

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: §
§ CHAPTER 11
BULLIONDIRECT, INC., §
§ CASE NO. 15-10940-tmd
Debtor. §

FIRST INTERIM FEE APPLICATION OF
UNIQUE STRATEGIES GROUP, INC., FINANCIAL ADVISORS,
TO ALLOW COMPENSATION OF \$81,241.90
FROM 07/20/2015 THROUGH 10/31/2015

This pleading requests relief that may be adverse to your interests.

If no timely response is filed within twenty-one (21) days from the date of service, the relief requested herein may be granted without a hearing being held.

A timely filed response is necessary for a hearing to be held.

Unique Strategies Group, Inc., Financial Advisors for BullionDirect, Inc., Debtor-in-Possession in the above referenced jointly administered case, respectfully requests compensation for the hereinafter described services and expenses, and in support thereof show the Court the following:

1. A Fee Application Summary, which includes a summary description of the services rendered, by category, reflecting the total cost of each category of services and summarizing the nature and purpose of each category of services rendered, and the results obtained, is attached hereto as Exhibit A.


2. A Compensation Support Exhibit reflecting contemporaneous time records itemizing services rendered by category, in a format which reflects a description of each service entry, the amount of time spent rendering that service, the date the service was performed, who performed that service, and the hourly rate of the person performing that service, is attached hereto in Exhibit B.

3. A Reimbursement Support Exhibit is shown on Exhibit B.

WHEREFORE, Applicant requests compensation for services in the amount of \$79,660.00 as fees and \$1,581.90 as reasonable costs, for total additional compensation requested of \$81,241.90 and for such other relief as is just.

Respectfully submitted,

UNIQUE STRATEGIES GROUP, INC.
7028 Cielo Azul Pass
Austin, TX 78732
(512) 529-7600/FAX 795-8431
dbensimon@austin.rr.com

By: 
Dan Bensimon

CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of November, 2015, a true copy of the foregoing was sent in compliance with Local Rules 2016(b) and 9013 to the creditors and parties in interest on the current Master Service List, and the Fee Application Summary was served as indicated on the attached matrix.

Respectfully submitted,

MARTINEC, WINN & VICKERS, P.C.
919 Congress Avenue, Suite 200
Austin, TX 78701- 2117
(512) 476-0750/FAX (512) 476-0753
martinec@mwvmlaw.com


By: 
Joseph D. Martinec
State Bar No. 13137500
ATTORNEYS FOR DEBTOR

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: §
§ CHAPTER 11
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§ CASE NO. 15-10940-tmd
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**FIRST INTERIM FEE APPLICATION OF
UNIQUE STRATEGIES GROUP, INC., FINANCIAL ADVISORS, TO ALLOW
COMPENSATION OF \$81,241.90
FROM 07/20/2015 THROUGH 10/31/2015**

This pleading requests relief that may be adverse to your interests.

If no timely response is filed within twenty-one (21) days from the date of service, the relief requested herein may be granted without a hearing being held.

A timely filed response is necessary for a hearing to be held.

FEE APPLICATION SUMMARY

I. CLIENT: BullionDirect, Inc., Debtor-in-Possession (the “Debtor”)

II. REQUESTING APPLICANT/FIRM:

UNIQUE STRATEGIES GROUP, INC.
7028 Cielo Azul Pass
Austin, TX 78732
(512) 529-7600/FAX 795-8431
Financial Advisors for the Debtor

III. TOTAL AMOUNT OF FEES REQUESTED:

- a. Fees: \$79,660.00
- b. Expenses: \$1,581.90
- c. Pre-petition retainer: \$0.00.
- d. Time period covered: 07/20/2015 through 10/31/2015.

IV. BREAKOUT OF CURRENT APPLICATION

Name	Capacity	Total Hours	Rate	Total Fee
Dan Bensimon	Financial Analyst	243.6	\$300.00	\$73,080.00
Beth Whatley	Analyst	32.9	200.00	\$6,580.00
TOTALS		276.5		\$79,660.00

MINIMUM FEE INCREMENTS: .10

TOTAL EXPENSES: \$0.00

Standard fees are: \$.25 per page for photocopying; \$1.00 per page for telefaxing documents, with a \$10.00 maximum charge.

