

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
Woodbridge Group of Companies, LLC, <i>et</i>)	Case No. 17-12560 (KJC)
<i>al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: May 30, 2018 at 4:00 p.m. (ET)
)	

**THIRD MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM MARCH 1, 2018 THROUGH MARCH 31, 2018**

Name of Applicant:	Homer Bonner Jacobs, P.A.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Effective Date of Retention:	December 4, 2017
Period for which compensation and reimbursement is sought:	March 1, 2018 through March 31, 2018
Amount of Compensation sought as actual, reasonable and necessary:	\$50,684.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$11,551.32

This is an: X interim ___ final application

This monthly application includes a value of \$7,376.00 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

Prior applications:

Date Filed; Docket No.	Period Covered	Requested		CNO Docket No.	Approved to be Paid	
		Fees	Expenses		Fees	Expenses
2/28/18; 671	1/1/18- 1/31/18	\$125,077.50	\$253,572.78	860	\$100,062.00	\$249,922.78 ²
4/2/18; 877	2/1/18- 2/28/18	\$58,105.00	\$14,019.64	1630	\$46,484.00	\$14,019.64
Total		\$183,182.50	\$267,592.42		\$146,546.00	\$263,942.42

² After discussions with the Fee Examiner, Homer Bonner Jacobs, P.A. obtained agreement from its eDiscovery vendor to a reduction in expenses in the amount of \$3,650.00.

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Adam L. Schwartz (ALS)	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005.	\$495.00	87.4	\$43,263.00
Kevin P. Jacobs (KPJ)	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; admitted to the Florida Bar in 1999.	\$495.00	5.7	\$2,821.50
Peter W. Homer (PWH)	Founding Partner of the Homer Bonner Jacobs, P.A. firm (1986); AV rated; admitted to the Florida Bar in 1980; member of the Maryland Bar since 1978; member of the Washington Bar since 2015.	\$545.00	1.0	\$545.00
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	17.9	\$4,027.50
Antonio M. Hernandez, Jr. (AMH)	Joined firm as an Associate in 2017. Member of Florida Bar since 2015.	\$275.00	0.1	\$27.50
Grand Total:			112.1	\$50,684.50
Blended Rate:		\$452.14		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$12,328.50
SEC Enforcement Action Litigation (B002)	\$9,747.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$18,082.50
Bankruptcy Case Administration (B005)	\$972.00
Corporate Governance and Board Matters (B006)	\$1,633.50
Meetings and Communications with Creditors/Committees (B007)	\$544.50
Fee/Employment Applications (B008)	\$7,376.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$50,684.50

COMPENSATION BY PROJECT CATEGORY
FOR PREPETITION AND POST-PETITION SERVICES

SERVICES ENGAGED TO PERFORM PREPETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$5,851.50
SEC Enforcement Action Litigation (B002)	\$436.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$112.50
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$6,561.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$12,961.50
SERVICES ENGAGED TO PERFORM POST-PETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$6,477.00
SEC Enforcement Action Litigation (B002)	\$9,311.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$18,082.50
Bankruptcy Case Administration (B005)	\$859.50
Corporate Governance and Board Matters (B006)	\$1,633.50
Meetings and Communications with Creditors/Committees (B007)	\$544.50
Fee/Employment Applications (B008)	\$815.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$37,723.00

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Courier Services	\$24.38
Photocopies	\$3.80
Westlaw/Pacer Research	\$56.18
Long Distance Telephone	\$14.04
CS Disco Professional Services Including eDiscovery Hosting and Production Assistance	\$11,452.92
TOTAL DISBURSEMENTS	\$11,551.32

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Debtors.)	(Jointly Administered)
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**THIRD MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM MARCH 1, 2018 THROUGH MARCH 31, 2018**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA As Special Litigation Counsel to the Debtors and Debtors in Possession*, Nunc Pro Tunc, to *Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “**Interim Compensation Order**”), the law firm of Homer Bonner Jacobs, P.A. (hereinafter “**HBJ**”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) in the amount of \$50,684.50, together with reimbursement for actual and necessary expenses incurred in the amount

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

of \$11,551.32, for the period commencing March 1, 2018 through and including March 31, 2018 (the “**Fee Period**”). In support of its Application, HBJ respectfully represents as follows:

1. Pursuant to the Retention Order, HBJ was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, *nunc pro tunc*, to the petition date. The Retention Order authorized HBJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by HBJ were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A² is a detailed statement of fees incurred during the Fee Period showing the amount of \$50,684.50 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$11,551.32 for reimbursement of expenses.

4. The services rendered by HBJ during the Fee Period are grouped into the categories set forth in Exhibit A. The attorneys who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

5. Pursuant to the Retention Order, fees for services HBJ was retained to provide prepetition—i.e., the representation of the Debtors in two subpoena enforcement actions brought by the SEC in the Southern District of Florida (the “Prepetition Services”)—were capped at \$100,000 per month. *See* Retention Order at ¶ 3. There is no cap on fees incurred for services that the Debtors retained HBJ to provide post-petition, which include, among other things, representing Debtors in the SEC enforcement action filed against the Debtors on December 20,

² The invoice for Prepetition Services (as defined in Paragraph 5) is attached hereto as Exhibit A-1. The invoice for Post-petition Services (as defined in Paragraph 5) is attached hereto as Exhibit A-2.

2017, responding to subsequent SEC administrative subpoenas, and coordinating the Debtors' defense of the related state regulatory investigations and enforcement actions (the "Post-petition Services"). *See id.* For March 2018, the Debtors budgeted for HBJ's Prepetition and Post-petition Services a total of \$75,000. As explained below, the fees incurred for HBJ's services for March 2018 came in under budget for a total of \$50,684.50.

6. The fees incurred for HBJ's Prepetition Services for the Fee Period totaled \$12,961.50, well below the \$100,000 cap. A detailed statement of HBJ's fees for Prepetition Services is attached as Exhibit A-1. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$37,723.00. A detailed statement of HBJ's fees for Post-petition Services is attached as Exhibit A-2.

