

1 JOHN N. TEDFORD IV (State Bar No. 205537)  
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2 DANNING, GILL, DIAMOND & KOLLITZ, LLP  
1900 Avenue of the Stars, 11th Floor  
3 Los Angeles, California 90067  
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5 Attorneys for David A. Gill, Receiver  
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8 **UNITED STATES DISTRICT COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**

10  
11 SECURITIES AND EXCHANGE  
COMMISSION,

12 Plaintiff,

13 vs.

14 WESTMOORE MANAGEMENT,  
15 LLC; WESTMOORE INVESTMENT,  
LP.; WESTMOORE CAPITAL  
16 MANAGEMENT, INC.;  
WESTMOORE CAPITAL, LLC; and  
17 MATTHEW R. JENNINGS,

18 Defendants.  
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Case No. 8:10-cv-00849-AG (MLGx)

**DECLARATION OF DAVID A.  
GILL IN SUPPORT OF  
RECEIVER'S FINAL REPORT  
AND ACCOUNT AND MOTION  
FOR (1) APPROVAL OF FINAL  
REPORT AND ACCOUNT,  
(2) APPROVAL OF FINAL  
COMPENSATION OF THE  
RECEIVER AND HIS ATTORNEYS  
AND ACCOUNTANTS,  
(3) AUTHORITY TO DISBURSE  
REMAINING FUNDS ON A PRO  
RATA BASIS, (4) DISCHARGE OF  
THE RECEIVER, AND  
(5) EXONERATION OF THE  
RECEIVER'S BOND**

Date: August 5, 2019

Time: 10:00 a.m.

Place: Courtroom 10D  
411 West Fourth Street  
Santa Ana, California

1 I, David A. Gill, declare as follows:

2 1. I am the Permanent Receiver appointed by this Court for Westmoore  
3 Management, LLC, Westmoore Investment, L.P., Westmoore Capital Management,  
4 Inc., and Westmoore Capital, LLC, and their subsidiaries and entities otherwise  
5 majority owned, managed or controlled, directly or indirectly, by any of them  
6 (collectively the “Westmoore Entities” or “Westmoore”), pursuant to the *Judgment*  
7 *of Permanent Injunction, Appointment of Permanent Receiver, and Imposing Other*  
8 *Relief as to Defendants Westmoore Management, LLC; Westmoore Investment, L.P.;*  
9 *Westmoore Capital Management, Inc.; and Westmoore Capital, LLC* entered on or  
10 about August 12, 2011.

11 2. I have personal knowledge of the facts in this declaration and, if called  
12 as a witness, I could competently testify to these facts.

13 3. This declaration is submitted in support of my *Receiver’s Final Report*  
14 *and Account and Motion for (1) Approval of Final Report and Account, (2) Approval*  
15 *of Final Compensation of the Receiver and His Attorneys and Accountants,*  
16 *(3) Authority to Disburse Remaining Funds on a Pro Rata Basis, (4) Discharge of*  
17 *the Receiver, and (5) Exoneration of the Receiver’s Bond* (the “Final Report”).

18 4. I have prepared the Final Report with the assistance of my attorneys and  
19 accountants. To the best of my knowledge and belief, based in part upon my and my  
20 professionals’ investigations in this case, all factual statements in the Final Report  
21 and true and correct.

22 5. Exhibit “2” to the Final Report is a summary of all of my receipts and  
23 disbursements. The data used to prepare Exhibit “2” may be found in my detailed  
24 receipts and disbursements ledger, a true and correct copy of which is attached as  
25 Exhibit “3” to the Final Report.

26 6. My services rendered in this case are billed at the rate of \$450 per hour.  
27 The regular hourly rate charged by DGDK for services rendered by me as an attorney  
28 was most recently \$695 per hour.

1           7.     For services rendered by me and my staff from July 27, 2011, through  
2 October 31, 2018, the Court has allowed fees in the amount of \$201,339.00. Of this  
3 amount, I have received \$185,712.41.