AMOUNT (fees and expenses) ALLOCATED FOR PREPARATION OF THIS FEE APPLICATION: **\$0.00.**

V. PRIOR APPLICATIONS: None

VI. OTHER CO-EQUAL OR ADMINISTRATIVE CLAIMANTS IN THIS CASE:

Name	Party Represented
Martinec, Winn & Vickers, P.C.	Debtor
Dykema Smith Cox	Official Committee of Unsecured Creditors

To the best of Applicant's knowledge, allowance of this Application **will not** result in this estate not being able to pay all co-equal or superior administrative claims in this case.

VII. RESULT OBTAINED: This Chapter 11 was filed after BullionDirect, Inc. ("BDI") had effectively ceased doing business, with no employees, and its former management the target of investigations by federal agencies and multiple state attorneys-general. The transaction records of the company were incomplete and unreliable, tax returns had not been filed since the fiscal year ending 6/30/2011, and bank statements had not been reconciled since that date. All digital data was stored with third parties and "in the cloud". None of those parties were paid for months before the filing. Although the BDI database was, in some ways, sophisticated and detailed, the details of transactions, principally the data which customers reasonably believed indicated precious metals stored in the vault in Delaware, were egregiously over-stated. Some \$24,000,000 in claims were completely unsecured by vault inventory, unfulfilled orders and other transactions, with only approximately \$700,000 in the vault in precious metals, the ownership of which was hotly disputed.

Dan Bensimon, the Chief Restructuring Officer, protected the known assets, developed more reliable records, identified the transactions that created the \$24,000,000 in obligations, retrieved much of unavailable data in third party storage and the cloud, all while complying with federal agency document requests. Having indicated to the Official Committee of Unsecured Creditors (the "Committee") that a transfer of causes of action under Chapter 5 and against former management would be assigned to the Committee, Applicant tried (unsuccessfully) to

obtain the cooperation of the Committee in providing investigatory resources to the Committee. The Committee expressly declined or ignored Applicant's offers.

At the outset of the Chapter 11, Applicant attempted to complete a series of transactions at the subsidiary level¹ that had been initiated by prior management and which appeared to provide a potential source of cash flow, which would be available to pay claims of creditors, or to restructure and restart the precious metals trading business that had been BDI's principal pre-petition line of business. The contemplated transaction was delayed by technical issues beyond Applicant's control. As a secondary plan, Applicant explored the potential sale or licensing of the BDI web platform. The applicant created a secure web site that allows potential buyers of the IT platform to visit to determine the potential of the web platform for its business through acquisition or licensing of the platform. At the same time Applicant sought sources of capital infusion that might allow for a re-launch of the web-based precious metals trading platform. Applicant provided valuable services to BDI in each of the efforts enumerated above.

The work to date has helped the unsecured creditors understand the multitude of projects and the overall financial position of the Debtor. This will assist the Debtor in being able to effectively evaluate the disclosure statement and plan when it is presented.

BREAKDOWN OF FEES BY EVENTS				
	Total Hours	Avg. Rate	Total Fee	% of App.
1. General Counseling	15	265.33	3,980	5.00
2. Locating and accumulating data	35.1	300	10,530	13.22
3. General Admin. Matters/MOR	30.4	256.58	7,800	9.79
4. Analysis of Current and Past Financial Position By Entity	44.1	291.16	12,840	16.12
5. Understanding and utilizing database for estimating accounting information	116.8	290.92	33,980	42.66
6. Creditor Inquiries	28.2	300	8,460	10.62
7. Claims Analysis/Objections	6.9	300	2,070	2.59
TOTALS	276.5	288.10	\$79,660	100

VIII. *This court believes all fees should be reasonable and necessary to justify their approval for payment out of the funds of the estate prior to payment of allowed unsecured creditors.*

¹ Nucleo Development Company, LLC, a wholly-owned subsidiary of BDI.