DISBURSEMENTS

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$11,551.32. This disbursement sum is broken down into categories of charges, including, among other things, telephone charges, mail and express mail charges, special or hand delivery charges, photocopying charges, expenses for computerized research, as well as expenses for the ediscovery vendor CS Disco. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), HBJ respectfully requests that the Court waive strict compliance with such rule.

8. Costs incurred for computer assisted research are not included in HBJ's normal hourly billing rates and, therefore, are itemized and included in HBJ's disbursements. Pursuant to Local Rule 2016-2, HBJ represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long-distance

transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

9. The \$75,000 March legal fees budget did not include the expenses related to CS Disco's eDiscovery services utilized to comply with the tight production deadlines set by the district court for the Southern District of Florida. The CS Disco services utilized by HBJ included managing and hosting the email database.

VALUATION OF SERVICES

10. Attorneys of HBJ have expended a total of 112.10 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are HBJ's normal hourly rates of compensation for work of this character. Indeed, in the month of March, HBJ responded to a new SEC administrative subpoena, coordinated defense and settlement discussions among multiple state regulatory agencies, and represented the Debtors in the ongoing SEC enforcement action pending in the Southern District of Florida. The reasonable value of the services rendered by HBJ for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$50,684.50.

12. HBJ believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of

comparable services other than in a case under this title.

14. This Application covers the Fee Period March 1, 2018 through and including March 31, 2018. HBJ has and will continue to perform additional necessary services subsequent to March 31, 2018, for which HBJ will file subsequent fee applications.

BUDGET AND STAFFING PLAN

15. In accordance with the Retention Order and Interim Compensation Order, the budget and staffing plan for HBJ, which was approved by the Debtors for the Fee Period, is attached hereto as Exhibit C.

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$50,684.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$11,551.32 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: May 10, 2018

HOMER BONNER JACOBS, P.A.

/s/ Adam Schwartz

Adam L. Schwartz

Email: aschwartz@homerbonner.com

Florida Bar No: 0103163

Kevin P. Jacobs

Email: kjacobs@homerbonner.com

Florida Bar No: 169821

*COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION*

VERIFICATION

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY) SS:

Adam L. Schwartz, Esquire, after being duly sworn according to law, deposes and says:

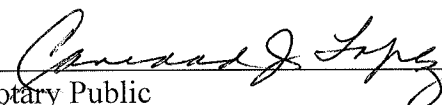
1. I am a Partner in the applicant firm, Homer Bonner Jacobs, P.A., and have been admitted to the bar of the Supreme Court of Florida since 2013 and the bar of the Supreme Court of New York since 2005.

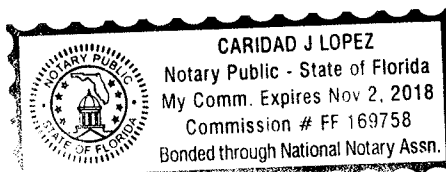
2. I have personally performed many of the legal services rendered by Homer Bonner Jacobs, P.A., as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


ADAM L. SCHWARTZ

SWORN TO AND SUBSCRIBED before me this 9th day of May, 2018.


Notary Public
My Commission Expires: _____



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WOODBIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: May 30, 2018 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, (IV) THE SECURITIES AND EXCHANGE COMMISSION, (V) THE FEE EXAMINER, AND (VI) OFFICE OF THE UNITED STATES TRUSTEE

The **Third Monthly Application of Homer Bonner Jacobs, P.A. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period From March 1, 2018 Through March 31, 2018** (the “Application”) has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$50,684.50 and monthly expenses in the amount of \$11,551.32.

Objections to the Application, if any, are required to be filed on or before **May 30, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14140 Ventura Boulevard #302, Sherman Oaks, California 91423, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Jonathan Weiss, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.;

¹

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(vii) the Fee Examiner, Frejka PLLC, 205 E. 42nd Street, New York, New York 10017, Attn: Elise Frejka; (viii) any other party that has requested to be a Notice Party; and (ix) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: May 10, 2018
Wilmington, Delaware

/s/ Allison S. Mielke

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Allison S. Mielke (No. 5934)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (admitted *pro hac vice*)
Michael L. Tuchin (admitted *pro hac vice*)
David A. Fidler (admitted *pro hac vice*)
Jonathan M. Weiss (admitted *pro hac vice*)
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel for the Debtors and Debtors in Possession

EXHIBIT A

EXHIBIT A-1

HOMER BONNER JACOBS

1200 Four Seasons Tower
 1441 Brickell Avenue
 Miami, Florida 33131
 (305) 350-5100

FEDERAL TAX ID #59-2648226

April 26, 2018

Woodbridge Group of Companies, LLC

1422 Ventura Blvd., Suite 100
 Sherman Oaks, CA 91423

Invoice No: 971577

Account No: 56024-0001

Responding, Negotiating and Defending Against US SEC Investigation of Woodbridge (subpoena enforcement action)**For legal services rendered through March 31, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
03/01/18	ALS	0.80	Telephone conference with Tom Jeremiassen regarding the production of QuickBooks files for the SEC and coordinating uploading and transfer of same.
03/01/18	ALS	0.10	Telephone conference with Fee Examiner to discuss January invoices.
03/01/18	CJG	0.10	Review email from Debbie Laskin regarding filing of fee application.
03/01/18	CJG	0.20	Review email to CS Disco regarding question from fee examiner.
03/02/18	CJG	0.40	Correspond with Adam Schwartz, Kevin Jacobs and Annabelle Berger regarding feedback from fee examiner.
03/02/18	CJG	0.10	Review email from Adam Schwartz regarding call with fee examiner regarding additional billing instructions.
03/02/18	KPJ	0.40	Correspond with Adam Schwartz, Cara Grand and Annabelle Berger regarding feedback from fee examiner.
03/02/18	ALS	2.60	Review, compile, and produce QuickBooks files and other documents requested by the SEC and prepare cover letter describing same.
03/07/18	CJG	0.20	Review invoices received from CS Disco.
03/09/18	CJG	0.20	Review correspondence with CS Disco regarding questions regarding taking down database and storing on hard drive.
03/12/18	ALS	0.30	Correspond with ediscovery vendor (multiple) regarding deactivation of database to limit expense.
03/12/18	ALS	0.70	Telephone conference with SEC staff attorney regarding new subpoena and correspond with DSI and Province regarding same.
03/12/18	CJG	0.20	Review correspondence with CS Disco regarding taking down database and storing on hard drive.
03/13/18	CJG	0.10	Review correspondence from CS Disco regarding export of database.
03/14/18	ALS	0.20	Confer with Cara Grand regarding update to production log.
03/14/18	KPJ	0.30	Correspond with CS Disco and Adam Schwartz requesting additional information relating to invoices.
03/14/18	ALS	1.10	Update SEC production log to include recent productions related to follow up subpoena requests and provide same to Bradley Sharp.
03/14/18	ALS	0.30	Correspond with CS Disco and Kevin Jacobs requesting additional information relating to invoices.

