligations and expenses, which the court creates in its administration of the property, are necessarily burdens on the property taken possession of, and this, irrespective of the question who may be the ultimate owner, or who may have the preferred lien, or who may invoke the receivership. The appointing court pledges its good faith that all duly authorized obligations incurred during the receivership shall be paid.

2 Clark, Ralph Ewing, *A Treatise on the Law and Practice of Receivers* § 637, p. 1052 (3rd ed. Rev. 1992).

A receiver is an officer of the Court charged with a myriad of duties under the Court's orders, many of which have no relationship to recovery of assets or increasing the funds available for distribution to creditors. Because of the nature of the administrative and other services required in receiverships, the benefit a receiver confers on receivership property cannot be determined based solely on the increase or decrease in the value of property in the receiver's possession. As the Court explained in *Securities and Exchange Commission v. Elliott*, 953 F. 2d 1560, 1577 (11th Cir. 1992):

[I]t is sometimes difficult to ascertain what type of benefits a receiver has bestowed on receivership property [A] benefit to a secured party may take more subtle forms than a bare increase in monetary value. Even though a receiver may not have increased, or prevented a decrease in, the value of the collateral, if a receiver reasonably and diligently discharges his duties, he is entitled to compensation. [Citations omitted.]

Securities and Exchange Commission v. Elliott, 953 F. 2d at 1577.

The Court has broad discretion in determining the reasonableness of fees to be awarded a receiver. See *In re San Vicente Medical Partners Ltd.*, 962 F. 2d 1402, 1409-1410 (9th Cir. 1992). The Court may evaluate the time and effort expended by the receiver with respect to specific projects and aspects of the administration of the estate, and may look to a number of different factors under the case law in approving receiver's and counsel's fees. *In re San Vicente Medical Partners Ltd.*, 962 F. 2d at 1409-1410.

Robb Evans and its professionals have performed extensive and wide-ranging tasks during the Final Expense Period in this complex receivership proceeding. This motion

establishes that Robb Evans, its members, staff and professionals rendered important and necessary services for the receivership estate during the Final Expense Period that were highly beneficial to the estate. Much of the work during the Final Expense Period was, of necessity, not focused on the monetization of receivership assets, but instead was focused on preserving asset value at the Reserve, preparing for implementation of the Redress Plan, and developing strategies for the development of the Reserve. Nevertheless, Robb Evans's services and those of its counsel also led to the collection of \$231,304.46 during the period and has paved the way for the imminent recovery of at least \$7 million for the receivership estate when the Kings Place Property is sold. Robb Evans submits the fees are reasonable in light of the services rendered, and that the fees and expenses requested should be awarded in their entirety. *See Federal Trade Commission v. Capital Acquisitions & Management Corp.*, 2005 U.S. Dist. LEXIS 18504 (N.D. Ill. August 26, 2005). As of December 8, 2021, the Receiver has on hand approximately \$2,190,000 available to pay the fees and costs requested for payment pursuant to this Motion, which sum does not include the \$23 million AIBL settlement payment.

V. THE OMNIBUS RELIEF SOUGHT HEREIN IS APPROPRIATE AND SHOULD BE APPROVED AS REQUESTED

Robb Evans diligently and efficiently fulfilled its fiduciary responsibilities during its near three-year helm of this receivership until the Court appointed Ferzan as successor Receiver. Robb Evans collected funds and monetized assets resulting in a total of \$13,817,679.06 being recovered during its tenure as Receiver, not including anticipated recoveries of at least an additional \$7 million in the immediate future from the sale of the Kings Place Property and not including the \$23 million turned over by AIBL. It faithfully preserved the Reserve and Kanantik as it was required to do, pending the implementation of a redress plan. Robb Evans continues to assist Ferzan in order to make his transition as smooth and efficient as possible in this highly

complicated receivership case. Robb Evans's request that it receive a release as a corollary to the discharge already received pursuant to the Successor Receiver Order is an ordinary and customary request made by a receiver, typically at the end of the case. It is appropriate here because Robb Evans is no longer the receiver and should be afforded the protections and certainty typically afforded a receiver at the end of its engagement. These requests are within the Court's broad supervisory authority over federal equity receiverships. See *Securities and Exchange Commission v. Hardy*, 803 F. 2d 1034 (9th Cir. 1986).

VI. CONCLUSION

Based on the Motion, this Memorandum of Points and Authorities, the supporting declarations of Anita Jen and Gary Owen Caris, along with the exhibits attached thereto, it is respectfully requested that the Court grant the Motion in its entirety.

Dated: December 28, 2021

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& Associates LLC

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
SOUTHERN DIVISION

In re SANCTUARY BELIZE LITIGATION

No: 18-cv-3309-PJM

**DECLARATION OF ANITA JEN IN SUPPORT OF MOTION
FOR ORDER APPROVING AND AUTHORIZING PAYMENT OF ORIGINAL
RECEIVER'S AND PROFESSIONAL'S FEES AND COSTS FROM APRIL 1, 2021
THROUGH OCTOBER 26, 2021 AND FOR RELATED RELIEF**

I, Anita Jen, declare:

1. I am the Chief Financial Officer and a member of Robb Evans & Associates LLC, the original receiver appointed in this matter (“Robb Evans”). In that capacity, I have acted in the role of chief financial officer for the receivership estate created in this litigation matter from the inception of the receivership in November 2018 until Marc-Philip Ferzan of Ankura Consulting Group, LLC’s (“Ferzan”) appointment as successor Receiver on October 26, 2021. Throughout the receivership until Ferzan’s appointment, I have been one of the members of Robb Evans actively involved in the management and administration of the receivership. In this declaration, I refer to “Robb Evans” when discussing its activities and role as Receiver and I refer to Ferzan when discussing his activities and role as successor Receiver or anticipated appointment as successor Receiver. Otherwise, I refer to “Receiver” to mean either Robb Evans or Ferzan as the context requires.

2. Since Ferzan's appointment, Robb Evans has continued to assist Ferzan and his team at Ankura Consulting Group, LLC ("Ankura") in his transition as successor Receiver in this matter. In that regard, since October 26, 2021 and at all relevant times covered by this declaration, I have continued to be the individual primarily responsible for managing the finances and bank accounts for the receivership estate. As of December 13, 2021, Robb Evans continued to maintain all relevant receivership bank accounts for Ferzan in his capacity as successor Receiver, under my supervision, although I anticipate that this arrangement will conclude in the near future as the transition is completed. I have personal knowledge of the matters set forth in this declaration and if I were called upon to testify as to these matters I could and would competently testify thereto based on my personal knowledge.

