UNITED STATES DISTRICT COURT MIDDLE DISTRICT OF FLORIDA FORT MYERS DIVISION

CASE NO.: 2:09-CV-229-FTM-SPC

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

FOUNDING PARTNERS CAPITAL MANAGEMENT, CO, and WILLIAM L. GUNLICKS,

Defendants,

SUN CAPITAL, INC., SUN CAPITAL HEALTHCARE, INC., FOUNDING PARTNERS STABLE-VALUE FUND, L.P., FOUNDING PARTNERS STABLE-VALUE FUND II, L.P., FOUNDING PARTNERS GLOBAL FUND, LTD, and FOUNDING PARTNERS HYBRID-VALUE FUND, L.P.,

Relief Defendants.

DYKEMA'S, AS LOCAL COUNSEL TO FORMER RECEIVER, FIRST AND FINAL APPLICATION FOR REIMBURSEMENT OF LEGAL FEES AND EXPENSES AND MEMORANDUM OF LAW IN SUPPORT OF SAME

Dykema ("Dykema"), Local Counsel to Former Receiver, Leyza F. Blanco ("Blanco"), pursuant to this Court's Order Appointing Receiver dated April 20, 2009 (hereinafter, "Order Appointing Receiver") moves this Court for an Order Approving the Reimbursement of Legal Fees and Expenses ("Motion") for services rendered as local counsel in connection with all matters pending or issues raised in Chicago, Illinois. The grounds for this Motion are fully set forth in the Memorandum of Law below.

I. GENERAL BACKGROUND

- 1. On April 20, 2009, this Court entered an Order Appointing Receiver over FOUNDING PARTNERS STABLE-VALUE FUND, L.P., FOUNDING PARTNERS STABLE-VALUE FUND II, L.P., FOUNDING PARTNERS GLOBAL FUND, LTD, and FOUNDING PARTNERS HYBRID-VALUE FUND, L.P. (hereinafter "the Founding Partners Relief Defendants").
- 2. On May 13, 2009, this Court entered an Opinion and Order removing Blanco as Receiver and Dykema as local Chicago counsel to Blanco and directed that each should thereafter take only those actions necessary to maintain the status quo until a new receiver was appointed. [CP# 70, Paragraph 4].
- 3. On May 20, 2009, this Court entered an Order Appointing Replacement Receiver, naming Daniel Newman as replacement receiver over the Founding Partners Relief Defendants.
- 4. Paragraph 4 of the Order Appointing Receiver, in pertinent part, authorized Blanco to:
 - ...employ legal counsel...as the Receiver deems necessary and to fix and pay their reasonable compensation and reasonable expenses, as well as all reasonable expenses of taking possession of the assets and business of Founding Partners and the Relief Defendants, and exercising the power granted by this Order, subject to approval by this Court at the time to Receiver accounts to the Court for such expenditures and compensation;
- 5. Pursuant to paragraph 4 of the Order Appointing Receiver, Blanco retained Dykema as local counsel to provide legal services to her as receiver as it pertained to matters and issues in Chicago, Illinois, including issues relating to the Chicago office, the landlord in Chicago, the lease executed in Chicago, and applicable Illinois law. Dykema provided services and incurred expenses to investigate the affairs of the Receivership Entities, preserve the

Receivership Assets and attempted to locate and recover additional assets during the period that Blanco served as receiver. These services were provided for the benefit of aggrieved investors, creditors, and other interested parties of the Founding Partners Relief Defendants.

- 6. Dykema's fees for professional services rendered and costs incurred through May 18, 2009 amounted to \$8,528.51 in fees and \$10.70 in costs.
- 7. A copy of the time detail for the time spent by Dykema in representation of the Receiver in this matter is attached hereto as Exhibit "A." At the early stage of the receivership case during Blanco's term as receiver, the work of Dykema was primarily focused on locating and taking control of the receivership assets in Chicago, preserving and cataloging the records of the Founding Partners Relief Defendants in Chicago, meeting with aggrieved investors in Chicago, addressing legal issues under Illinois law presented by the Sun Capital Relief Defendants.
- 8. Neither the present receiver of this case, Daniel Newman, nor the Securities and Exchange Commission have objections to the relief sought herein.