Subpoena Enforcement

Invoice# 971577

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03/14/18	ALS	0.20	Telephone conference with fee examiner to discuss CS Disco invoices.
03/14/18	CJG	0.10	Review email to Bradley Sharp regarding updated production log.
03/14/18	CJG	0.20	Review correspondence with CS Disco regarding supporting documentation for billing records.
03/14/18	CJG	0.20	Review and revise production log.
03/14/18	CJG	0.20	Confer with Adam Schwartz regarding update to production log.
03/15/18	ALS	0.20	Correspond with CS Disco regarding storage of database on hard drive.
03/15/18	ALS	0.40	Correspond with Kevin Jacobs regarding document review.
03/15/18	KPJ	0.40	Correspond with Adam Schwartz regarding document review.
03/15/18	ALS	0.30	Telephone conference with CS Disco to discuss invoices submitted for reimbursement.
03/15/18	ALS	0.30	Telephone conference with CS Disco representatives and Elise Frejka to discuss invoices.
03/15/18	ALS	0.10	Telephone conference with Elise Frejka regarding vendor invoices.
03/15/18	CJG	0.20	Review correspondence with Adam Schwartz and CS Disco regarding storage of database on hard drive.
03/19/18	ALS	0.20	Confer with Cara Grand regarding updates to production log.
03/19/18	ALS	0.20	Correspond with ediscovery vendor regarding information to provide to fee examiner.
03/19/18	CJG	0.20	Review and revise production log.
03/19/18	CJG	0.20	Confer with Adam Schwartz regarding updates to production log.
03/20/18	ALS	0.20	Confer with Cara Grand regarding preparation of fee application for February.
03/20/18	ALS	0.70	Correspond with vendor regarding additional information to provide to fee examiner (.3); review data provided by ediscovery vendor (.3); correspond with fee examiner regarding same (.1).
03/20/18	CJG	0.20	Confer with Adam Schwartz regarding preparation of fee application for February.
03/21/18	PWH	0.30	Conference with Adam Schwartz to discuss strategy with respect to attorney-client privilege issues.
03/21/18	KPJ	0.30	Discussion with Adam Schwartz regarding issues with e-discovery vendor invoices.
03/21/18	KPJ	0.20	Review fee examiner's comments on January invoice.
03/21/18	ALS	0.20	Conference with Cara Grand regarding feedback from Fee Examiner.
03/21/18	ALS	0.40	Telephone conference with ediscovery vendor regarding issues related to their January invoices.
03/21/18	ALS	0.30	Review Fee Examiner's comments to January invoice regarding subpoena response.
03/21/18	ALS	0.10	Telephone conference with Fee Examiner to discuss firm invoices and ediscovery vendor invoices.
03/21/18	ALS	0.30	Conference with Kevin Jacobs to discuss research related to privilege waiver issues and ediscovery vendor invoice issues.
03/21/18	ALS	0.30	Conference with Peter Homer to discuss strategy with respect to attorney-client privilege issues.
03/21/18	CJG	1.80	Draft fee application for February invoices.
03/21/18	CJG	0.10	Confer with Adam Schwartz regarding legal fees budget for February.
03/21/18	CJG	0.20	Review fee examiner's notes to January invoices.
03/21/18	CJG	0.20	Confer with Adam Schwartz regarding feedback from Fee Examiner.
03/22/18	ALS	0.10	Confer with Cara Grand regarding draft fee application for February.

PLEASE INCLUDE INVOICE NO.

971577

WITH YOUR PAYMENT. THANK YOU.