3. Robb Evans seeks payment of its fees and costs summarized in the Original Receiver Administrative Expenses and Fund Balance spreadsheet ("Financial Summary") attached hereto as Exhibit 1. I was the individual at Robb Evans primarily responsible for preparing the Financial Summary. The fees are set forth in the detailed billing records of Robb Evans, attached collectively hereto as Exhibit 2, for the period from April 1, 2021, through October 26, 2021 ("Final Expense Period"), which is the date of Ferzan's appointment. During the Final Expense Period, Robb Evans incurred fees for its members and staff of \$310,188.60. Robb Evans's costs during the Final Expense Period total \$19,949.11 and are detailed in the Financial Summary.

4. During the Final Expense Period, Robb Evans continued dealing with complex, challenging and time consuming issues related to a host of financial and operational issues facing the Reserve and the lot owners at the Reserve. As shown on the Financial Summary, Exhibit 1 at pages 6-7, over \$1,270,000 was spent on operating and maintaining the Reserve (referred to as

Sanctuary Belize in the Financial Summary) during the Final Expense Period. The issues Robb Evans addressed concerning the Reserve resulted in extensive communications with lot owners, Belize authorities, Robb Evans's counsel in Belize, and its own on-site management.

5. During the Final Expense Period, Robb Evans continued to coordinate the legal installation of new internet connections for lot owners, including coordinating the acquisition and installation of antenna equipment, and adding lot owners to the network. Robb Evans also continued to address issues regarding land tax payments with Belize authorities and lot owners. This resulted in substantial work continuing to review and update a land tax spreadsheet which identified the amount of land taxes owed by each lot owner and the Receivership Entities. Robb Evans addressed issues related to road repairs in Belize. It also addressed licensing and certification issues for the Marina at the Reserve. It regularly communicated with on-site management at the Reserve over these and other issues, including various requests for expenditures. Robb Evans also had regular communications with its counsel in Belize over various management and operational issues. It also communicated extensively with numerous lot purchasers regarding many issues, including the status of their lots, title transfer and ownership, interim plans for the Reserve, the treatment of claims under the FTC's proposed Redress Plan, repair issues, property taxes and development of the Reserve.

6. In anticipation of the entry of an order approving the FTC's proposed Redress Plan which was filed in January 2021 and attached to the FTC's Motion in Support of the Redress Plan and Executive Summary Thereof, Robb Evans continued to take steps to be ready to implement the Redress Plan if approved. Substantial time was spent researching and reviewing the files of the lot purchasers, including both active and inactive lot owner files, and analyzing the amounts paid by these lot purchasers to facilitate the prospective claims process

under the Redress Plan. Robb Evans also updated contact information for lot purchasers to facilitate communications with them concerning the Redress Plan. It also continued to further revise and refine its database of lot purchasers, loan data, potential claim amounts and available lots in anticipation of the implementation of the Redress Plan.

7. Robb Evans also continued to implement strategies for the potential development and/or sale of the Reserve to a third party. Prior to the Final Expense Period, Robb Evans informally engaged the services of a highly qualified consultant with expertise in the region who can identify staffing requirements for large development projects. During the Final Expense Period, Robb Evans communicated with this consultant, keeping him informed as to the status and content of the proposed Redress Plan and discussing the framework for a development proposal, which Robb Evans anticipated using to identify and attract qualified developers.

8. Robb Evans continued to address maintenance and security for the Kanantik property and expend funds necessary to preserve that property. Robb Evans also continued to develop and refine its database pertaining to Kanantik lot owners in order that it could implement the Redress Plan as it pertained to Kanantik and its lot owners. It continued to have numerous communications with Kanantik lot owners to further refine and improve its Kanantik database.

9. Robb Evans, in connection with its counsel, Barnes & Thornburg, continued to preserve the value of and develop strategies to monetize receivership assets, in particular the real property located at 104 Kings Place, Newport Beach, California (“Kings Place Property”). Robb Evans continued to assert control over the Kings Place Property held in the name of the AAC Family HYCET Trust Dated 10/7/15 (“AAC Trust”), but which is specifically identified as an asset of the receivership estate in the TRO and Preliminary Injunction. Pursuant to the Stipulated Order for Final Judgment Against Relief Defendants Angela Chittenden and Beach Bunny

Holdings LLC, the Kings Place Property has become an undisputed asset of the receivership estate. The AAC Trust entered into a post-TRO lease/purchase option agreement on the property with Matthew Nunez (“Nunez”), without the Receiver’s knowledge or permission. Starting in May 2019 and continuing through the Final Expense Period, Nunez made lease and purchase option payments to the Receiver in the total amount of \$1,615,000, of which \$210,000 was paid during the Final Expense Period.

10. During the Final Expense Period, through counsel, Robb Evans engaged in extended settlement negotiations with Nunez resulting in a comprehensive settlement agreement with him. This resulted in Nunez and his family timely vacating the property and enabling the Receiver to retain all of the funds he had paid in lease and option payments, except for one monthly rental payment of \$52,000 and a return of his security deposit. Nunez and his family vacated the property on or about September 30, 2021.

11. In the spring of 2021, Robb Evans determined to begin to take steps to market and sell the Kings Place Property. Robb Evans solicited, received and evaluated six proposals from real estate brokers to list, market and sell the property. Timothy Carr of Villa Real Estate was selected as the listing broker. Robb Evans worked closely with Carr to set a listing price. Robb Evans also worked closely with Carr in evaluating the two written offers received on the property and developing counteroffer strategies. This led to obtaining a successful purchase agreement for \$13,830,000 for the Kings Place Property, subject to an overbid session. No overbidders have qualified, so no overbidding session is necessary and it is anticipated that the sale will be consummated at \$13,830,000. Robb Evans worked with Carr in drafting a final sale agreement. It assisted its counsel in providing the necessary information which led to the successful motion to approve and confirm the sale and establish overbidding and notice

procedures. Sale of the property is anticipated to be completed within the next 30 days, which should result in net proceeds for the estate in excess of \$7 million.

12. During the Final Expense Period, Robb Evans, in conjunction with its counsel, has addressed potential claims against third parties. This includes work resulting in the lawsuit brought against Jorge Diaz-Cueto and Bella Mar Estates, Ltd. Robb Evans also undertook accounting reconstructions in order to determine if receivership assets were being held by third parties or if further investigation was warranted in that regard. Robb Evans also coordinated with its counsel in developing document production requests resulting in subpoenas geared to possible recovery against other third parties believed to potentially hold receivership assets.

13. Robb Evans also prepared the financial materials provided to the Court in connection with its sixth fee application. It also continued to handle traditional receivership operational matters, including maintaining and updating the accounting and financial records of the receivership estate, utilizing and overseeing vendors to preserve and maintain receivership assets, and processing payables.