**Unique Strategies Group, Inc.
7028 Cielo Azul Pass
Austin, Texas 78732**

August 14, 2015

BullionDirect, Inc.
Case No. 15-10940-tmd
700 Lavaca, Suite 1400
Austin, Texas 78701

For Professional Services Performed From July 1, 2015, to July 31, 2015

Legend: DB = Dan Bensimon, BW = Beth Whatley,

Date	Description	Hrs / Rate	Amount
7/20/15	DB – Reviewed filing and bankruptcy notice	3.8 / \$300	\$ 1,140.00
7/20/15	BW - Reviewed filing and bankruptcy notice	3.8 / \$200	\$ 760.00
7/21/15	DB - Answered emails reviewed web site content, discussed Plan of case and reviewed some financial info	6.5 / \$300	\$ 1,950.00
7/21/15	BW - Planning of case	1.6 / \$ 200	\$ 320.00
7/22/15	DB - Visited local office took control of keys. Answered emails Started first draft of obligation report	3.0/ \$300	\$ 900.00
7/23/15	DB - Familiarized with web site reports, answered emails	3.4/ \$300	\$ 1,020.00
7/24/15	DB - Met with McCallister, reviewed accuracy of some reports Answered emails reviewed files	2.6/ \$300	\$ 780.00
7/24/15	BW - Reviewed motions reports and met with Mc	1.6/ \$200	\$ 320.00
7/25/15	DB - Reviewed emails and status of financial reports	1.1 / \$300	\$ 330.00
7/25/15	DB - Reviewed Motions answered emails reviewed selected Invoices	1.2/ \$300	\$ 360.00
7/26/15	DB - Reviewed filed documents and Wed site data	1.5/ \$300	\$ 450.00
7/27/15	DB - Prepared preliminary budgets examined financials available	2.3/ \$300	\$ 690.00
7/28/15	BW - Reviewed available financials participated on budget	1.7/ \$200	\$ 340.00
7/29/15	DB - Examined safes and took control of Lavaca office	1.2/ \$300	\$ 360.00
DB – 26.6 Hours at \$300/Hr		7,980.00	
BW – 8.7 Hours at \$200/Hr		1,740.00	
Total Services for July			\$ 9,720.00
Expense			<u>42.00</u>
Total For July			\$ 9,762.00

**Unique Strategies Group, Inc.
7028 Cielo Azul Pass
Austin, Texas 78732**

September 15, 2015

BullionDirect, Inc.
Case No. 15-10940-tmd
700 Lavaca, Suite 1400
Austin, Texas 78701