Subpoena Enforcement**Invoice# 971577****Page 3**

03/22/18	CJG	0.10	Confer with Adam Schwartz regarding draft fee application for February.
03/22/18	CJG	0.70	Continue drafting fee application for February invoices.
03/23/18	ALS	0.20	Correspond with CS Disco regarding fee examiner's objections and requested write-offs.
03/23/18	ALS	0.30	Correspond with Annabelle Berger and Kevin Jacobs regarding January invoice concerns from the fee examiner.
03/23/18	ALS	0.10	Confer with Cara Grand regarding review and revision of February billing records to conform with fee examiner standards.
03/23/18	KPJ	0.30	Correspond with Annabelle Berger and Adam Schwartz regarding January invoice concerns from the fee examiner.
03/23/18	ALS	0.30	Finalizing production of QuickBooks files to the SEC and preparing cover letter for same.
03/23/18	CJG	1.10	Review and revise February billing records to conform with fee examiner standards.
03/23/18	CJG	0.10	Confer with Adam Schwartz regarding review and revision of February billing records to conform with fee examiner standards.
03/23/18	CJG	0.20	Review email correspondence between Adam Schwartz and CS Disco regarding fee examiner's objections and requested write-offs.
03/23/18	CJG	0.10	Confer with Tamara Zamora regarding billing records for February.
03/23/18	CJG	0.10	Email to June LaBarge and Tamara Zamora regarding billing records in excel format.
03/26/18	ALS	0.20	Correspond with CS Disco regarding status of database to production of additional items.
03/26/18	KPJ	0.30	Conference with Adam Schwartz to prepare for telephone conference with the SEC regarding attorney-client privilege issues.
03/26/18	ALS	0.30	Meeting with Cara Grand to discuss invoices to be included in the February 2018 fee application.
03/26/18	ALS	0.30	Conference with Kevin Jacobs to prepare for telephone conference with the SEC regarding attorney-client privilege issues.
03/26/18	ALS	0.30	Review case law and research on attorney-client privilege waiver issues in preparation for telephone conference with the SEC regarding same.
03/26/18	CJG	0.20	Review correspondence with Adam Schwartz and CS Disco regarding status of database to production of additional items.
03/26/18	CJG	0.30	Meeting with Adam Schwartz to discuss invoices to be included in the February 2018 fee application.
03/26/18	CJG	0.10	Confer with June LaBarge regarding February invoices.
03/27/18	ALS	0.20	Correspond with CS Disco regarding approval of write off of fees and status of payment.
03/27/18	ALS	0.10	Confer with Crystal Jimenez and Cara Grand regarding revisions to February billing entries to conform with fee examiner standards.
03/27/18	ALS	0.20	Correspond with Ian Bambrick and Debbie Laskin regarding correspondence with fee examiner, certificate of no objection, and total fees sought.
03/27/18	ALS	0.40	Correspond with Annabelle Berger and Kevin Jacobs regarding approval of discount.
03/27/18	KPJ	0.40	Correspond with Annabelle Berger and Adam Schwartz regarding approval of discount.
03/27/18	ALS	0.90	Telephone conference with bankruptcy counsel to discuss documents that may be subject to production based upon new SEC requests.
03/27/18	CJG	0.20	Review correspondence with Adam Schwartz, Ian Bambrick, and Debbie Laskin regarding correspondence with fee examiner, certificate of no objection, and total fees sought.

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Subpoena Enforcement**Invoice# 971577****Page 4**

03/27/18	CJG	0.20	Review correspondence with CS Disco and Adam Schwartz regarding approval of write off of fees and status of payment.
03/27/18	CJG	0.10	Confer with Crystal Jimenez and Adam Schwartz regarding revisions to February billing entries to conform with fee examiner standards.
03/28/18	ALS	0.10	Review and revise draft notice of no objection to January fee application.
03/28/18	ALS	0.40	Review attorney-client privilege waiver case law in preparation for call with counsel for the SEC.
03/28/18	ALS	0.50	Telephone conference with SEC trial and investigatory counsel, Rob Phister, and Mike Tuchin to discuss attorney-client privilege issues in upcoming administrative subpoenas.
03/28/18	ALS	0.60	Telephone conference with Rob Phister to prepare for follow up call with SEC regarding attorney-client privilege issues.
03/28/18	CJG	0.10	Review email from Adam Schwartz to Debbie Laskin, Ian Bambrick, and Elise Frejka regarding draft certification of counsel.
03/28/18	CJG	0.20	Review correspondence with Adam Schwartz and CS Disco regarding fee application for February.
03/28/18	CJG	0.10	Confer with Adam Schwartz regarding status of fee application for February.
03/29/18	ALS	0.10	Draft email to Cara Grand regarding status of fee application.
03/29/18	ALS	0.10	Correspond with Debbie Laskin and Ian Bambrick regarding payment procedures.
03/29/18	ALS	0.20	Confer with Cara Grand regarding instructions for February fee application and status of revisions of invoices.
03/29/18	ALS	0.10	Confer with Cara Grand regarding status of fee application for February.
03/29/18	CJG	0.30	Confer with Crystal Jimenez regarding revision of February bills.
03/29/18	CJG	0.20	Confer with Adam Schwartz regarding instructions for February fee application and status of revisions of invoices.
03/29/18	CJG	0.20	Coordinate preparation of excel versions of invoices.
03/29/18	CJG	0.90	Review and revise February fee application.
03/29/18	CJG	0.10	Review email from Adam Schwartz to Debbie Laskin and Ian Bambrick regarding payment procedures.
03/29/18	CJG	0.10	Review email from Adam Schwartz regarding status of fee application.
03/30/18	ALS	0.30	Confer with Cara Grand regarding status of and questions regarding draft fee application for February.
03/30/18	CJG	0.10	Review email from Ian Bambrick regarding draft fee application.
03/30/18	CJG	0.30	Review revised February invoices.
03/30/18	CJG	0.40	Prepare exhibits for February fee application.
03/30/18	CJG	0.20	Email to Ian Bambrick and Debbie Laskin regarding draft fee application for February.
03/30/18	CJG	1.50	Review and revise February fee application.
03/30/18	CJG	0.40	Confer with June LaBarge regarding revisions to February invoices and supporting documentation needed for fee application.
03/30/18	CJG	0.30	Confer with Adam Schwartz regarding status of and questions regarding draft fee application for February.

Total Fees**\$12,961.50**

Subpoena Enforcement

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TIMEKEEPER SUMMARY

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	14.20	\$225.00	\$3,195.00
Homer, Peter W	0.30	\$545.00	\$163.50
Jacobs, Kevin P	2.60	\$495.00	\$1,287.00
Schwartz, Adam L	16.80	\$495.00	\$8,316.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/18	Express Mail/ Courier Service - FEDEX - Scott A. Lowry - Senior Counsel - U.S. SEC - 03/16/2018	\$15.88
03/29/18	Express Mail/ Courier Service - EXECUTIVE - Homer Bonner Jacobs, P.A. to Scott Lowry - 03/23/2018	\$8.50
03/31/18	Professional Services - CS Disco - SEC Woodbridge - Monthly Hosting and Project Management - March 2018	\$11,452.92
03/31/18	Photocopies	\$3.80
03/31/18	Long Distance Telephone	\$12.51
03/31/18	Westlaw/Pacer Research	\$46.01

Total Disbursements	\$11,539.62
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BILLING SUMMARY

Total Legal Services:	\$12,961.50
Total Disbursements:	\$11,539.62

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$24,501.12
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Plus Previous Balance Due:	\$16,602.20
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TOTAL BALANCE DUE:	\$41,103.32
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Trust account remaining balance is \$1,450.51