14. Finally, in the latter part of the Final Expense Period, Robb Evans took steps to assist Ferzan and his team at Ankura in connection with the transition to the successor Receiver, in anticipation of the entry of an order granting the FTC's motion to appoint Ferzan.

15. Despite the wide-ranging and complex nature of this receivership, Robb Evans's work has been valuable and cost-effective. Robb Evans collected \$231,304.46 during the Final Expense Period and as a result of its work, the Receiver is poised to recover at least \$7 million in the immediate future as a result of the sale of the Kings Place Property. It should be noted that the bulk of the work which Robb Evans performed during this period of time was not focused on

the immediate liquidation of receivership assets but rather on longer-term issues pertaining to the management, preservation and development of the Reserve and Kanantik.

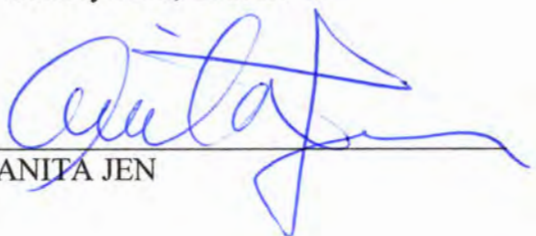
16. The billing rates charged by Robb Evans in this case reflected in the billing records filed in support of the Motion are discounted by 10% from the rates charged by Robb Evans in private sector cases as of the time of Robb Evans's appointment in 2018.

17. As the Chief Financial Officer of Robb Evans, I am familiar with the methods and procedures used by the Receiver and its members, staff and employees to record the time spent rendering services to receivership estates over which Robb Evans has been appointed. The records attached hereto as Exhibit 2 are regularly prepared by the members, staff and employees of Robb Evans at or about the time of the services rendered and each of whom has a business duty to accurately record the information regarding their services set forth in these records. Brick Kane or I reviewed those records. They are summarized in the Financial Summary, Exhibit 1 attached hereto. Based on my experience with Robb Evans, I believe its methods and procedures for recording and accounting for time and services for the receivership estates over which Robb Evans has been appointed are reliable and accurate.

18. I have worked for over 20 years with Robb Evans and have been directly involved in the management and administration of over 90 federal equity receivership matters. Based on my experience, I believe the rates and amounts charged by Robb Evans for the services rendered during the Final Expense Period are reasonable and appropriate based on the nature of the

services rendered, the quality and amount of services provided, the complexity of this receivership estate and issues involved and other factors under the circumstances.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on December 23 2021 at Monterey Park, California.



ANITA JEN

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EXHIBIT 1

Robb Evans & Associates LLC, Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

	Previously Reported and Approved	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 1 - 26, 21	4/1/2021~ 10/26/21	TOTAL
Corporate/Defendants' Assets										
Funds Turned Over										
2729 Bristol LLC	3,729.22	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,729.22
3905 Marcus LLC	1,742.51	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,742.51
Belize Real Estate Affiliates	94.55	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	94.55
Buy International Inc	71,155.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	71,155.69
Cortez Properties LLC	21,290.93	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,290.93
Eco Future Belize Ltd	21,134.52	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,134.52
Eco Futures Development	286,935.30	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	286,935.30
Eco Futures Management Co. Ltd	1,576.15	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,576.15
Foundations Partners	67,559.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	67,559.34
Global Property Alliance Inc.	252,537.72	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	252,537.72
Newport Land Group LLC	3,757,345.09	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,757,345.09
Office & Petty Cash	1,527.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,527.38
Power Haus Marketing	42,141.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	42,141.82
Prodigy Management Group	0.32	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.32
Sanctuary Belize POA	347,347.56	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	347,347.56
Southern Belize Realty LLC	4.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4.50
Total Funds Turned Over	4,876,122.60	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,876,122.60
Other Funds Collected										
104 Kings Place Rent	1,405,000.00	52,500.00	52,500.00	0.00	105,000.00	0.00	0.00	0.00	210,000.00	1,615,000.00
2729 Bristol St Settlement	320,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	320,000.00
AAC Family HYCET Trust	197,772.23	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	197,772.23
Biltong Brand, LLC	2,592.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,592.00
Foundation Partners	8,452.17	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,452.17
Irvine Office Auction Proceeds	9,659.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,659.69
Lessor Refund	16,066.21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,066.21
Santos Properties										
1807 Coastal Way Rent	9,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,000.00
14070 Falling Leaf Rd. Rent	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,400.00
17085 Birch Hill Rd. Rent	14,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,000.00
L. Nobmann Settlement	350,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	350,000.00
Total Santos Properties	375,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	375,400.00
Sale - 1833 Port Barsmouth	862,413.63	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	862,413.63
Sale - 3905 Marcus Ave.	512,215.37	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	512,215.37
Total Other Funds Collected	3,709,571.30	52,500.00	52,500.00	0.00	105,000.00	0.00	0.00	0.00	210,000.00	3,919,571.30
Total Corporate/Defendants' Assets	8,585,693.90	52,500.00	52,500.00	0.00	105,000.00	0.00	0.00	0.00	210,000.00	8,795,693.90

Robb Evans & Associates LLC, Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

	Previously Reported and Approved	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 1 - 26, 21	4/1/2021~ 10/26/21	TOTAL
Relief Defendants' Assets										
A. Chittenden	150,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	150,000.00
Beach Bunny Holdings LLC	115,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	115,000.00
John Vipulis	4,112,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,112,000.00
Total Relief Defendants' Assets	4,377,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,377,000.00
Other Collections										
Corporate Tax Refunds	2,410.13	0.00	0.00	0.00	1,108.72	0.00	0.00	0.00	1,108.72	3,518.85
G. Barienbrock Family Trust	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
Interest Income	42,080.45	678.76	686.60	669.65	675.05	675.66	275.05	57.60	3,718.37	45,798.82
Online Wedding Solutions Inc.	176,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	176,000.00
Mango Springs Development LLC	18,616.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,616.36
Misc. Refunds	5,669.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,669.86
Remote.com Inc.	150,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	150,000.00
UNITED Check Card Refunds	451.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	451.00
Total Other Collections	495,227.80	678.76	686.60	669.65	1,783.77	675.66	275.05	57.60	4,827.09	500,054.89
Sanctuary Belize- Misc Col										
Beach Club Funds Received	2,172.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,172.41
Boat Charter Fees	2,550.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,550.00
Marina Sales & Docking Services	85,059.73	3,557.37	2,570.34	3,299.00	2,635.50	295.16	269.87	2,021.60	14,648.84	99,708.57
Collection for Logs/Materials	7,125.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,125.00
Equipment Rental	1,668.75	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,668.75
Horse Back Riding Fees	445.80	0.00	90.00	0.00	0.00	0.00	30.00	0.00	120.00	565.80
Laundry Coin Collected	189.00	0.00	0.00	0.00	0.00	0.00	28.00	0.00	28.00	217.00
Miscellaneous	7,551.32	250.05	0.00	0.00	0.00	250.00	0.00	0.00	500.05	8,051.37
Rent Collections										
Gas Station Rental	2,100.00	0.00	0.00	0.00	500.00	0.00	0.00	0.00	500.00	2,600.00
Bill Allen Rent	4,975.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,975.00
Lombok Villa Rent	3,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,800.00
Waimea Villa Rent	3,070.32	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,070.32
Visitor Rent	5,462.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,462.50
Total Rent Collections	19,407.82	0.00	0.00	0.00	500.00	0.00	0.00	0.00	500.00	19,907.82
Sale of Horses										
Sale of Horses	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,000.00
Vehicle Cleaning Fees	75.00	20.00	0.00	0.00	0.00	0.00	0.00	0.00	20.00	95.00
Vehicle & Equipment Repairs	1,208.07	135.48	0.00	0.00	0.00	410.00	50.00	65.00	660.48	1,868.55
Total Sanctuary Belize- Misc Col	128,452.90	3,962.90	2,660.34	3,299.00	3,135.50	955.16	377.87	2,086.60	16,477.37	144,930.27
Total Funds Collected	13,586,374.60	57,141.66	55,846.94	3,968.65	109,919.27	1,630.82	652.92	2,144.20	231,304.46	13,817,679.06