For Professional Services Performed From August 1, 2015, to August 31, 2015

Legend: DB = Dan Bensimon, BW = Beth Whatley,

Date	Description	Hrs / Rate	Amount
8/1/15	DB – Reviewed undeposited checks	4.0 / \$300	\$ 1,200.00
8/3/15	DB - Attended hearing Worked on draft of obligation report	6.8 / \$300	\$ 2,040.00
8/4/15	DB - Established cash accounts web site account analysis	7.5 / \$300	\$ 2,250.00
8/5/15	DB - Review some past bank activity- draft obligation report	6.6 / \$ 300	\$ 1,980.00
8/5/15	BW - Obligation report review	2.5/ \$200	\$ 500.00
8/6/15	DB - Web site analysis -Comptroller bullion needs	8.0/ \$300	\$ 2,400.00
8/7/15	DB - Website analysis returned emails, QuickBooks for subs	8.0/ \$300	\$ 2,400.00
8/8/15	DB - Prep for comptrollers meeting	2.0/\$300	\$ 600.00
8/8/15	BW - Prep for Comptrollers meeting	2.0/\$200	\$ 400.00
8/10/15	DB - Prep for Comptroller and meeting, website transactions	8.3/\$300	\$ 2,490.00
8/11/15	DB - Review documents for SOFA update and disclosures	6.5/ \$300	\$ 1,950.00
8/12/15	DB - Review tax returns and past financials	6.2/\$300	\$ 1,860.00
8/13/15	DB - Tax returns, debtor conf with US trustee-	5.4/ \$300	\$ 1,620.00
8/14/15	DB - Reviewed obligation reports Start new one	6.2/ \$300	\$ 1,860.00
8/14/15	BW - Review analysis for new obligation report	6.5/\$200	\$ 1,300.00
8/15/15	DB - Reviewed past operational analysis and financials	8.3/ \$300	\$ 2,490.00
8/15/15	BW - Reviewed past operational analysis and financials	6.6/\$200	\$ 1,320.00
8/21/15	DB - Review past major transactions and internal control	8.7/ \$300	\$ 2,610.00
8/22/15	DB - Reviewed claims filed	3.0/ \$300	\$ 900.00
8/24/15	DB - Met with Creditors' attorneys Analyzed obligations	5.4/ \$300	\$ 1,620.00
8/25/15	DB - Reviewed obligations, first creditors' meeting	7.6/ \$300	\$ 2,280.00
8/26/15	DB - Subsidiary accounting bank review Schedule F	4.6/ \$300	\$ 1,380.00
8/27/15	DB - Obligation report testing	3.5 / \$300	<u>\$ 1,050.00</u>

DB – 116.6 Hours at \$300/Hr	34,980.00
BW – 17.6 Hours at \$200/Hr	3,520.00

Total Services for August	\$ 38,500.00
Expense	<u>42.00</u>
Total For August	\$ 38,542.00

**Unique Strategies Group, Inc.
7028 Cielo Azul Pass
Austin, Texas 78732**

October 14, 2015

BullionDirect, Inc.
Case No. 15-10940-tmd
700 Lavaca, Suite 1400
Austin, Texas 78701

For Professional Services Performed From September 1, 2015, to September 30, 2015

Legend: DB = Dan Bensimon, BW = Beth Whatley,

Date	Description	Hrs / Rate	Amount
9/1/15	DB – Obligation report and web transactions	5.2 / \$300	\$ 1,560.00
9/3/15	DB- Attended hearing Worked on draft of obligation report	5.8 / \$300	\$ 1,740.00
9/9/15	DB – Accounting invoices, etc. Obligation report	8.5 / \$300	\$ 2,550.00
9/10/15	DB – Creditors Conference call and Obligation report	3.6 / \$300	\$ 1,080.00
9/10/15	BW - Creditor conf call; Analysis of Oblig rep	6.6/ \$200	\$ 1,320.00
9/11/15	DB - Web site analysis	4.0/ \$300	\$ 1,200.00
9/12/15	DB - Obligation report examine web site transactions	8.0/ \$300	\$ 2,400.00
9/14/15	DB - Review and analyse tax returns and books	6.5/ \$300	\$ 1,950.00
9/16/15	DB - Web site analysis –Obligation report	8.7/ \$300	\$ 2,610.00
9/18/15	DB - Accounting , MOR bills admin BDI calls, etc.	8.0/ \$300	\$ 2,400.00
9/18/15	DB - Hearing on Returned checks BDI calls, emails, etc.	3.0 / \$300	<u>\$ 900.00</u>

DB – 61.3 Hours at \$300/Hr 18,390.00

BW – 6.6 Hours at \$200/Hr 1,320.00

Total Services for September	\$ 19,710.00
Microsoft Expense	<u>77.90</u>
Total For September	\$19,787.90

**Unique Strategies Group, Inc.
7028 Cielo Azul Pass
Austin, Texas 78732**

November 15, 2015

BullionDirect, Inc.
Case No. 15-10940-tmd
700 Lavaca, Suite 1400
Austin, Texas 78701