HOMER BONNER JACOBS**Fee Analysis Summary by Task Code**

For March, 2018

Task Code and Desc	Worked
NONE	\$0.00
B001/B001	\$5,851.50
B001/SEC Subpoena	\$0.00
B002/B002	\$436.50
B002/SEC Enforcement	\$0.00
B004/B004	\$0.00
B004/State Enforcement	\$0.00
B005/B005	\$112.50
B005/Bankruptcy Case	\$0.00
B008/B008	\$6,561.00
B008/Fee/Employment	\$0.00
B009/Fee/Employment	\$0.00
Report Totals	\$12,961.50

FILTER APPLIED: Clients between 56024 AND 56024 AND Matters between : 0001 and 0001

EXHIBIT A-2

HOMER BONNER JACOBS

1200 Four Seasons Tower
 1441 Brickell Avenue
 Miami, Florida 33131
 (305) 350-5100

FEDERAL TAX ID #59-2648226

April 26, 2018

Woodbridge Group of Companies, LLC

1422 Ventura Blvd., Suite 100
 Sherman Oaks, CA 91423

Invoice No: 971578

Account No: 56024-0002

SEC Enforcement Action**For legal services rendered through March 31, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
03/01/18	ALS	0.50	Review questions from Oregon Department of Financial Regulation and respond to same.
03/01/18	ALS	0.50	Telephone conference with SEC trial counsel regarding the change in managerial control over 72 LLCs current controlled by Robert Shapiro.
03/01/18	ALS	0.20	Telephone conference with counsel for Robert Shapiro regarding transfer of managerial control of 72 LLCs related to the debtors.
03/01/18	ALS	0.60	Multiple telephone conferences with Dan Stermer regarding strategy for state enforcement investigations/actions.
03/01/18	ALS	0.50	Review emails and correspond with Daniel Denny regarding 72 LLCs to be placed under management of WGC Independent Manager LLC.
03/01/18	ALS	0.30	Review comments from Robert Phister regarding draft Oregon consent order and revise per same.
03/02/18	ALS	0.10	Draft correspondence to Antonio Hernandez regarding fees.
03/02/18	ALS	0.50	Review draft Arizona and Michigan consent orders to prepare for presentation to Board of Managers.
03/02/18	ALS	0.30	Attend and participate in Board of Manager's meeting to discuss state consent orders.
03/02/18	ALS	0.80	Review correspondence from Woodbridge paralegal providing data on Michigan and Idaho investors for use in discussion with respective regulators.
03/02/18	ALS	0.20	Correspond with Oregon Department of Financial Regulation to answer outstanding questions.
03/02/18	ALS	1.10	Begin revising draft Idaho consent order to resolve state investigation.
03/02/18	ALS	0.20	Correspond with CS Disco regarding questions raised by Fee Examiner and relay answers of same to Examiner.
03/02/18	AMH	0.10	Review correspondence from Adam Schwartz regarding fees.
03/02/18	CJG	0.20	Review emails from CS Disco regarding answer to fee examiner's inquiry.
03/05/18	KPJ	0.50	Correspond with bankruptcy counsel regarding transfer of management of non-debtor LLCs to WGC Independent Manager LLC.
03/05/18	ALS	0.50	Correspond with bankruptcy counsel regarding transfer of management of non-debtor LLCs to WGC Independent Manager LLC.
03/05/18	ALS	0.40	Make additional revisions to proposed settlement document provided by the SEC.

SEC Enforcement

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03/05/18	ALS	0.40	Review former Arizona counsel's draft motion to withdraw as counsel and advise Bradley Sharp and Dan Stermer regarding same.
03/05/18	ALS	0.30	Telephone conferences with Dan Stermer to discuss status of Arizona, Michigan, and other state regulatory investigations.
03/05/18	ALS	0.40	Telephone conference with Idaho Department of Financial Regulation regarding draft consent order and status of their investigation.
03/05/18	ALS	1.60	Review and revise draft Idaho consent order.
03/06/18	KPJ	0.20	Review response to motion to dismiss for lack of jurisdiction.
03/06/18	ALS	0.70	Review investor charts former Arizona counsel provided to the Arizona Corporation Commission in the pending enforcement action and correspond with them regarding same.
03/07/18	ALS	2.00	Review and revise draft bifurcated consent to judgment for SEC enforcement matter and provide to bankruptcy counsel to review.
03/07/18	ALS	0.50	Review recent order issued in Arizona matter and documents provided by former local counsel.
03/07/18	ALS	0.80	Review correspondence and related documentations with bankruptcy counsel regarding the status of negotiations with counsel for Shapiro to relinquish managerial control of certain non-debtor LLCs.
03/07/18	ALS	0.50	Telephone conference with Dan Stermer to discuss status of state actions/investigations and proposed consent orders to resolve same.
03/07/18	ALS	0.30	Review and approve comments to Idaho draft consent order provided by bankruptcy counsel.
03/07/18	ALS	0.40	Review proposed motion to streamline bankruptcy court approval process of state consent orders prepared by bankruptcy counsel.
03/08/18	ALS	0.60	Review new SEC subpoena issued to Debtors and correspond with client regarding same.
03/08/18	ALS	0.40	Correspond with Bankruptcy counsel regarding proposed California Consent Order in advance of hearing on motion seeking approval of same before bankruptcy court.
03/08/18	ALS	0.20	Correspond with counsel for creditor and note holder committees to discuss language of proposed consent orders from Arizona and Michigan regulators.
03/08/18	ALS	0.20	Correspond with debtors' regarding production of documents to Arizona showing repayment of principal to investors.
03/09/18	ALS	0.40	Review new subpoena issued by the SEC in detail and correspond with SEC staff regarding same.
03/09/18	ALS	3.10	Two telephone conferences with Christine Nestor at the SEC to discuss transfer of management of non-debtor LLCs to WGC Independent Manager LLC and the effect of the asset freeze (.8); telephone conference with Daniel Denny to obtain information on the assets of same LLCs to provide to the SEC (.3); telephone conference with Ian Bambrick to discuss same (.2); review documentation regarding assets of LLCs for which Shapiro transferred over the management rights to WGC Independent Management (.9); review correspondence from Ryan O'Quinn regarding the transfer of management and respond to same (.3); correspond with bankruptcy counsel regarding bankruptcy filings for the non-Debtor LLCs placed under the control of WGC Independent Manager (.4); correspond with the SEC regarding same (.2).
03/09/18	ALS	0.80	Telephone conference with Mike Tuchin to discuss and prepare for upcoming telephone conference with the SEC to discuss the reorganization plan (.7).
03/09/18	ALS	0.80	Finalize proposed consent orders for Arizona and Michigan and correspond with the respective state agencies regarding same.