Robb Evans & Associates LLC, Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

	Previously Reported and Approved	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 1 - 26, 21	4/1/2021~ 10/26/21	TOTAL
Expenses										
Corporate Entity Expenses										
Buy Belize International Inc.										
IRA Contributions	259.87	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	259.87
Total Buy Belize International Inc.	259.87	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	259.87
Buy Belize LLC										
Corporation Taxes	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,600.00
PTO/Sick Pay	3,403.80	0.00	0.00	0.00	(3,403.80)	0.00	0.00	0.00	(3,403.80)	0.00
Total Buy Belize LLC	5,003.80	0.00	0.00	0.00	(3,403.80)	0.00	0.00	0.00	(3,403.80)	1,600.00
Buy International Inc.										
Corporation Taxes	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,600.00
Payroll Earnings	53,443.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	53,443.38
PTO/Sick Pay	20,735.46	0.00	0.00	0.00	(5,096.75)	0.00	0.00	0.00	(5,096.75)	15,638.71
Total Buy International Inc.	75,778.84	0.00	0.00	0.00	(5,096.75)	0.00	0.00	0.00	(5,096.75)	70,682.09
Eco Futures Development										
Corporation Taxes	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,600.00
Payroll Earnings	1,626.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,626.00
PTO/Sick Pay	1,846.08	0.00	0.00	0.00	(1,846.08)	0.00	0.00	0.00	(1,846.08)	0.00
Total Eco Futures Development	5,072.08	0.00	0.00	0.00	(1,846.08)	0.00	0.00	0.00	(1,846.08)	3,226.00
Global Property Alliance Inc.										
Corporation Taxes	1,850.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,850.00
Total Global Property Alliance Inc.	1,850.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,850.00
Power Haus Marketing										
Corporation Taxes	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,100.00
Total Power Haus Marketing	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,100.00
Total Corporate Entity Expenses	90,064.59	0.00	0.00	0.00	(10,346.63)	0.00	0.00	0.00	(10,346.63)	79,717.96
Court Approved Legal Fees for P. Baker	20,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,000.00
Court Approved Trial Allowance	15,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,000.00
Payroll Processing Fees	951.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	951.31
Property Expenses										
104 Kings Place										
Appraisal Fees	3,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,700.00
Litigation Guarantee Costs	1,151.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,151.00
Mortgage Payments	1,021,487.78	36,737.54	36,737.54	36,192.34	36,188.56	36,192.34	30,089.21	5,877.48	218,015.01	1,239,502.79

Robb Evans & Associates L.L.C. Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

	Previously Reported and Approved	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 1 - 26, 21	4/1/2021~ 10/26/21	TOTAL
Property Insurance Premiums	11,555.91	1,668.50	1,724.11	1,898.64	2,063.84	0.00	2,063.84	1,997.26	11,416.19	22,972.10
Property Taxes	346.20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	346.20
Repairs & Maintenance										
Insurance Funded Expenses	1,400.33	(3,644.95)	0.00	8,525.00	0.00	0.00	(1,920.00)	0.00	2,960.05	4,360.38
Repairs & Maintenance	77,671.83	0.00	0.00	0.00	0.00	0.00	0.00	10,545.69	10,545.69	88,217.52
Total Repairs & Maintenance	79,072.16	(3,644.95)	0.00	8,525.00	0.00	0.00	(1,920.00)	10,545.69	13,505.74	92,577.90
Settlement with M. Nunez	0.00	0.00	0.00	0.00	0.00	0.00	0.00	73,818.00	73,818.00	73,818.00
Total 104 Kings Place	1,117,313.05	34,761.09	38,461.65	46,615.98	38,252.40	36,192.34	30,233.05	92,238.43	316,754.94	1,434,067.99
1828 Jamaica Rd., Costa Mesa,CA										
Insurance Premiums	0.00	484.11	789.86	764.39	789.86	0.00	789.86	764.39	4,382.47	4,382.47
Other	0.00	0.00	3,752.04	0.00	0.00	1,505.00	0.00	0.00	5,257.04	5,257.04
Total 1828 Jamaica Rd., Costa Mesa,CA	0.00	484.11	4,541.90	764.39	789.86	1,505.00	789.86	764.39	9,639.51	9,639.51
1833 Port Barmouth Place										
Appraisal Fees	1,750.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,750.00
Electricity	1,358.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,358.50
Gardening	550.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	550.00
Litigation Guarantee Costs	1,151.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,151.00
Mortgage Payments	97,300.53	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	97,300.53
Natural Gas	221.17	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	221.17
Pool Maintenance	722.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	722.50
Property Insurance Premiums	186.32	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	186.32
Water/Sewer	565.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	565.36
Total 1833 Port Barmouth Place	103,805.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	103,805.38
2729 Bristol St. Office										
Appraisal Fees	1,970.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,970.00
Electricity	12,105.96	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,105.96
Landscaping Services	7,932.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,932.14
Litigation Guarantee Costs	1,151.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,151.00
Property Insurance	94,394.52	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	94,394.52
Repairs & Maintenance	7,012.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,012.34
Secured Property Taxes	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Security Patrol Services	11,570.70	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,570.70
Water	4,463.90	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,463.90
Total 2729 Bristol St. Office	140,600.56	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	140,600.56
3905 Marcus Ave.										
Appraisal Fees	2,450.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,450.00
Electricity	60.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	60.31