For Professional Services Performed From October 1, 2015, to October 31, 2015

Legend: DB = Dan Bensimon, BW = Beth Whatley,

Date	Description	Hrs / Rate	Amount
10/1/15	DB – Calls emails retrieve info for agencies	3.5 / \$300	\$ 1,050.00
10/5/15	DB - Reviewed claims email questions	2.8 / \$300	\$ 840.00
10/14/15	DB - Retrieved info from cloud Gathered data for agencies	7.5 / \$300	\$ 2,250.00
10/15/15	DB – Reviewed emails and previous appraisals	8.6 / \$ 300	\$ 2,580.00
10/19/15	DB - MOR, email acctg, bills	4.5/ \$300	\$ 1,350.00
10/22/15	DB - Call with creditor's committee atty Web site analysis -	4.2/ \$300	\$ 1,260.00
10/27/15	DB - Acctg bills, review app on web for marketing	8.0/ \$300	<u>\$ 2,400.00</u>

DB – 39.1 Hours at \$300/Hr 11,730.00

Total Services for October	\$ 11,730.00
Expense Amazon Cloud, Portable Hard Drives	<u>1,420.00</u>
Total For October	\$ 13,150.00

Card Number
54**.*.*.*.*.*.*.*.*43
Merchant Name
AMAZON.COM AMZN.COM/BILLWA
Merchant Phone Number
Not Available
Merchant Description
Book Stores
Trans. Date
Oct 8, 2015
Posted Date
Oct 8, 2015
Amount
(\$227.31)

Card Number
54**.*.*.*.*.*.*.*.*43
Merchant Name
MSFT * E040014X56,E040 08006427676 NV
Merchant Phone Number
800-642-7676
Merchant Description
Services - Computer Network/Information
Trans. Date
Oct 7, 2015
Posted Date
Oct 7, 2015
Amount
(\$775.59)

Card Number
54**.*.*.*.*.*.*.*.*43
Merchant Name
AMAZON MKTPLACE PMTS AMZN.COM/BILLWA
Merchant Phone Number
866-216-1072
Merchant Description
Book Stores
Trans. Date
Sep 30, 2015
Posted Date
Sep 30, 2015
Amount
(\$119.99)

HARD DRIVES



Self Checkout

CLUB MANAGER R. MAURICE MAY

(512) 872-8464

10/28/15 16:04 7137 06188 090 9090

U MEMBER 101-*****5354

THANK YOU,

UNIQUE STRATEGIES GROUP INC

393518 TOSHIBA 2TB	109.98 T
393518 TOSHIBA 2TB	109.98 T
SUBTOTAL	219.96
TAX 1 8.250 %	18.15
TOTAL	238.11
DEBIT TEND	238.11
CHANGE DUE	0.00

EFT DEBIT PAY FROM PRIMARY
238.11 TOTAL PURCHASE
ACCOUNT # **** * 5857 S
REF # 530100049877
NETWORK ID. 0056 APPR CODE 241209
TERMINAL # SC011757

10/28/15 16:08:16

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BULLIONDIRECT, INC.
Chapter 11 No. 15-10940-tmd
Mailing Labels – Fee Applications

Governmental Agencies

Gray, Richard L.
7466 Old Post Road
Boulder, CO 80301

Amended: 11/10/2015

BullionDirect, Inc.
c/o Dan Bensimon
7028 Cielo Azul Pass
Austin, TX 78732
(Via e-mail)

Internal Revenue Service
c/o Steven B. Bass
Assistant U.S. Attorney
816 Congress Ave., Ste. 1000
Austin, TX 78701
(Via ECF)

Hopwood, Edward M.
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Warren, NJ 07059

Henry Hobbs/Valerie Wenger
Office of the U.S. Trustee
903 San Jacinto Blvd., Room 230
Austin, TX 78701
(Via ECF)

Hal F. Morris, Asst. Attorney General
Bankruptcy Regulatory Section
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hal.morris@texasattorneygeneral.gov