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03/12/18	ALS	0.50	Correspond with Kevin Jacobs regarding response to motion to dismiss.
03/12/18	KPJ	0.50	Correspond with Adam Schwartz regarding response to motion to dismiss.
03/12/18	ALS	0.20	Review draft proposed order regarding expedited review of state enforcement action settlements.
03/12/18	ALS	0.30	Review correspondence from Oregon Department of Financial Regulation regarding information request and corresponding with Dan Stermer regarding same.
03/12/18	ALS	0.60	Review relief defendant's motion to dismiss complaint in SEC enforcement action.
03/12/18	ALS	1.30	Review and revise draft stipulation and consent order to resolve Colorado investigation and correspond with Dan Stermer and Robert Phister regarding same.
03/12/18	ALS	0.60	Review correspondence from Lee Terry summarizing status of state enforcement investigations and their status.
03/13/18	PWH	0.10	Review defendant Robert Shapiro's reply in further support of motion to strike prayer for disgorgement in complaint.
03/13/18	ALS	0.30	Review reply brief filed by Shapiro regarding motion to strike the SEC's request for disgorgement and review case law cited in same.
03/13/18	ALS	1.20	Review correspondence between prior counsel and state regulators from more than 20 different states.
03/13/18	ALS	0.70	Correspond with Dan Stermer regarding status of 11 pending state enforcement investigations.
03/13/18	ALS	1.50	Review and revise draft Washington State consent order.
03/13/18	ALS	0.60	Further revise and finalize redline draft of Idaho consent order and confer with Idaho regulator regarding same.
03/13/18	ALS	0.60	Two telephone conferences (.4 and .2) with Daniel Stermer to discuss strategy with respect to resolution of remaining state regulatory investigations.
03/13/18	ALS	1.30	Telephone conference with SEC trial counsel, Woodbridge's bankruptcy counsel, and unsecured creditors committee counsel regarding settlement of SEC enforcement action and restructuring plan.
03/14/18	ALS	0.30	Confer with Peter Homer regarding settlements with state securities regulators.
03/14/18	PWH	0.30	Confer with Adam Schwartz regarding settlements with state securities regulators.
03/14/18	ALS	2.20	Review all correspondence with state regulators in client's possession to prepare for settlement discussions with same.
03/14/18	ALS	1.90	Review new proposed consent order provided by Oregon regulator and mark up same.
03/14/18	ALS	0.30	Review prior correspondence with the Florida Office of Financial Regulation and correspond with same regarding resolution.
03/15/18	ALS	0.30	Provide instructions to Cara Grand regarding response to latest SEC subpoena for tax documents.
03/15/18	ALS	0.20	Coordinate receipt of tax forms requested by the SEC from Woodbridge.
03/15/18	CJG	0.20	Prepare files for production.
03/15/18	CJG	0.40	Review letter and subpoena from SEC.
03/15/18	CJG	0.30	Confer with Adam Schwartz regarding instructions for production to SEC.
03/15/18	ALS	0.20	Correspond with SEC trial counsel regarding the recent bankruptcy petitions and strategy going forward.
03/15/18	ALS	0.80	Review data provided by DSI in response to request from Oregon and corresponding email explaining same.

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03/15/18	ALS	0.20	Correspond with Oregon local counsel regarding proposed revisions to draft consent order.
03/15/18	ALS	0.30	Review proposed revisions to SEC settlement documents from bankruptcy counsel and confer with same.
03/15/18	ALS	0.50	Telephone conference with Dan Stermer to discuss development in Arizona Corporation Commission's correspondence in enforcement matter.
03/15/18	ALS	0.20	Telephone conference with Dan Stermer to discuss Oregon document request.
03/15/18	ALS	0.90	Telephone conference with Dan Stermer and Nick Troszak (DSI) to discuss data pulled per Oregon's request and explanation on what data is available to provide to regulators.
03/16/18	ALS	0.30	Confer with Cara Grand regarding production to SEC and revisions to cover letter.
03/16/18	ALS	0.30	Review and revise draft cover letter for production of tax documents to SEC per subpoena.
03/16/18	CJG	0.20	Email to Scott Lowry at SEC regarding production of W2 forms.
03/16/18	CJG	0.50	Prepare files for production to SEC.
03/16/18	CJG	0.20	Review and revise cover letter to SEC.
03/16/18	CJG	0.30	Confer with Adam Schwartz regarding production to SEC and revisions to cover letter.
03/16/18	CJG	0.40	Draft letter to SEC regarding production of W2 forms.
03/19/18	ALS	1.00	Telephone conference with Dan Stermer and Lee Terry (counsel for debtors' in CO) regarding status with state investigations and to determine strategy for resolution of same.
03/19/18	ALS	0.50	Telephone conference with Dan Stermer and counsel for the Arizona Corporations Commission to discuss consent order.
03/19/18	ALS	1.20	Revise draft consent order with the Arizona Corporations commission pursuant to discussion with counsel from the ACC.
03/19/18	ALS	0.40	Follow up telephone conference with Dan Stermer to discuss strategy with respect to Arizona matter.
03/20/18	ALS	0.50	Telephone conference with SEC Senior Trial Counsel Christine Nestor to discuss bankruptcy petitions for additional related LLCs and state regulatory agency settlements.
03/20/18	ALS	0.20	Correspond with bankruptcy counsel regarding the filing of bankruptcy petitions for entities placed under the control of the independent manager.
03/20/18	ALS	0.20	Telephone conference with Dan Stermer to discuss update from GDC's compiling of data requested by Oregon.
03/20/18	ALS	1.00	Telephone conference with Oregon counsel Vamshi Reddy and Dan Stermer to discuss proposed revisions to Oregon consent order.
03/20/18	ALS	0.30	Make additional revisions to the draft Oregon consent order and circulate to bankruptcy counsel.
03/20/18	ALS	0.40	Review data provided by GDC relating to Oregon investors for inclusion in production to Oregon.
03/20/18	ALS	0.60	Review correspondence from bankruptcy counsel regarding LLCs that independent manager seeks to petition for bankruptcy in advance of call with the SEC regarding same.
03/21/18	ALS	0.30	Confer with Peter Homer regarding potential privilege issues with upcoming SEC subpoenas.
03/21/18	PWH	0.30	Confer with Adam Schwartz regarding potential privilege issues with upcoming SEC subpoenas.