MEMORANDUM OF LAW

It is well settled that this Court, having appointed the receiver, has the power to award professional fees and to direct the reimbursement of expenses. *See, e.g., Securities and Exchange Commission v. Mobley*, No. 00-CV-1316, 1317RCC, 2000 WL 1702024 (S.D.N.Y. Nov. 13, 200) (court awarded reasonable fees for the receiver and his professionals). The determination of fees to be awarded is largely within the discretion of the trial court. *See Monaghan v. Hil*l, 140 F. 2d. 31, 34 (9th Cir. 1944). In determining reasonable compensation by a Receiver's professionals, the Court should consider the circumstances surrounding the

receivership. Securities and Exchange Commission v. Elliot, 953 F. 2d 1560, 1577 (11th Cir. 1992).

Here, because of the nature of this case, it was necessary for the receiver to employ attorneys familiar with financial frauds, federal receivership, securities laws, insolvency and healthcare issues. This is the first and final request for an award of compensation for services rendered by Dykema and for reimbursement of out-of-pocket costs although the firm continues to provide transitional assistance to the new receiver's counsel without any charge.

This case was time-intensive for the former receiver and her professionals because of the need to resolve many issues rapidly and efficiently immediately upon her appointment. The attached Exhibits detail the time, nature and extent of the professional services rendered by Dykema for the benefit of investors, creditors and other interested parties.

Although the SEC investigated and filed the initial pleadings in the case, the former receiver, with the assistance of Dykema, assumed the primary responsibility for securing assets and records, investigating and analyzing events leading to the commencement of the proceeding, efforts to locate and gather investors' money and fielding of creditor and investor inquiries. The former receiver is sensitive to the need to conserve the assets of the receivership estate but maintains that the fees and costs expended during her term as receiver in this matter were reasonable, necessary and benefited the receivership.

CONCLUSION

Under the provisions of the Order Appointing Receiver, Blanco was empowered, among other things, to engage professionals to assist her in carrying out her duties and obligations. The Order further provides that she may apply to the Court for authority to pay such professionals for services rendered and costs incurred. In exercising her duties, Blanco determined that the

services rendered and the attendant fees and costs were reasonable, necessary, advisable and in the best interest of the receivership estate.

WHEREFORE, for the foregoing reasons, the former receiver, Leyza F. Blanco, requests that this first and final application for fees and expenses be approved and that the Court direct that payment be made from the receivership assets in the amount of \$8,528.51 in fees and \$10.70 in costs reimbursements, for a total of \$8,539.21 to Dykema.

Date: November 17, 2009

Respectfully submitted, GRAYROBINSON, P.A. Former Receiver, Leyza F. Blanco 1221 Brickell Avenue, Suite 1600 Miami, FL 33131

Telephone: (305) 416-6880 (305) 416-6887 Facsimile:

By: /s/ Leyza F. Blanco Leyza F. Blanco Florida Bar Number: 104639

EXHIBIT A

400 Renaissance Center - Detroit, MI 48243 - EIN# 38-1446628

RMB

STATEMENT DATE: SEPTEMBER 9, 2009

LEYZA F. BLANCO MS. LEYZA BLANCO **GRAYROBINSON PA** 1221 BRICKELL AVENUE, SUITE 1600 MIAMI, FL 33131

STATEMENT OF ACCOUNT

OUR RECORDS INDICATE THE FOLLOWING INVOICES ARE OUTSTANDING

105659-0001 FOUNDING PARTNERS CAPITAL MANAGEMENT CO.

INVOICE DATE 08/13/09

INVOICE NUMBER 1290940

BALANCE DUE THIS STATEMENT

INVOICE AMOUNT 11,624.70

UNPAID BALANCE 11,624.70 11,624.70

MATTER TOTAL

11,624.70

WHEN MAKING PAYMENTS, PLEASE ENCLOSE THIS STATEMENT OR THE REMITTANCE ADVICE RECEIVED WITH YOUR INVOICE

REMIT TO:

DYKEMA GOSSETT PLLC 6904 PAYSPHERE CIRCLE CHICAGO, IL 60674

> For Inquiries Contact: Christine Siciliano **Client Account Coordinator** (312) 627-8296 csiciliano@dykema.com



400 Renaissance Center • Detroit, MI 48243 • EIN# 38-1446628

LEYZA F. BLANCO MS. LEYZA BLANCO **GRAYROBINSON PA** 1221 BRICKELL AVENUE, SUITE 1600 MIAMI, FL 33131

DUE UPON RECEIPT

AUGUST 13, 2009 **CLIENT-MATTER NO. 105659-0001 INVOICE NO. 1290940**

FOR PROFESSIONAL SERVICES RENDERED

RE: FOUNDING PARTNERS CAPITAL MANAGEMENT CO.