4           8.     For costs advanced by me from July 27, 2011, through October 31,  
5 2018, the Court has allowed my costs in the amount of \$4,009.84. All allowed costs  
6 have been paid.

7           9.     For services rendered by and me and my staff from November 1, 2018,  
8 through the present (the "Final Period"), I have incurred an additional \$9,957.00 of  
9 fees and advanced \$84.41 of costs.

10          10.    Services provided by my staff and me are billed in tenths of an hour,  
11 and I endeavor to provide meaningful detail in each billing entry. My detailed billing  
12 entries for the Final Period are attached as Exhibit "4" hereto.

13          11.    A detailed listing of expenses advanced by me during the Final Period is  
14 attached as Exhibit "5" hereto.

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16           I declare under penalty of perjury under the laws of the United States of  
17 America that the foregoing is true and correct.

18           Executed on June 21, 2019, at Los Angeles, California.

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DAVID A. GILL

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**EXHIBIT "4"**

# D | G | D | K

DANNING, GILL, DIAMOND & KOLLITZ, LLP

A LIMITED LIABILITY PARTNERSHIP COMPOSED OF PROFESSIONAL CORPORATIONS  
1900 AVENUE OF THE STARS 11TH FLOOR  
LOS ANGELES, CALIFORNIA 90067-4402  
(310) 277-0077  
FED ID NO 95-3739457

DAVID A. GILL, RECEIVER  
1900 AVENUE OF THE STARS, 11TH FLOOR  
LOS ANGELES, CA 90067

RE: SEC VS. WESTMOORE, MATTHEW JENNINGS, ET AL.  
Our File Number: 25713  
Invoice Number: 0

June 20, 2019

Balance Due From Previous Statement	\$15,626.59
Less Payment(s)	\$0.00
<b>Balance Forward</b>	<b>\$15,626.59</b>

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 20, 2019

11/01/2018	REVIEW MEMO FROM J.N. TEDFORD RE MOTIONS FILED 10/9, RESPOND WITH QUESTIONS, REVIEW RESPONSE Attorney: DAVID A. GILL	0.20	90.00
11/01/2018	REVIEW MEMO FROM J.N. TEDFORD RE LILLIS STOCK SETTLEMENT, RESPOND Attorney: DAVID A. GILL	0.20	90.00
11/05/2018	REVIEW REPORT RE NO BIDS AT PRIVATE SALE. APPROVE NOTICE TO COURT. Attorney: DAVID A. GILL	0.20	90.00
11/07/2018	REVIEW MOTION RE SETTLEMENT RE LILLIS SHARES; REPLY WITH SUGGESTIONS AND QUESTIONS Attorney: DAVID A. GILL	0.70	315.00
11/07/2018	PREPARE MEMO TO J.N. TEDFORD RE BOOKS & RECORDS AND REVIEW RESPONSE Attorney: SHELLY PANTA	0.10	21.00
11/08/2018	REVIEW REVISED MOTION AND DECLARATION; EXECUTE DECLARATION; PREPARE MEMO TO J.N. TEDFORD Attorney: DAVID A. GILL	0.60	270.00
11/13/2018	REVIEW AND APPROVE DISBURSEMENT (#5109) Attorney: DAVID A. GILL	0.10	45.00