Krueger, Donald E.
3701 Sea Cliff St.
Santa Ana, CA 92704

Lubitski, Craig J.
153 Oswegatchie Road
Waterford, CT 06385

**Official Unsecured Creditors
Committee**

**Top 20 Unsecured Creditors
(Via First Class Mail)**

Louis S. McCann, Jr. (Chairman)
c/o James V. Hoeffner
Graves Dougherty Hearon & Moody PC
401 Congress Avenue, Ste. 2200
Austin, TX 78701
(Via ECF)
Kazu Suzuki
c/o Peter C. Ruggero (K Suzuki)
1411 West Avenue, Ste. 200
Austin, TX 78701
(Via ECF)

McCann, Louis S. Jr. (Chairman)
2108 Crown Dr.
St. Augustine, FL 32092

Miller, Patrick R.
15523 Spunky Canyon Rd.
Green Valley, CA 91390

Suzuki, Kazu (Committee Member)
312 S. Willaman Dr. #305
Los Angeles, CA 90048

Napoli, Mark A.
649 Mount Laurel Rd.
Mount Laurel, NJ 08054

Scott Burns, Jr.
1428 Deberry Blvd.
Florence, SC 29501
burnsbdcommittee@gmail.com
(Via e-mail)

Burns, Kenneth S. Jr. (Member)
1428 Deberry Blvd.
Florence, SC 29501

Nelson, Bryan D.
17540 S. Iroquois Trace
Tinley Park, IL 60477

**Attorney for Official Unsecured
Creditors Committee**

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P.O. Box 1244
Davis, CA 95617

Ortwein, Jeffrey
6227 Acorn Drive
Emmaus, PA 18049

Jesse T. Moore
Dykema Cox Smith
111 Congress Ave., Ste. 1800
Austin, TX 78701
(Via ECF)

Dietz, Dale A.
329 Harrisonville Rd.
Mullica Hill, NJ 08062

Phillips, Pamela L.
59 Line Road
Malvern, PA 19355

Dinsmore, Alton J.
4967 Aviary Dr. NW
Acworth, GA 30101

Pinard, Jean M.
600 Robinwood Dr.
Pittsburg, PA 15216

Stephenson, Blake
1065 Bingle Rd.
Houston, TX 77055

Stephenson, Cecil
1065 Bingle Rd.
Houston, TX 77055

Veytsman, Marina
23958 Calvert St.
Woodland Hills, CA 91367

Whalley, Lawrence G.
5 Carsey Lane
Houston, TX 77024

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE:	§	
	§	CHAPTER 11
BULLIONDIRECT, INC.,	§	
	§	CASE NO. 15-10940-tmd
Debtor.	§	

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF
UNIQUE STRATEGIES GROUP, INC., FINANCIAL ADVISORS,
FOR COMPENSATION THROUGH 10/31/2015**

CAME ON to be heard the above captioned application, and the Court finds:

1. The compensation sought by the firm of Unique Strategies Group, Inc., Financial Advisors for the Debtor in the above referenced jointly administered case, is reasonable compensation for actual and necessary services rendered by such Financial Advisors, based on the time, nature, extent, and value of such services, and the cost of comparable services. Applicant provided the services it was hired to perform and provided the maximum recovery for creditors of the estate.

2. The reasonable value of the services rendered by the firm of Unique Strategies Group, Inc. under the standards set forth in In re First Colonial Corporation of America, 544 F.2d 1291 (5th Cir. 1979) is \$79,660.00 as fees and \$1,581.90 as reasonable costs and the application of said Financial Advisors meets the requirements set forth in such case.

IT IS THEREFORE ORDERED that the sum of \$79,660.00 is approved for payment as reasonable fees and the sum of \$1,581.90 is approved for payment as expenses to the firm of Unique Strategies Group, Inc., for a total fees and expenses of \$81,241.90, and the Debtor is authorized to pay said firm such amount as an administrative priority.

#

Order prepared by:

Joseph D. Martinec
MARTINEC, WINN & VICKERS, P.C.
919 Congress Avenue, Suite 200
Austin, TX 78701
FAX (512) 476-0753
martinec@mwvmlaw.com