FEES.....\$ DISBURSEMENTS 10.70 TOTAL AMOUNT DUE.....\$_



RE: FOUNDING PARTNERS CAPITAL MANAGEMENT CO.

DATE	ID	DESCRIPTION	HOURS
04/20/09	POF	ASSET ANALYSIS AND RECOVERY MEETING WITH R. BENDIX AND B. SMOLLER TO DISCUSS INCOMING ORDER FREEZING ASSETS OF FOUNDING PARTNERS (.4); CONFERENCE CALL WITH R. BENDIX, B. SMOLLER, R. REIBMAN, L. BLANCO AND D. BELYEA TO DISCUSS PROCEDURE FOR SECURING ASSETS OF FOUNDING PARTNERS' CHICAGO OFFICE (.6); MEETING WITH D. BELYEA TO DISCUSS STATUS OF INCOMING ORDERS (.2); REVIEWING DISTRICT COURT ORDERS APPOINTING RECEIVER AND FREEZING ASSETS OF FOUNDING PARTNERS (.5); GOING TO CHICAGO OFFICE OF FOUNDING PARTNERS AT 20 NORTH WACKER WITH D. BELYEA AND R. REIBMAN TO TAKE POSSESSION OF ASSETS AND PROPERTY (1.0)	2.70
04/20/09	RASM	ASSET ANALYSES AND RECOVERY CONFERENCES RE: OFFICE IN CHICAGO WITH BENDIX, FARAH AND REIBMAN (.40) AND SAME INDIVIDUALS PLUS DON BELYEA (.40).	0.80
04/20/09	RMB	BUSINESS OPERATORS CALLS WITH SEAN CASEY (.20) AND LEYZA BLANCO (.20) REGARDING SEAN'S REQUEST FOR PERMISSION FOR WILLIAM GUNLICKS TO SPEND MONEY ON FOOD AND LODGING NOTWITHSTANDING ASSET FREEZE ORDER.	0.40
04/20/09	RMB	ASSET ANALYSES AND RECOVERY CONFERENCE CALL WITH LEYZA BLANCO AND DON BELYEA REGARDING TAKING CONTROL OF FOUNDING PARTNER'S CHICAGO OFFICE.	0.50
04/20/09	RMB	ASSET ANALYSES AND RECOVERY OFFICE CONFERENCES WITH BOB SMOLLER, PETER FARAH AND RICK REIBMAN REGARDING STRATEGY FOR SECURING LOCAL OFFICE OF FOUNDING PARTNERS; (.40) MEETING WITH DON BELYEA, SMOLLER, FARAH AND REIBMAN REGARDING SAME; (.10) CONFERENCE CALL WITH LEYZA BLANCO, BELYEA, SMOLLER, REIBMAN AND FARAH REGARDING STATUS OF RECEIVERSHIP AND STRATEGY FOR SECURING FOUNDING PARTNERS' CHICAGO OFFICE (.20).	1.00
04/20/09	RTRE	ASSET ANALYSES AND RECOVERY: MEETING WITH DON BELYEA AND DYKEMA ATTORNEYS RE STEPS TO BE TAKEN TO SECURE PREMISES AT 20 N. WACKER INCLUDING, FOR PART OF TIME, CONFERENCE CALL WITH LEYZA BLANCO (.4); TC T.W. ANDERSEN RE STATUS OF COURT ORDER (.1); TC DON BELYEA RE ENTRY OF ORDER AND WAITING FOR TRANSMISSION OF SAME (.1); REVIEW LETTER AND ATTACHMENTS (COURT ORDERS) FROM RECEIVER (.3); WENT TO 20 N. WACKER BUILDING WITH DON BELYEA AND PETER FARAH TO SECURE PREMISES (1.0)	1.90
04/21/09	RMB	ASSET ANALYSES AND RECOVERY REVIEW ASSET FREEZE ORDER (.10) AND ORDER APPOINTING RECEIVER (.10).	0.20