Exhibit 4

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11/13/2018	REVIEW AND REVISE DRAFT FINAL REPORT AND EXHIBITS OF DGDK. EXECUTE DECLARATION. Attorney: DAVID A. GILL	0.30	135.00
11/13/2018	CONFERENCE WITH J.N. TEDFORD RE FINAL REPORT AND FEE APPS Attorney: DAVID A. GILL	0.50	225.00
11/14/2018	REVIEW REVISED PLEADINGS; CORRESPONDENCE WITH J.N. TEDFORD RE MODIFICATIONS Attorney: DAVID A. GILL	0.50	225.00
11/15/2018	TEL. CONF. WITH J.N. TEDFORD RE REVISIONS; HEARING DATES; TEL. CONF. WITH J.N. TEDFORD RE SAME; REVIEW REVISED 4TH INTERIM COMPENSATION APPLICATION OF RECEIVER; EXECUTE Attorney: DAVID A. GILL	1.00	450.00
11/15/2018	REVIEW FILED DOCUMENTS RE 4TH ROUND FEE APPS, PREPARE MEMO TO J.N. TEDFORD RE POSSIBLE PROBLEM WITH FILING Attorney: DAVID A. GILL	0.70	315.00
11/16/2018	T/C R. ARGUETA OF UNION BANK RE BANKING ISSUES; T/CS WITH STAFF AND UNION BANK OFFICER Attorney: DAVID A. GILL	0.60	270.00
11/16/2018	REVIEW MEMO FROM D.A. GILL RE BANK FEES AND PREPARE RESPONSE Attorney: SHELLY PANTA	0.20	42.00
11/21/2018	REVIEW MEMO WITH MATERIALS RE CROWE APPLICATION Attorney: DAVID A. GILL	0.30	135.00
11/21/2018	REVIEW MEMO FROM TEDFORD AND TOMLINSON RE ADDITIONAL TAX NOTICES Attorney: DAVID A. GILL	0.30	135.00
11/26/2018	REVIEW CORRESPONDENCE BETWEEN TEDFORD AND TOMLINSON RE FEE APPS, TAX NOTICES Attorney: DAVID A. GILL	0.20	90.00
11/28/2018	REVIEW FEE APP NARRATIVE OF CROWE HORWATH Attorney: DAVID A. GILL	0.30	135.00
11/28/2018	TEL. CONF. WITH R KARGUPTA OF UNION BANK RE FEE WAIVER AND CONFIRMING EMAIL Attorney: DAVID A. GILL	0.30	135.00
12/05/2018	PREPARE MEMO TO J.N. TEDFORD RE BOOKS & RECORDS Attorney: SHELLY PANTA	0.10	21.00
12/11/2018	REVIEW AND APPROVE DISBURSEMENT (#5110-5111) Attorney: DAVID A. GILL	0.10	45.00
12/13/2018	TRAVEL TO COURT HEARING ON MOTIONS AND FEES, PREPARE FOR HEARING, CONF. J.N. TEDFORD AND GARY LEUNG OF SEC, PARTICIPATE IN HEARING, RETURN TO OFFICE	6.50	2,925.00