Robb Evans & Associates LLC, Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

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Legal Fees	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	400.00
Litigation Guarantee Costs	1,151.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,151.00
Moving Expenses	2,740.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,740.01
Property Insurance Premiums	3,285.29	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,285.29
Repairs & Maintenance	145.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	145.26
Water	431.98	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	431.98
Total 3905 Marcus Ave.	10,663.85	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,663.85
7862 Chase Avenue										
Property Insurance Premiums	330.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	330.69
Total 7862 Chase Avenue	330.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	330.69
Santos Properties										
460 Lindberg Circle										
Notary Fees	60.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	60.00
Property Insurance Premiums	654.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	654.14
Total 460 Lindberg Circle	714.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	714.14
1807 Coastal Way										
Mortgage Payments	8,838.24	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,838.24
Property Insurance Premiums	1,011.59	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,011.59
Total 1807 Coastal Way	9,849.83	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,849.83
14070 Falling Leaf Rd.										
Mortgage Payments	2,307.66	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,307.66
Property Insurance Premiums	324.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	324.48
Total 14070 Falling Leaf Rd.	2,632.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,632.14
17085 Birch Hill Rd.										
Mortgage Payments	9,233.24	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,233.24
Property Insurance Premiums	1,272.22	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,272.22
Total 17085 Birch Hill Rd.	10,505.46	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,505.46
Total Santos Properties	23,701.57	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,701.57
Kanantik Expenses										
Bank Fees	75.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	75.00
Electricity	185.00	0.00	0.00	0.00	15,034.99	699.11	1,305.58	0.00	17,039.68	17,224.68
Employee/Employer Taxes	2,490.55	972.00	1,218.26	1,603.26	1,097.69	2,842.49	1,293.91	0.00	9,027.61	11,518.16
Equipment Parts & Maintenance	891.91	141.87	25.11	407.80	1,748.60	367.87	162.99	0.00	2,854.24	3,746.15
Gas, Diesel and Butane	891.78	300.00	763.67	649.55	548.33	1,037.34	468.01	282.22	4,049.12	4,940.90
General Liability Insurance	0.00	0.00	0.00	0.00	31,475.00	0.00	0.00	0.00	31,475.00	31,475.00

Robb Evans & Associates LLC Original Receiver of Ecological Fox LLC et al. QSE
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Legal Fees & Costs	8,957.82	0.00	21,181.13	0.00	0.00	0.00	0.00	0.00	21,181.13	30,138.95
Maintenance & Supplies	4,554.30	1,543.51	35.89	1,715.32	1,509.36	3,105.58	1,639.04	1,500.00	11,048.70	15,603.00
Mango Springs Development LLC	18,616.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,616.36
Meals & Food Supplies	1,858.55	386.58	457.36	675.41	621.86	1,112.88	640.09	385.06	4,279.24	6,137.79
Net Payroll Expenses	91,608.69	8,849.96	8,547.46	9,290.17	9,920.44	14,688.77	9,257.70	5,115.78	65,670.28	157,278.97
Office Supplies	0.00	0.00	0.00	86.12	3.25	0.00	0.00	0.00	89.37	89.37
PO Box Rental	0.00	0.00	32.50	0.00	0.00	0.00	0.00	0.00	32.50	32.50
Telephone	0.00	0.00	0.00	50.00	0.00	0.00	0.00	0.00	50.00	50.00
Vehicle License & Insurance	433.50	0.00	148.00	0.00	0.00	0.00	0.00	0.00	148.00	581.50
Total Kanantik Expenses	130,563.46	12,193.92	32,409.38	14,477.63	61,959.52	23,854.04	14,767.32	7,283.06	166,944.87	297,508.33
Sanctuary Belize										
Annual Station Licenses	1,375.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,375.00
Bank Fees	2,929.03	0.00	465.60	5,014.20	56.00	66.00	132.00	0.00	5,733.80	8,662.83
Boarding Fees	725.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	725.00
Conservation Mgmt Fees	52,535.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	52,535.00
Consumer Committee Expenses	20,700.37	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,700.37
Customs Extensions Paid	2,772.50	100.00	0.00	0.00	0.00	0.00	0.00	0.00	100.00	2,872.50
Electricity	250,693.25	6,395.97	6,618.33	0.00	14,039.50	6,158.70	6,655.32	6,195.77	46,063.59	296,756.84
Employee Relations	18,646.81	0.00	0.00	0.00	0.00	58.50	0.00	0.00	58.50	18,705.31
Equipment	117,522.87	833.51	113.07	11,897.36	1,671.12	4,175.24	1,909.50	87.50	20,687.30	138,210.17
Equipment Maintenance	34,664.73	1,886.32	672.17	179.00	367.50	922.50	1,357.02	286.99	5,671.50	40,336.23
Equipment Parts & Supplies	229,595.44	8,348.31	139.49	22,246.90	15,615.38	1,351.60	7,248.55	9,207.65	64,157.88	293,753.32
Equipment Transport & Shipping	9,386.90	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,386.90
Gasoline and Diesel	218,195.59	16,453.08	44.97	14,611.35	10,768.02	0.00	15,016.26	15,103.21	71,996.89	290,192.48
General Liability Insurance	104,225.00	0.00	0.00	0.00	0.00	0.00	57,287.50	0.00	57,287.50	161,512.50
General Maintenance & Supplies	344,510.26	4,355.22	7,488.82	8,458.41	60,963.47	4,391.20	14,272.93	5,112.63	105,042.68	449,552.94
Government of Belize Taxes	375,304.25	13,093.11	11,445.49	85,984.80	10,689.19	10,987.58	14,794.04	11,531.12	158,525.33	533,829.58
Horse & Dog Feed and Supplies	4,073.41	0.00	1,038.97	0.00	1,505.86	0.00	687.85	835.03	4,067.71	8,141.12
Internet & Phones	78,108.00	78.13	2,427.46	2,954.94	1,318.76	1,576.85	1,451.33	1,432.12	11,239.59	89,347.59
Land & Lot Surveying	15,768.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	600.00	16,368.00
Land Tax Statement Preparation	2,855.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,855.00
Legal Fees & Costs	198,990.96	0.00	42,875.00	11,812.50	3,937.50	0.00	7,875.00	16,200.00	82,700.00	281,690.96
License & Registration	22,271.08	37.50	0.00	520.00	472.50	200.00	181.25	6.25	1,417.50	23,688.58
Meal & Trip Allowances	3,915.83	93.93	75.00	275.00	225.00	128.00	45.00	5.00	846.93	4,762.76
Miscellaneous	2,077.49	0.00	67.00	0.00	0.00	0.00	0.00	0.00	67.00	2,144.49
Office & Misc Supplies	17,173.28	91.39	67.00	4,397.29	451.47	783.84	135.35	1,913.19	7,839.53	25,012.81
Pool Supplies & Maintenance	26,130.60	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,130.60
Postage & Delivery Charges	3,608.85	500.55	210.99	238.31	149.68	0.00	0.00	0.00	1,099.53	4,708.38
Post Office Box rental	120.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	120.00
Security Patrol & Training	910.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	910.50
Staff & Management Fees	2,072,749.37	83,118.31	83,342.80	78,413.05	79,144.13	125,012.05	83,985.75	81,857.26	614,873.35	2,687,622.72