DATE	ID	DESCRIPTION	HOURS
04/21/09	RMB	ASSET ANALYSES AND RECOVERY CALL WITH LEYZA REGARDING STATUS OF CASE AND ARRANGING TO INVENTORY CONTENTS OF FILE CABINETS AT FP'S CHICAGO OFFICE.	0.50
04/21/09	RTRE	ASSET ANALYSES AND RECOVERY: CONFERENCE WITH R. BENDIX REGARDING STATUS OF OFFICE/ASSETS CONTROL BY RECEIVER (.2); TC DON BELYEA RE CHANGE OF LOCKS AND CONROL OF PREMISES(.1)	0.30
04/22/09	KLD	ASSET ANALYSES AND RECOVERY CLIENT MEETING TO DISCUSS DOCUMENTS TO BE REVIEWED AND INDEXED.	1.50
04/22/09	POF	ASSET ANALYSES AND RECOVERY REVIEWING AFFIDAVITS TO UNITED STATES DISTRICT COURT, MIDDLE DISTRICT OF FLORIDA FOR R. REIBMAN, P. FARAH AND D. BELYEA (.7); DISCUSSING AFFIDAVITS WITH R. REIBMAN (.1); DISCUSSING AFFIDAVITS WITH D. BELYEA, R. BENDIX AND R. REIBMAN (.2); DRAFTING COVER LETTER FOR AFFIDAVITS SENT TO I. ANDERSON AT SEC (.2)	1.20
04/22/09	RMB	ASSET ANALYSES AND RECOVERY CALL WITH LEYZA BLANCO TO DISCUSS REVIEW OF DOCUMENTS IN FOUNDING PARTNERS CHICAGO OFFICE (.10); CALL WITH DON BELYEA TO ARRANGE TIME TO REVIEW FILE CABINETS (.10); CALL WITH JAMES MCCONKEY TO OBTAIN PARALEGAL ASSISTANCE (.10).	0.30
04/22/09	RMB	ASSET ANALYSES AND RECOVERY CALL WITH KARYN DECUIR REGARDING ASSISTING WITH CREATING SUMMARY LIST OF CHICAGO DOCUMENTS.	0.10
04/22/09	RMB	CASE ADMINISTRATION CALL WITH LEYZA REGARDING CASE BEING UNSEALED.	0.10
04/22/09	RMB	ASSET ANALYSES AND RECOVERY VISIT FOUNDING PARTNERS' CHICAGO OFFICE WITH KARYN DECUIR TO REVIEW FILE DRAWER'S (1.0); CALL WITH JUAN MARTINEZ TO DISCUSS CATALOGING DOCUMENTS (.50); MEET WITH DON BELYEA, PETER FARAH AND RICK REIBMAN REGARDING AFFIDAVITS STATING THEY SERVED ASSET FREEZE ORDER ON WILLIAM GUNLICKS (.30).	1.80
04/22/09	RTRE	ASSET ANALYSES AND RECOVERY: TC DON BELYEA RE MEETING WITH LANDLORD TO DISCUSS ACCESS AND SECURITY ISSUES (.1); TC DON BELYEA RE COURT ORDERS AND DISCLOSURES TO LANDLORD (.1); READ AND RESPOND TO LEYZA BLANCO'S EMAIL RE NEED FOR AFFIDAVITS (.1); TC DON BELYEA RE SAME (.1): PREPARE MY OWN AFFIDAVIT AND AFFIDAVITS OF FARAH AND BELYEA (1.5); TC DON BELYEA RE COMMENTS ON DRAFT OF AFFIDAVIT (.1); CONFERENCE WITH P. FARAH RE HIS COMMENTS ON SAME (.1); REVISE AFFIDAVITS (.3)	2.40
04/23/09	KLD	ASSET ANALYSES AND RECOVERY PREPARE FOR VISIT TO FOUNDING PARTNERS CHICAGO OFFICE TO REVIEW AND INDEX FILES (1.0); REVIEW AND INDEX FILES FROM ALL OFFICES AT FOUNDING PARTNERS (7.0); DISCUSSION WITH MR. BENDIX UPON RETURN TO OFFICE (.2)	8.20
04/23/09	RMB	ASSET ANALYSES AND RECOVERY CALL WITH KARYN DECUIR REGARDING HER COMPLETION OF JOB OF DICTATING DESCRIPTION OF ALL FILES IN FOUNDING PARTNERS' CHICAGO OFFICE.	0.20