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	Attorney: DAVID A. GILL		
12/13/2018	PROCESS CHECKS	0.30	135.00
	Attorney: DAVID A. GILL		
12/18/2018	REVIEW REPORT OF HEARING RE SETTLEMENT AND REVIEW ENTERED ORDERS FROM 12/13. PREPARE MEMO TO J. N. TEDFORD; REVIEW REPLY.	0.30	135.00
	Attorney: DAVID A. GILL		
01/09/2019	REVIEW MEMO FROM TOMLINSON RE CH FEE APPLICATION (2)	0.20	90.00
	Attorney: DAVID A. GILL		
01/09/2019	CONFERENCE WITH J. N. TEDFORD RE BOOKS AND RECORDS	0.10	21.00
	Attorney: SHELLY PANTA		
01/09/2019	REVIEW BOOKS AND RECORDS ORDER	0.10	21.00
	Attorney: SHELLY PANTA		
01/09/2019	PREPARE MEMO TO NEXTEL RE FINAL INVOICE AND DESTRUCTION OF RECORDS	0.10	21.00
	Attorney: SHELLY PANTA		
01/09/2019	PREPARE MEMO TO FILE KEEPERS RE FINAL INVOICE AND DESTRUCTION OF RECORDS AND REVIEW RESPONSE	0.20	42.00
	Attorney: SHELLY PANTA		
01/10/2019	REVIEW MEMO FROM S. PANTA RE CLOSING INVOICE OF AND RECORDS DESTRUCTION BY FILEKEEPERS; RESPOND (2).	0.30	135.00
	Attorney: DAVID A. GILL		
01/10/2019	REVIEW MEMO FROM J. N. TEDFORD RE REQUIREMENTS TO EFFECT TRANSFER OF LILLIS SHARES; RESPOND.	0.30	135.00
	Attorney: DAVID A. GILL		
01/17/2019	REVIEW MEMO FROM J. N. TEDFORD RE EXECUTION OF TRANSFER DOCUMENTS RE LILLIS STOCK; RESPOND. REVIEW MEMO FROM S. PANTA RE SAME (2); RESPOND. REVIEW MEMO FROM P. MORRIS RE IMPLEMENTATION (2); RESPOND.	0.50	225.00
	Attorney: DAVID A. GILL		
01/18/2019	REVIEW MEMO FROM J. N. TEDFORD WITH DOCUMENTS TO EXECUTE; REVIEW DOCUMENT, RESPOND. REVIEW MEMO FROM J. N. TEDFORD RE DOCUMENT REQUIRED TO BE SIGNED.	0.30	135.00
	Attorney: DAVID A. GILL		
01/18/2019	TRAVEL TO OFFICE TO EXECUTE DOCUMENTS; TRAVEL TO UNION BANK TO OBTAIN MEDALLION GUARANTEE OF SIGNATURE.	2.30	1,035.00
	Attorney: DAVID A. GILL		
01/18/2019	CONFERENCE WITH D. A. GILL RE TRANSFER OF CERTIFICATES	0.20	42.00
	Attorney: SHELLY PANTA		
01/22/2019	REVIEW MEMO FROM STORAGE COMPANY RE FILES READY FOR DESTRUCTION	0.10	21.00
	Attorney: SHELLY PANTA		

03/12/2019	EXECUTE TAX RETURN, REVIEW LETTER TO JEFF GOLDEN RE LILLIS, LILLIS CONSUMMATING SETTLEMENT, REVIEW AND APPROVE TIMESHEET FROM COUNSEL, CONFERENCE WITH J. N. TEDFORD RE STATUS OF CASE CLOSING Attorney: DAVID A. GILL	0.80	360.00
03/12/2019	CONFERENCE WITH J. N. TEDFORD RE PAYMENT TO FRANCHISE TAX BOARD Attorney: SHELLY PANTA	0.10	21.00
03/18/2019	PREPARE FORMS 1 AND 2 AND EMAIL TO ACCOUNTANTS TO PREPARE FINAL TAX RETURNS Attorney: SHELLY PANTA	0.20	42.00
03/21/2019	REVIEW VARIOUS MEMOS RE PAYMENT TO CROWE HORWATH Attorney: SHELLY PANTA	0.30	63.00
03/25/2019	REVIEW ORDERS AND REVIEW AND EXECUTE DISBURSEMENTS Attorney: DAVID A. GILL	0.30	135.00
04/10/2019	REVIEW MEMO FROM J. N. TEDFORD RE FORM 2; PREPARE AND EMAIL Attorney: SHELLY PANTA	0.20	42.00
04/29/2019	REVIEW AND REVISE FIRST DRAFT FINAL REPORT AND ACCOUNT Attorney: DAVID A. GILL	0.70	315.00
05/24/2019	TRAVEL TO OFFICE OF ACCOUNTANTS, REVIEW AND EXECUTE FINAL TAX RETURNS, RETURN Attorney: DAVID A. GILL	1.00	450.00
06/11/2019	REVIEW BILLING STATEMENTS FROM COUNSEL FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2019 Attorney: DAVID A. GILL	0.20	90.00
06/17/2019	REVIEW MEMO FROM J. N. TEDFORD REQUESTING FORM 2; PROCESS AND PREPARE FORM 2 Attorney: SHELLY PANTA	0.20	42.00

ATTORNEY FEES:	23.30 HRS	<u>\$9,957.00</u>
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TIME AND FEE SUMMARY