Robb Evans & Associates LLC Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

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Title Investigation	1,650.00	0.00	3,907.50	0.00	0.00	0.00	1,619.10	0.00	5,526.60	7,176.60
Vehicle/Motorcycle Fleet Insurance	12,554.17	7,620.25	0.00	185.00	0.00	0.00	0.00	0.00	7,805.25	20,359.42
Veterinary Services	2,275.80	0.00	223.88	0.00	0.00	301.50	0.00	0.00	525.38	2,801.18
Water Quality Testing	4,751.76	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,751.76
Total Sanctuary Belize	4,253,766.10	143,605.58	161,223.54	247,188.11	201,375.08	156,113.56	214,653.75	149,773.72	1,273,933.34	5,527,699.44
Total Property Expenses	5,780,744.66	191,044.70	236,636.47	309,046.11	302,376.86	217,664.94	260,443.98	250,059.60	1,767,272.66	7,548,017.32
Receiver Fees & Expenses										
Receiver Fees										
R. Evans	1,071.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,071.00
B. Kane	326,883.60	3,556.80	2,941.20	6,976.80	3,625.20	3,283.20	68.40	0.00	20,451.60	347,335.20
V. Miller	503,218.80	4,822.20	5,677.20	3,659.40	4,719.60	2,633.40	7,900.20	14,295.60	43,707.60	546,926.40
K. Johnson	110,265.75	2,020.05	2,562.75	3,316.50	2,743.65	4,009.95	5,396.85	3,376.80	23,426.55	133,692.30
S. Krishnan	15,697.80	136.80	0.00	0.00	0.00	0.00	0.00	1,641.60	1,778.40	17,476.20
A. Jen	218,298.60	1,368.00	1,983.60	1,846.80	1,573.20	2,086.20	444.60	2,565.00	11,867.40	230,166.00
M. Lin	109,866.60	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	109,866.60
T. Chung	322,846.20	22,341.15	2,050.20	7,175.70	12,240.90	25,597.35	31,325.85	11,698.20	112,429.35	435,275.55
F. Jen	134,469.00	4,432.05	452.25	482.40	1,025.10	4,552.65	13,899.15	301.50	25,145.10	159,614.10
C. Callahan	47,452.50	1,170.00	45.00	675.00	877.50	4,365.00	1,057.50	180.00	8,370.00	55,822.50
H. Jen	320,598.00	12,555.00	5,359.50	2,025.00	1,390.50	1,998.00	6,898.50	5,157.00	35,383.50	355,981.50
C. DeCius	124,379.55	3,353.40	4,252.50	3,499.20	2,065.50	6,852.60	4,349.70	3,256.20	27,629.10	152,008.65
J. Dadbin	27,232.20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,232.20
Support Staff	6,777.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,777.00
Total Receiver Fees	2,269,056.60	55,755.45	25,324.20	29,656.80	30,261.15	55,378.35	71,340.75	42,471.90	310,188.60	2,579,245.20
Receiver Expenses										
Asset & Investigative Searches	3,514.58	295.14	322.22	0.00	0.00	0.00	0.00	0.00	617.36	4,131.94
Bank Fees	326.00	0.00	0.00	0.00	0.00	0.00	0.00	290.82	290.82	616.82
Document Reproduction	17,796.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,796.50
External Storage Device	1,495.19	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,495.19
Locksmith Services	2,872.91	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,872.91
Office Moving Expenses	585.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	585.00
Office Supplies	837.43	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	837.43
Parking & Tolls	647.15	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	647.15
Postage & Delivery	5,727.62	199.04	56.40	42.94	6.48	3.06	66.99	284.24	659.15	6,386.77
Security Guard	1,900.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,900.80
Software Licenses	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	400.00	400.00	2,000.00
Storage Unit Rent	10,594.33	370.00	370.00	370.00	388.00	379.00	379.00	0.00	2,256.00	12,850.33
Tax Return Preparation	33,251.38	0.00	0.00	0.00	0.00	0.00	11,227.00	0.00	11,227.00	44,478.38
Travel Expenses	44,892.35	0.00	0.00	1,995.73	0.00	0.00	0.00	0.00	1,995.73	46,888.08

Robb Evans & Associates LLC, Original Receiver of Ecological Fox LLC et al. QSE
Original Receiver Administrative Expenses and Fund Balance

From Inception (November 8, 2018) to October 26, 2021

	Previously Reported and Approved	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 1 - 26, 21	4/1/2021~ 10/26/21	TOTAL
Website Support	8,211.05	31.05	1,902.00	0.00	42.00	66.00	0.00	462.00	2,503.05	10,714.10
Total Receiver Expenses	134,252.29	895.23	2,650.62	2,408.67	436.48	448.06	11,672.99	1,437.06	19,949.11	154,201.40
Legal Fees & Costs										
Barnes & Thornburg LLP										
Legal Fees	1,304,959.75	38,357.00	21,880.70	42,636.65	44,198.05	37,830.25	40,973.65	31,521.95	257,398.25	1,562,358.00
Legal Costs	48,047.54	414.14	39.40	511.58	85.64	600.73	417.40	26.45	2,095.34	50,142.88
Total Barnes & Thornburg LLP	1,353,007.29	38,771.14	21,920.10	43,148.23	44,283.69	38,430.98	41,391.05	31,548.40	259,493.59	1,612,500.88
Total Legal Fees & Costs	1,353,007.29	38,771.14	21,920.10	43,148.23	44,283.69	38,430.98	41,391.05	31,548.40	259,493.59	1,612,500.88
Total Receiver Fees & Expenses	3,756,316.18	95,421.82	49,894.92	75,213.70	74,981.32	94,257.39	124,404.79	75,457.36	589,631.30	4,345,947.48
Total Expenses	9,663,076.74	286,466.52	286,531.39	384,259.81	367,011.55	311,922.33	384,848.77	325,516.96	2,346,557.33	12,009,634.07
Fund Balance	3,923,297.86									1,808,044.99
Defendant's Funds Held by the Receiver										
Atlantic International Bank Ltd	23,000,000.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,000,000.06
Total Defendant's Funds Held by the Receiver	23,000,000.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,000,000.06