LEYZA F. BLANCO AUGUST 13, 2009

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DATE	m	DESCRIPTION	HOURS
04/24/09	KLD	ASSET ANALYSES AND RECOVERY FINALIZE INDEX OF FOUNDING PARTNERS FILES AND INDEX (1.5); TELECONFERENCE TO CLIENT RE: TITLES OF FOUNDING PARTNERS EMPLOYEES (.2)	
04/27/09	RMB	ASSET ANALYSES AND RECOVERY SEND LEYZA KARYN DECUIR'S INVENTORY OF FILES IN CHICAGO OFFICE OF FOUNDING PARTNERS.	0.10
04/28/09	RMB	CASE ADMINISTRATIONS REVIEW DOCKET SHEET IN RECEIVERSHIP CASE (.10) AND PREPARE ENGAGEMENT LETTER (.10)	0.20
04/29/09	RMB	CASE ADMINISTRATION CALL WITH STEVE SALOMAN REGARDING FILING AN ANCILLARY CASE IN U.S. DISTRICT COURT IN CHICAGO	0.10
05/18/09	RMB	CASE ADMINISTRATION EXCHANGE E-MAILS WITH LEYZA REGARDING HER REPLACEMENT AS RECEIVER.	0.20
06/05/09	RMB	<u>CLAIMS ADMINISTRATION AND ADJUSTMENTS</u> CALL WITH DAN NEWMAN, NEW RECEIVER, REGARDING QUESTION ABOUT COBRA RIGHTS OF FORMER EMPLOYEES AND VISIT BY REPRESENTATIVES TO CHICAGO TO REVIEW DOCUMENTS.	0.20
06/06/09	RMB	<u>CASE ADMINISTRATION</u> EMAIL DAN NEWMAN TO GIVE HIM OUR ENGAGEMENT LETTER AND TO ANSWER HIS QUESTION REGARDING COBRA COVERAGE FOR FORMER EMPLOYEES.	0.20
06/12/09	RMB	CLAIMS ADMINISTRATION AND ADJUSTMENTS REVIEW RENT DEMAND FROM LANDLORD OF CHICAGO OFFICE AND FORWARD SAME TO MR. NEWMAN.	0.20
06/15/09	ESR	ASSET ANALYSES AND RECOVERY TELEPHONE CONFERENCE WITH NEWMAN RE BERMUDA BANK ACCOUNT; CORRESPONDENCE TO WELDING RE ASSISTING RECEIVER AS TO ACCOUNT.	0.60
06/17/09	ESR	ASSET ANALYSES AND RECOVERY CORRESPONDENCE TO POSSIBLE BERMUDA COUNSEL TO FIND REPRESENTATION.	1.0
06/18/09	ESR	ASSET ANALYSES AND RECOVERY CONFERENCE WITH BERMUDA COUNSEL AND NEWMAN RE STRATEGY.	0.8
06/18/09	RMB	CASE ADMINISTRATION CALL WITH DAN NEWMAN TO DISCUSS HIS QUESTIONS ON ENGAGEMENT LETTER AND MY ASSISTING DAN FLINT WHO IS VISITING FOUNDING PARTNERS' CHICAGO OFFICE TODAY.	0.2
06/18/09	RMB	CASE ADMINISTRATION OBTAIN FEE SCHEDULE AND SEND RATE INFORMATION FOR ME AND RICK REIN TO DAN NEWMAN.	0.2
06/19/09	ESR	ASSET ANALYSES AND RECOVERY CONFERENCE WITH BERMUDA COUNSEL AND NEWMAN RE BACKGROUND AND EXPERIENCE TO HANDLE ANTICIPATED DISPUTE; RESEARCH RECOGNITION OF SEC RECEIVER IN BERMUDA.	0.5
06/22/09	ESR	ASSET ANALYSES AND RECOVERY TELEPHONE CONFERENCE WITH NEWMAN RE BERMUDA STRATEGY.	0.2