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03/21/18	ALS	0.60	Telephone conference with Michael Tuchin and Robert Phister to discuss privilege waiver issues vis-a-vis new SEC subpoenas.
03/21/18	ALS	3.20	Research privilege waiver issues including the selective disclosure doctrine to prepare for telephone conference with bankruptcy counsel regarding same.
03/21/18	ALS	1.90	Review revisions proposed by bankruptcy counsel to consent orders for Colorado, Oregon, and Washington, and provide additional comments and revisions to same.
03/22/18	ALS	0.20	Correspond with Idaho regulator regarding proposed changes to draft consent order.
03/22/18	ALS	1.20	Review supplemental production of financial records and QuickBooks files and draft cover letter describing same.
03/22/18	ALS	0.10	Review SEC's motion for extension of time to file response to motion to dismiss.
03/22/18	ALS	0.40	Teleconference with Dan Stermer regarding Idaho and status of other state enforcement matters.
03/22/18	ALS	1.60	Research attorney-client privilege issues in the 11th Circuit in anticipation for call with SEC on issue.
03/23/18	ALS	0.10	Confer with Cara Grand regarding revision of production log and cover letter to SEC.
03/23/18	ALS	0.20	Correspond with DSI regarding status of collection of additional tax records to produce to the SEC.
03/23/18	CJG	0.10	Review and revise cover letter to SEC.
03/23/18	CJG	0.20	Review and revise production log.
03/23/18	CJG	0.10	Confer with Adam Schwartz regarding revision of production log and cover letter to SEC.
03/23/18	ALS	0.60	Correspond with bankruptcy counsel regarding the SEC's request to place non-debtor defendants into bankruptcy and the timing of their motion to dissolve the asset freeze to the same and other recently included defendants to the bankruptcy.
03/23/18	ALS	0.30	Correspond with CRO Bradley Sharp regarding limitations the district court asset freeze order places on certain entities' bank accounts.
03/23/18	ALS	0.30	Finalize Colorado and Washington state proposed consent orders and provide same to Lee Terry to provide to regulators.
03/23/18	ALS	0.40	Telephone conference with SEC trial counsel to discuss draft consent judgment and privilege issues.
03/23/18	ALS	0.40	Telephone conference with Rob Phister to discuss draft consent to judgment with the SEC.
03/25/18	ALS	0.40	Correspond with bankruptcy counsel regarding interpretation of the district court's asset freeze order.
03/26/18	KPJ	0.40	Conferences with Adam Schwartz regarding attorney-client privilege issues.
03/26/18	ALS	0.50	Telephone conference with Mike Tuchin, Rob Phister, Kevin Jacobs, and SEC counsel to discuss attorney-client waiver issues related to pending SEC subpoenas.
03/26/18	KPJ	1.10	Prepare for and attend telephone conference with Adam Schwartz and SEC to discuss waiver of privilege regarding forthcoming subpoenas to counsel.
03/26/18	ALS	0.30	Correspond with Rob Phister and Mike Tuchin regarding the production of documents in response to requests from third-party litigants.
03/26/18	ALS	0.60	Review data compiled on Oregon investors for production to Oregon and draft cover letter to Oregon explaining same.
03/26/18	ALS	0.70	Make final revisions to proposed Oregon consent order and provide same to regulator.

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SEC Enforcement

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03/26/18	ALS	0.30	Review correspondence regarding assets of non-debtor defendants under the control of WGC Independent Manager to determine whether entities should be placed in bankruptcy.
03/26/18	ALS	0.30	Correspond with bankruptcy counsel regarding the district court's asset freeze order vis-a-vis issues with non-defendant debtors placed under the control of WGC Independent Manager LLC.
03/26/18	ALS	0.50	Telephone conference with Ian Bambreck to discuss issues related with filing bankruptcy petitions for the non-debtor defendants who have been placed under the control of WGC Independent Manager, LLC.
03/27/18	ALS	0.20	Correspond with Kevin Jacobs and Debbie Laskin regarding certificate of no objection.
03/27/18	KPJ	0.20	Correspond with Adam Schwartz and Debbie Laskin regarding certificate of no objection.
03/27/18	ALS	0.20	Correspond with Oregon regulators regarding proposed consent order.
03/27/18	ALS	0.60	Review LLC asset document prepared by bankruptcy counsel in anticipation of call regarding LLC defendants.
03/27/18	ALS	0.60	Telephone conference with bankruptcy counsel to discuss the bankruptcy petitions for for LLCs under WGC Independent Manager's control and defendants to enforcement action and dissolution of asset freeze.
03/28/18	ALS	0.90	Review initial term sheet executed by committees and adversary complaint in preparation to participate in board of managers meeting.
03/28/18	ALS	0.20	Review correspondence from Washington State Regulator regarding status of their investigation.
03/28/18	ALS	1.60	Participate in Board of Managers meeting to discuss attorney-client privilege issues and status of SEC enforcement action.
03/29/18	ALS	1.10	Telephone conference with Oregon regulator to discuss proposed revisions to draft consent order.
03/29/18	ALS	0.20	Correspond with Dan Stermer regarding hearing scheduled in Arizona.
03/29/18	ALS	0.40	Telephone conference with Dan Stermer to discuss telephone conference with Oregon regulators and outstanding issues with respect to Arizona and other state regulators.
03/29/18	ALS	0.20	Respond to inquiry from SEC staff attorney regarding progress of production of tax documents to the SEC.
03/29/18	ALS	0.20	Correspond with DSI regarding status of tax document collection for production to the SEC.
03/29/18	ALS	0.30	Correspond with SEC trial counsel regarding the bankruptcy filings of defendant LLCs placed under the control of WGC Independent Manager.
03/29/18	ALS	0.30	Correspond with Michigan counsel regarding status of Michigan's review of debtors' proposed consent order.
03/29/18	ALS	0.10	Correspond with Fee Examiner and bankruptcy counsel regarding issuance of notice of no objection to firm's January fee application.
03/29/18	ALS	0.90	Review and revise February fee application.
03/29/18	ALS	0.60	Review SEC's response to motion to dismiss filed by relief defendants.
03/30/18	CJG	0.20	Correspond with Adam Schwartz regarding finalizing February fee application.
03/30/18	ALS	0.20	Confer with Cara Grand regarding additional tax forms to produce.
03/30/18	CJG	0.20	Review correspondence with Adam Schwartz and Nicholas Troszak regarding additional tax forms for production.
03/30/18	CJG	0.20	Confer with Adam Schwartz regarding additional tax forms to produce.