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
SOUTHERN DIVISION

In re SANCTUARY BELIZE LITIGATION

No: 18-cv-3309-PJM

**DECLARATION OF GARY OWEN CARIS IN SUPPORT OF MOTION
FOR ORDER APPROVING AND AUTHORIZING PAYMENT OF ORIGINAL
RECEIVER'S AND PROFESSIONAL'S FEES AND COSTS FROM APRIL 1, 2021
THROUGH OCTOBER 26, 2021 AND FOR RELATED RELIEF**

I, Gary Owen Caris, declare:

1. I am an attorney at law duly licensed to practice before all courts of the State of California and admitted *pro hac vice* before this Court in this matter. Since the inception of the receivership estate, I have been the attorney at Barnes & Thornburg LLP (“Barnes & Thornburg”) primarily responsible for representing the original Receiver, Robb Evans & Associates LLC (“Robb Evans”), on this matter and its lead counsel. My partner, James E. Van Horn, resident in Barnes & Thornburg’s Washington D.C. office and admitted to practice in the courts of Maryland and the United States District Court for the District of Maryland, has been responsible for acting as Robb Evans’s local counsel on this matter. Since the appointment of Marc-Philip Ferzan of Ankura Consulting Group, LLC (“Ferzan”) as successor Receiver, Barnes & Thornburg has continued to act as counsel for Ferzan as successor receiver, and I have continued to act as lead counsel for Ferzan as successor Receiver. I also continue to represent Robb Evans during this transition period. In this declaration, I refer to “Robb Evans” when discussing its activities and role as Receiver and I refer to Ferzan when discussing his activities

and role as successor Receiver or anticipated appointment as successor Receiver. Otherwise, I refer to “Receiver” to mean either Robb Evans or Ferzan as the context requires. I have personal knowledge of the matters set forth in this declaration and if I were called upon to testify as to these matters I could and would competently testify thereto.

2. Attached collectively hereto as Exhibit 1 are copies of the billing records for the attorneys and paralegals at Barnes & Thornburg who performed work on this matter during the period from the April 1, 2021, through October 26, 2021 (“Final Expense Period”). During the Final Expense Period, Robb Evans incurred fees to Barnes & Thornburg of \$257,398.25 and costs of \$2,095.34, for a total of \$259,493.59. The billing records attached as Exhibit 1 itemize and detail the hours spent and the work performed by those attorneys and paralegals rendering services on this matter. The time records attached hereto as Exhibit 1, as well as the time records for Robb Evans which accompany Anita Jen’s declaration, have been redacted by me where appropriate to preserve descriptions containing confidential, sensitive, tactical, strategic, attorney-client privileged and/or work-product information. It is especially important not to disclose sensitive and strategic information concerning the Receiver’s work while the Receiver and its counsel are still developing asset recovery strategies and are engaged in various disputes with third parties.

3. During the Final Expense Period, Barnes & Thornburg was actively involved in addressing numerous issues pertaining to the property at 104 Kings Place, Newport Beach, California (“Kings Place Property”) and which has led to the impending sale of that asset. I had many communications with lessee Matthew Nunez’s (“Nunez”) third set of lawyers during the Final Expense Period to ensure Nunez timely paid rent under the lease agreement. I engaged in protracted settlement negotiations, which ultimately led to the consummation of a highly

beneficial settlement agreement with Nunez, resulting in Nunez and his family timely vacating the Kings Place Property on September 30, 2021 and Robb Evans's retention of virtually all money paid to it in lease and option payments by Nunez during the receivership. As a result of these efforts, additional rental payments of \$210,000 were collected from Nunez by Robb Evans during the Final Expense Period, while only one rental payment was returned to him along with his security deposit in exchange for Nunez's release of all claims and his agreement not to seek to acquire the Kings Place Property or impede Robb Evans's efforts to sell the property. During the Final Expense Period, Barnes & Thornburg also prepared the successful motion to expedite approval of the settlement agreement with Nunez. All of this paved the way for Robb Evans to facilitate the marketing and sale of the Kings Place Property at a highly beneficial price and well in excess of any amounts Nunez ever discussed paying for the property with Robb Evans.

4. During the Final Expense Period, counsel continued to address the finalization of repairs in connection with slope and drainage issues pertaining to the Kings Place Property. Barnes & Thornburg also addressed issues pertaining to a reciprocal easement for water drainage and prepared an interim agreement with the other party to the reciprocal easement, along with a proposed amendment to the reciprocal easement, which facilitated the installation of a fence to prevent trespass onto the Kings Place Property.

5. During the earlier expense periods, the FTC took the lead in negotiating settlements with two creditors of the Reserve and Kanantik, Gordon Barienbrock ("Barienbrock") and Violette Mathis ("Mathis"). Mathis also held several ownership interests in Kanantik-related companies. Much of Barienbrock's interests are held in his family trust. Much of Mathis's interests are held in her family trust or CVM Corporation, wholly owned by the family trust. Both settlements were completed in March 2020, and a motion to approve the

Barienbrock and Mathis settlements was prepared and filed in April 2020. The Court granted the settlement motion in November 2020, during the Sixth Expense Period. Since that time, the Receiver's counsel has taken steps to implement the terms of the settlement agreements. Barnes & Thornburg prepared documentation to facilitate the formal transfer of Barienbrock's promissory note executed by Luke Chadwick ("Chadwick") and secured by Chadwick's real property in Costa Mesa, California, which was assigned to the Receiver under the Barienbrock settlement. During the Final Expense Period, counsel assisted Robb Evans and its foreclosure trustee in commencing foreclosure proceedings under private power of sale against Chadwick's property pursuant to applicable California law. A Notice of Default was filed against the Chadwick property during the Final Expense Period on May 11, 2021. This began the foreclosure process, which paved the way for the Receiver to either be paid off on the unpaid balance of the loan, which exceeds \$1.2 million, by a third party bidder or enable the Receiver to acquire the property at a foreclosure sale in satisfaction of the promissory note. Counsel also began to prepare to oppose a threatened and improper legal action by Chadwick through his California counsel to seek to obtain a temporary restraining order against the foreclosure sale. This impending foreclosure sale led to the renewal of settlement negotiations between the FTC and Chadwick. Barnes & Thornburg worked with its foreclosure trustee to postpone the foreclosure sale on numerous occasions while the parties discussed settlement. Robb Evans is advised that a settlement in principal has been reached between the FTC and Chadwick, subject to final FTC approval.

6. During the Final Expense Period, Barnes & Thornburg finalized and filed its lawsuit seeking the return of \$1,065,000 from Jorge Diaz-Cueto and Bella Mar Estates, Ltd. Service was effectuated, however the defendants disputed the effectiveness of service. Barnes &

Thornburg reached an agreement with the defendants regarding the sufficiency of service by means of a stipulated waiver of service of summons and complaint. After the Final Expense Period, a motion to dismiss was filed. Opposition to the motion to dismiss is due in late January 2022 pursuant to a stipulated Order.