DATE	Ю	DESCRIPTION	HOURS
06/22/09	RMB	ASSET ANALYSES AND RECOVERY CONFER WITH RICK REIN REGARDING DISPUTE BETWEEN DAN NEWMAN AND CAYMAN ISLAND'S RECEIVER OVER FUNDS HELD BY HSBC BANK.	0.10
06/23/09	ESR	ASSET ANALYSES AND RECOVERY CONFERENCE WITH LINDA AND NEWMAN RE BERMUDA REPRESENTATION; CORRESPONDENCE TO NEWMAN RE LINDA'S QUALIFICATION.	0.50
07/08/09	RMB	ASSET ANALYSES AND RECOVERY - TELEPHONE CALL WITH RECEIVER'S COUNSEL REGARDING RETRIEVING AMANDA MCLAUGHLIN'S PASSPORT (.10); CALL WITH KARYN DECUIR REGARDING ACCOMPANYING AMANDA MCLAUGHLIN TO FOUNDING PARTNERS' OFFICE (.10)	0.20
07/15/09	KLD	CASE ADMINISTRATION TELECONFERENCE TO AMANDA MCLAUGHLIN RE: TIME TO RETRIEVE PASSPORT.	0.10
07/16/09	. KLD	CASE ADMINISTRATION MEET WITH AMANDA MCLAUGHLIN TO REMOVE PERSONAL PROPERTY FROM HER OLD OFFICE; DISCUSSION WITH DEBBIE LATTAS OF MOECKER & ASSOCIATES RE: PACKING INDEXED FILES (.8); PREPARE EMAIL TO MR. BENDIX RE: VISIT TO FOUNDING PARTNERS (.1); PREPARE EMAIL TO MR. NEWMAN RE: VISIT TO FOUNDING PARTNERS (.1).	1.20
07/16/09	RMB	CASE ADMINISTRATION REVIEW AND RESPOND TO KARYN DEDUIR'S E-MAILS REGARDING ASSISTING AMANDA MCLAUGHLIN IN RETRIEVING PASSPORT AND OTHER PERSONAL ITEMS.	0.10
07/29/09	RMB	CASE ADMINISTRATION REVIEW AND RESPOND TO E-MAIL FROM SUSAN BARNES ASKING ABOUT ACCESS TO CHICAGO OFFICE FOR MR. FUES TO RETRIEVE PERSONAL ITEMS.	0.20
07/30/09	RMB	CASE ADMINISTRATION EXCHANGE E-MAILS WITH SUSAN BARNES AND PETER FARAH REGARDING PETER SUPERVISING PHIL FUES' RETRIEVAL OF PERSONAL ITEMS FROM FOUNDING PARTNERS' CHICAGO OFFICE.	0.30
07/31/09	POF	CASE ADMINISTRATION ESCORTING PHIL FUES TO FOUNDING PARTNERS OFFICE AT 20 N. WACKER TO COLLECT PERSONAL ITEMS (.7); DRAFTING ACKNOWLEDGEMENT OF RECEIPT OF PERSONAL ITEMS FOR PHIL FUES (.3)	1.00
TOTAL A	ATTORN LEGAL F	EY & PARALEGAL TIME\$	34.00 11,614.00



DISBURSEMENTS	
TELECOMMUNICATIONS	3.90
PRINTING CHARGES	6.80
TOTAL DISBURSEMENTS\$	10.70

NOTE: INCURRED DISBURSEMENTS NOT APPEARING ON THIS INVOICE WILL BE BILLED LATER.

LEYZA F. BLANCO

AUGUST 13, 2009

CLIENT-MATTER NO. 105659-0001 FOUNDING PARTNERS CAPITAL MANAGEMENT CO. **INVOICE NO. 1290940** PAGE NO. 8

FEES	\$	-11,614. 00
DISBURSEMENTS		10.70
TOTAL AMOUNT DU	E\$	11,624.70
D	DYKEMAGOSSETT PLLC	
HEK INFORMATION	CLUSAGO, IL 60674	
THIS INVOICE	E IS PAVARLE UPON RECEIPT.	
THIS HAVOIC	E IS PAYABLE UPON RECEIPT.	OUNT:
ECK#: PLEASE RETURN TH	DATE: AM IIS PAGE WITH YOUR REMITT	TANCE.

FOR FIRM USE:

RECEIVED DATE:____