	Rate	Hours	%	Fees	%
DAVID A. GILL	450.00	21.1000	90.56%	9,495.00	95.36%
SHELLY PANTA	210.00	2.2000	9.44%	462.00	4.64%
Totals		<u>23.30</u>		<u>\$9,957.00</u>	



SUB-TOTAL OF CURRENT PERIOD FEES AND COSTS: \$9,957.00

**TOTAL AMOUNT DUE \$25,583.59**

**EXHIBIT "5"**

# D | G | D | K

DANNING, GILL, DIAMOND & KOLLITZ, LLP

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FED I D NO 95-3739457

DAVID A. GILL, RECEIVER  
1900 AVENUE OF THE STARS, 11TH FLOOR  
LOS ANGELES, CA 90067

RE: SEC VS. WESTMOORE, MATTHEW JENNINGS, ET AL.  
Our File Number: 25713  
Invoice Number: 0

June 20, 2019

Balance Due From Previous Statement	\$15,626.59
Less Payment(s)	\$0.00
<b>Balance Forward</b>	<b>\$15,626.59</b>

COSTS ADVANCED		
11/13/2018	POSTAGE POSTAGE	0.47
12/11/2018	REPROGRAPHIC EXPENSE FEE APP	0.80
12/11/2018	REPROGRAPHIC EXPENSE FEE APP	0.60
12/11/2018	REPROGRAPHIC EXPENSE FEE APP	4.00
12/11/2018	REPROGRAPHIC EXPENSE FEE APP	5.20
12/11/2018	REPROGRAPHIC EXPENSE FEE APP	1.20
12/12/2018	POSTAGE POSTAGE	0.94
12/31/2018	TELEPHONIC APPEARANCE AT 12/18/18 HEARING - USBC SANTA ANA - COURTCALL, LLC CCID#9500253	35.00
01/10/2019	TELEPHONIC APPEARANCE AT 12/18/18 HEARING - USBC SANTA ANA - COURTCALL, LLC CCID#9500253 JNT	35.00
01/10/2019	PHOTOCOPIES - INVOICE	0.20
01/10/2019	POSTAGE	0.50
03/12/2019	POSTAGE	0.50
TOTAL COSTS ADVANCED		\$84.41

SUB-TOTAL OF CURRENT PERIOD FEES AND COSTS: \$84.41

**TOTAL AMOUNT DUE \$15,711.00**

1 **PROOF OF SERVICE**

2 At the time of service, I was over 18 years of age and not a party to this action.  
3 I am employed in the County of Los Angeles, State of California. My business  
4 address is 1900 Avenue of the Stars, 11th Floor, Los Angeles, CA 90067-4402.

5 On June 21, 2019, I served true copies of the following document(s)  
6 described as **DECLARATION OF DAVID A. GILL IN SUPPORT OF**  
7 **RECEIVER'S FINAL REPORT AND ACCOUNT AND MOTION FOR (1)**  
8 **APPROVAL OF FINAL REPORT AND ACCOUNT, (2) APPROVAL OF**  
9 **FINAL COMPENSATION OF THE RECEIVER AND HIS ATTORNEYS**  
10 **AND ACCOUNTANTS, (3) AUTHORITY TO DISBURSE REMAINING**  
11 **FUNDS ON A PRO RATA BASIS, (4) DISCHARGE OF THE RECEIVER,**  
12 **AND (5) EXONERATION OF THE RECEIVER'S BOND** on the interested  
13 parties in this action as follows:

14 **BY CM/ECF NOTICE OF ELECTRONIC FILING:** I electronically filed  
15 the document(s) with the Clerk of the Court by using the CM/ECF system.  
16 Participants in the case who are registered CM/ECF users will be served by the  
17 CM/ECF system. Participants in the case who are not registered CM/ECF users will  
18 be served by mail or by other means permitted by the court rules.

19 I declare under penalty of perjury under the laws of the State of California that  
20 the foregoing is true and correct.

21 Executed on June 21, 2019, at Los Angeles, California.

22 /s/ Patricia Morris  
23 PATRICIA MORRIS