7. Barnes & Thornburg filed many various pleadings during the Final Expense Period. It filed a brief addressing the purported impact of the *AMG* decision on the FTC's pending redress plan. It worked with Robb Evans in preparing an opposition and supporting declaration to Chadwick's unsuccessful motion for release of receivership funds for attorneys' fees. Barnes & Thornburg also prepared an opposition and supporting declarations in response to Chadwick's unsuccessful renewed emergency motion for immediate release of receivership funds. Barnes & Thornburg filed a successful motion in the Fourth Circuit for leave to be able to file a separate brief as an appellee in connection with the consolidated appeals brought by Pukke, Baker, and several defaulting Defendants, in order to address issues unique to the receivership. As noted above, counsel also prepared the successful expedited hearing on the settlement with Nunez. During the Final Expense Period, counsel brought its second successful application to extend the terms of the receivership created under various Stipulated Judgments. Barnes & Thornburg prepared and filed the successful sixth fee motion. Finally, Barnes & Thornburg assisted Ferzan in the preparation of a declaration submitted to the Court by the FTC in connection with the disclosure of a potential conflict issue facing Ankura and its suggestions for resolving that conflict.

8. Counsel also prepared for and appeared at two telephone hearings set by the Court: one in connection with Chadwick's emergency motion for a release of funds and one in connection with a motion for reconsideration regarding the Court's ruling concerning

Chadwick's legal representation.

9. Barnes & Thornburg prepared three subpoenas for records, two of which necessitated several follow-up requests, enabling Robb Evans to continue its forensic analysis and ongoing asset investigation.

10. Finally, Barnes & Thornburg continued to work with Robb Evans's Belize counsel as necessary with respect to recognition orders and related matters.

11. Barnes & Thornburg, utilizing its Washington, D.C. office, continued to act as local counsel for Robb Evans through James Van Horn to facilitate the service and filing of pleadings and assist me as necessary to ensure compliance with local practice and procedure.

12. As with Robb Evans, Barnes & Thornburg worked extensively with Ferzan and his team at Ankura Consulting Group, LLC in the final month of Robb Evans's receivership to facilitate the transition from Robb Evans to Ferzan.

13. As a partner at Barnes & Thornburg, I am familiar with the methods and procedures used to create, record and maintain billing records for clients of the firm. The billing records collectively attached hereto as Exhibit 1 are prepared from computerized time records prepared contemporaneously with the services rendered by each attorney and paralegal billing time to the matter. These computerized records are prepared in the ordinary course of business by the attorneys and paralegals employed by the firm who have a business duty to accurately record their time spent and services rendered on the matters on which they perform work. The time records are transferred into computerized billing programs that generate monthly invoices under the supervision of the accounting department of the firm. Based upon my experience at Barnes & Thornburg, I believe the methods and procedures used for recording and accounting for time and services for our clients are reliable and accurate.

14. The fees charged by Barnes & Thornburg on this matter reflect at least a 10% discount off of the standard hourly billing rates charged by the firm in 2018 for lawyers and paralegals who worked on this matter. The firm's rates will not be raised during this engagement from those discounted 2018 rates.

15. I have more than 42 years' experience as a business and commercial litigator and I also have extensive experience as a bankruptcy attorney representing creditors in Chapter 11 and Chapter 7 cases. For more than 20 years, I have also specialized in representing receivers in federal equity receiverships and have done so in more than 45 equity receiverships. I believe the rates and amounts incurred by Robb Evans to Barnes & Thornburg for the services rendered during the Final Expense Period are reasonable and appropriate based on the nature of the services rendered, the quality and amount of services provided, the complexity of the issues involved and other factors under the circumstances. I also believe that Robb Evans's request that it receive a release as a corollary to the discharge already received pursuant to the Successor Receiver Order (as defined in the motion which this declaration supports) is an ordinary and customary request made by a receiver, typically at the end of the case. It is appropriate here because Robb Evans is no longer the receiver and should be afforded the protections and certainty typically afforded a receiver at the end of its engagement. In my opinion, these requests are within the Court's broad supervisory authority over federal equity receiverships.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on December 28, 2021 at Solvang, California.


GARY OWEN CARIS

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
SOUTHERN DIVISION

In re SANCTUARY BELIZE LITIGATION

No: 18-cv-3309-PJM

**[PROPOSED] ORDER GRANTING MOTION FOR ORDER APPROVING AND
AUTHORIZING PAYMENT OF ORIGINAL RECEIVER’S AND PROFESSIONAL’S
FEES AND COSTS FROM APRIL 1, 2021 THROUGH OCTOBER 26, 2021 AND FOR
RELATED RELIEF**

The Motion for Order Approving and Authorizing Payment of Original Receiver’s and Professional’s Fees and Costs From April 1, 2021 Through October 26, 2021 (“Motion”) and for Related Relief (“Motion”) filed by the original receiver, Robb Evans & Associates LLC (“Robb Evans”), came before this Court for determination pursuant to regularly noticed motion. The Court, having read and considered the Motion and all pleadings and evidence filed in support thereof, and opposition to the Motion, if any, and good cause appearing therefore, it is

ORDERED that:

1. The Motion and all relief sought therein is granted in its entirety;
2. Without limiting the generality of the foregoing:
 - A. The following fees and costs incurred from April 1, 2020 through October 26, 2021 are hereby approved and authorized to be paid from the assets of the receivership estate: (1) the fees of Robb Evans, including its members and staff, of \$310,188.60 and its costs of \$19,949.11, for a total of \$330,137.71; and (2) the fees of Robb Evans’s counsel, Barnes & Thornburg LLP, of \$257,398.25 and costs of \$2,095.34, for a total of \$259,493.59.

B. All actions and activities taken by or on behalf of Robb Evans and all payments made by Robb Evans in connection with the administration of the receivership estate are approved and confirmed.

C. Robb Evans, and its deputies, agents, employees, members, officers, independent contractors, attorneys, accountants and representatives shall have no liability to any person or entity for any action taken or not taken in connection with carrying out Robb Evans's administration of the receivership estate, and the exercise of any powers, duties and responsibilities in connection therewith.

D. Robb Evans, and its deputies, agents, employees, members, officers, independent contractors, attorneys, accountants and representatives are released from all claims and liabilities arising out of and/or pertaining to the receivership while Robb Evans was Receiver, and all of the foregoing persons and entities except for Barnes & Thornburg are relieved of all duties and responsibilities pertaining to the receivership.

Dated:

HONORABLE PETER J. MESSITTE
UNITED STATES DISTRICT JUDGE

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