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THIRD DISTRICT COURT
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SALT LAKE DEPARTMENT
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R. WAYNE KLEIN #3819
RECEIVER FOR FFCF, ASCENDUS, SMITH HOLDINGS
299 South Main, Suite 1300
Salt Lake City, UT 84111
Telephone (801) 534-4455
Facsimile (801) 961-4001
wklein@lbfglobal.com

IN THE THIRD DISTRICT COURT, SALT LAKE COUNTY
STATE OF UTAH

A. DAVID BARNES, M.D., P.C.,

Plaintiff,

vs.

FFCF INVESTORS, LLC, et al.

Defendants.

**RECEIVER'S RESPONSE TO
BARNES' MOTION FOR
ATTORNEYS' FEES AND COSTS**

Case No. 080922273

Judge: Denise P. Lindberg

FFCF INVESTORS, LLC,

Plaintiff,

vs.

RICHARD SMITH, et al.

Defendants.

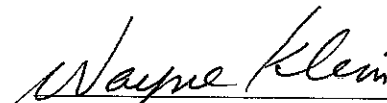
The Receiver submits this response to the motion by Plaintiff Dr. Barnes for reimbursement of the attorneys' fees and costs he has expended in procuring the receivership and assisting the Receiver in furthering his work.

There is no doubt that Dr. Barnes has materially aided the progress of this case and the interests of all of the investors as a result of his efforts to secure the appointment of a Receiver and his efforts to have counsel for Taylor disqualified. Time and subsequent events have proven Dr. Barnes right on both counts, although it was not clear in the beginning how prescient and accurate he was.

Nevertheless, the Receiver believes this case is at too early a stage to determine the extent to which this substantial assistance should be fully reimbursed. The Receiver believes the amount of reimbursement to Dr. Barnes might be influenced by the total amount of recovery and the extent to which the total recovery can be shown to have flowed from his work.

Consequently, the Receiver suggests that the Court authorize initial payment of a smaller amount to Dr. Barnes. The Receiver recommends authorizing payment at this time of \$12,000, which represents reimbursement of his costs and approximately 25% of the fee reimbursement request. The Receiver recommends that the balance of Dr. Barnes's request be held for further consideration at a later point in the case.

Respectfully submitted this 7th day of October, 2009.



R. WAYNE KLEIN #3819
Receiver for FFCF Investors, Ascendus
Capital Management, and Smith Holdings

CERTIFICATE OF SERVICE

I hereby certify that on the 7th day of October, 2009, copies of the foregoing Receiver's

Response to Barnes' Motion for Attorneys Fees and Costs were mailed to:

James D. Gilson
Callister Nebeker & McCullough
10 East South Temple, Suite 900
Salt Lake City, UT 84133
Counsel for A. David Barnes

Anthony W. Schofield
Kirton & McConkie
518 West 800 North, Suite 204
Orem, UT 84057
Counsel for T. Courtney Smith

Roger E. Taylor
1360 Summerwood Cir
Santa Clara UT 84765

Steven James
436 North 750 East
Orem, UT 84097

Jonathan O. Hafen
Parr Brown Gee & Loveless
185 South State Street, Suite 800
Salt Lake City, UT 84111
Counsel for Annette Kay Donnell

Erik Christiansen
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
Counsel for Albert Wirth

Richard T. Smith
443 North 750 East
Orem, UT 84097

David W. Scofield
Peters/Scofield
2455 East Parleys Way, Suite 115
Salt Lake City, UT 84109
Counsel for Robert Workman

Craig R. Madsen
1112 North 700 East
Springville, UT 84663
Counsel for Kathryn Rowley

Bruce L. Dibb
Jensen, Duffin & Dibb, LLP
311 South State Street, Suite 380
Salt Lake City, UT 84111
Counsel for Lighted Candle Society

Wayne Klein