

1 DAVID R. ZARO (BAR NO. 124334)
 2 JOSHUA A. DEL CASTILLO (BAR NO. 239015)
 3 TIM C. HSU (BAR NO. 279208)
 4 ALLEN MATKINS LECK GAMBLE
 5 MALLORY & NATSIS LLP
 6 515 South Figueroa Street, Ninth Floor
 7 Los Angeles, California 90071-3309
 8 Phone: (213) 622-5555
 9 Fax: (213) 620-8816
 10 E-Mail: dzaro@allenmatkins.com
 11 jdelcastillo@allenmatkins.com
 12 thsu@allenmatkins.com

13 Attorneys for Receiver
 14 Kristen A. Janulewicz

15 UNITED STATES DISTRICT COURT
 16 SOUTHERN DISTRICT OF CALIFORNIA

17 SECURITIES AND EXCHANGE
 18 COMMISSION,

19 Plaintiff,

20 vs.

21 TOTAL WEALTH MANAGEMENT,
 22 INC.; et al.,

23 Defendants.

Case No. 15-cv-226 BAS (DHB)

NO HEARING REQUIRED UNLESS
 REQUESTED BY COURT

**DECLARATION OF KRISTEN A.
 JANULEWICZ IN SUPPORT OF
 FIRST INTERIM APPLICATIONS
 FOR PAYMENT OF FEES AND
 REIMBURSEMENT OF RECEIVER,
 KRISTEN A. JANULEWICZ AND
 ALLEN MATKINS LECK GAMBLE
 MALLORY & NATSIS LLP**

[Notice of Applications for Payment of Fees
 and Reimbursement of Expenses; First
 Interim Application of Receiver; First
 Interim Application of Allen Matkins;
 Memorandum of Points and Authorities; and
 [Proposed] Order submitted concurrently
 herewith]

Date: November 2, 2015
 Ctrm: 4B
 Judge: Hon. Cynthia Bashant

DECLARATION OF KRISTEN A. JANULEWICZ

I, Kristen A. Janulewicz, declare as follows:

1. I am the Court-appointed receiver for Total Wealth Management, Inc. ("Total Wealth"), and its subsidiaries and affiliates, including but not limited to Altus Capital Management, LLC (collectively, the "Receivership Entities" or "Entities"). I was appointed pursuant to this Court's February 12, 2015 "(1) Preliminary Injunction, Appointment of a Permanent Receiver, and Related Orders; and (2) Order Vacating Hearing on Preliminary Injunction". I have personal knowledge of the facts detailed in this Declaration, and make this Declaration in support of the concurrently filed First Interim Application for Payment of Fees of Receiver and First Interim Application for Payment of Fees and Reimbursement of Expenses of Receiver's Counsel, Allen Matkins Leck Gamble Mallory & Natsis, LLP (collectively, the "Applications").

2. As of the date of this Declaration, I hold approximately \$3,472,742.29 in funds in various accounts for the benefit of the Receivership Entities. A true and correct copy of a summary schedule reflecting the total amount of funds is attached hereto as Exhibit 1.

3. I have reviewed each of the Applications and, in my reasonable business judgment, believe the fee and expense requests identified therein to be fair and reasonable, and accurately reflect the services performed. I further believe that the estate of the Receivership Entities has benefited from the services performed.

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

Executed this 21st day of September, 2015, at Irvine, California.


KRISTEN A. JANULEWICZ

EXHIBIT 1

Summary of Cash Held as of 9/18/15 by Receivership Entity	
	<u>Cash Balances</u>
Altus Capital Opportunity Fund, LP	1,928,126.21
Altus Growth Portfolio Series	50,003.05
Altus Income Portfolio Series	1,075,013.67
Altus Moderate Growth Portfolio Series	16,670.91
Altus Moderate Portfolio Series	82,085.53
Altus Conservative Portfolio Series	162,366.93
Altus Focused Growth Portfolio Series	14,669.57
Altus Capital Management LLC	47.32
Total Wealth Management Receiver	143,759.10
Total Cash held at 9/18/15	3,472,742.29

PROOF OF SERVICE

Securities and Exchange Commission v. Total Wealth Management, Inc., et al.
USDC, Southern District of California – Case No. 15-cv-226 BAS (DHB)

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 515 S. Figueroa Street, 9th Floor, Los Angeles, California 90071-3398.

A true and correct copy of the foregoing document(s) described below will be served in the manner indicated below:

**DECLARATION OF KRISTEN A. JANULEWICZ IN SUPPORT OF
FIRST INTERIM APPLICATIONS FOR PAYMENT OF FEES AND
REIMBURSEMENT OF EXPENSES OF RECEIVER, KRISTEN A.
JANULEWICZ, AND ALLEN MATKINS LECK GAMBLE MALLORY
& NATSIS LLP**

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – the above-described document will be served by the Court via NEF. On **September 22, 2015**, I reviewed the CM/ECF Mailing Info For A Case for this case and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

- **Vincent J. Brown**
vince@vjblaw.com,vjblaw@gmail.com
- **John Bulgozdy**
bulgozdyj@sec.gov,larofiling@sec.gov,berryj@sec.gov,
irwinma@sec.gov
- **Christina Lenore Geraci**
christina@geracilawfirm.com,cynthia.perry@geracilawfirm.com
- **Geraci Law Firm**
christina@geracilawfirm.com
- **Gary Y. Leung, Jr**
leungg@sec.gov,larofiling@sec.gov,berryj@sec.gov
- **David J. Van Havermaat**
vanhavermaatd@sec.gov,larofiling@sec.gov,irwinma@sec.gov
- **Joshua Andrew del Castillo**
jdelcastillo@allenmatkins.com

1 2. **SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for**
2 **each person or entity served)**: On **September 22, 2015**, I served the
3 following person(s) and/or entity(ies) in this case by placing a true and correct
4 copy thereof in a sealed envelope(s) addressed as indicated below. I am readily
5 familiar with this firm's practice of collection and processing correspondence
6 for mailing. Under that practice it is deposited with the U.S. postal service on
7 that same day in the ordinary course of business. I am aware that on motion
8 for party served, service is presumed invalid if postal cancellation date or
9 postage meter date is more than 1 (one) day after date of deposit for mailing in
10 affidavit.

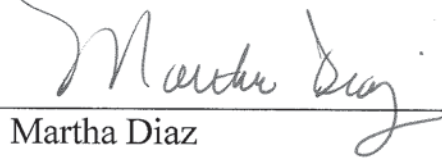
11 Mikel R. Bistrow, Esq.
12 Ballard Spahr LLP
13 655 W. Broadway, Suite 1600
14 San Diego, CA 92101

Via U.S. First Class Mail

15 Richard M. Kipperman
16 PO Box 3010
17 La Mesa, CA 91944-3010

Via U.S. First Class Mail

18 I declare that I am employed in the office of a member of the Bar of this Court
19 at whose direction the service was made. I declare under penalty of perjury under the
20 laws of the United States of America that the foregoing is true and correct. Executed
21 on **September 22, 2015** at Los Angeles, California.

22 
23 _____
24 Martha Diaz