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03/30/18	KPJ	0.20	Review fee application.
03/30/18	ALS	0.20	Correspond with Michigan counsel regarding other state settlements.
03/30/18	ALS	0.20	Correspond with Cara Grand regarding finalizing February fee application.

Total Fees**\$37,723.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	3.70	\$225.00	\$832.50
Hernandez, Jr., Antonio M	0.10	\$275.00	\$27.50
Homer, Peter W	0.70	\$545.00	\$381.50
Jacobs, Kevin P	3.10	\$495.00	\$1,534.50
Schwartz, Adam L	70.60	\$495.00	\$34,947.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/18	Long Distance Telephone	\$1.53
03/31/18	Westlaw/Pacer Research	\$10.17

Total Disbursements**\$11.70****BILLING SUMMARY**

Total Legal Services:	\$37,723.00
Total Disbursements:	\$11.70

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$37,734.70
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Plus Previous Balance Due:	\$20,034.30
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TOTAL BALANCE DUE:	\$57,769.00
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HOMER BONNER JACOBS**Fee Analysis Summary by Task Code**

For March, 2018

Task Code and Desc	Worked
NONE	\$0.00
B001/B001	\$6,477.00
B001/SEC Subpoena	\$0.00
B002/B002	\$9,311.00
B002/SEC Enforcement	\$0.00
B003/Adversary	\$0.00
B003/B003	\$0.00
B004/B004	\$18,082.50
B004/State Enforcement	\$0.00
B005/B005	\$859.50
B005/Bankruptcy Case	\$0.00
B006/B006	\$1,633.50
B006/Corp.	\$0.00
B007/B007	\$544.50
B007/Mtgs & Comms	\$0.00
B008/B008	\$815.00
B008/Fee/Employment	\$0.00
Report Totals	\$37,723.00

FILTER APPLIED: Clients between 56024 AND 56024 AND Matters between : 0002 and 0002

EXHIBIT B

Subpoena Enforcement

Invoice# 971577

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TIMEKEEPER SUMMARY

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	14.20	\$225.00	\$3,195.00
Homer, Peter W	0.30	\$545.00	\$163.50
Jacobs, Kevin P	2.60	\$495.00	\$1,287.00
Schwartz, Adam L	16.80	\$495.00	\$8,316.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/18	Express Mail/ Courier Service - FEDEX - Scott A. Lowry - Senior Counsel - U.S. SEC - 03/16/2018	\$15.88
03/29/18	Express Mail/ Courier Service - EXECUTIVE - Homer Bonner Jacobs, P.A. to Scott Lowry - 03/23/2018	\$8.50
03/31/18	Professional Services - CS Disco - SEC Woodbridge - Monthly Hosting and Project Management - March 2018	\$11,452.92
03/31/18	Photocopies	\$3.80
03/31/18	Long Distance Telephone	\$12.51
03/31/18	Westlaw/Pacer Research	\$46.01

Total Disbursements	\$11,539.62
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BILLING SUMMARY

Total Legal Services:	\$12,961.50
Total Disbursements:	\$11,539.62

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$24,501.12
Plus Previous Balance Due:	\$16,602.20

TOTAL BALANCE DUE:	\$41,103.32

Trust account remaining balance is \$1,450.51



Invoice Number	Invoice Date	Account Number
6-131-32144	Mar 27, 2018	1039-8297-9

Page
4 of 6

Ship Date: Mar 16, 2018 Cust Ref: 56024001 Ref #2
 Raptor Shipper Ref #3

Fuel Surcharge - FedEx has applied a fuel surcharge of 5.50% to this shipment.
 Distance Based Pricing, Zone 2

Automation INET
 Tracking ID 780122249526
 Service Type FedEx Priority Overnight
 Package Type FedEx Envelope
 Zone 02
 Packages 1
 Rated Weight N/A
 Delivered Mar 19, 2018 09:07
 Svc Area A1
 Signed by M.GARDNER
 FedEx Use 000000000/186/

Sender
 Mark Rodriguez
 Homer and Bonner
 1441 Brickell Ave.
 MIAMI FL 33131 US

Recipient
 Scott A. Lowry - Senior Counse
 U.S. SEC
 801 Brickell Avenue, Suite 180
 MIAMI FL 33131 US

Transportation Charge
 Discount
 Fuel Surcharge
Total Charge

23.15
 -8.10
 0.83

USD

\$15.88 *

EXECUTIVE EXPRESS LLC4460 NW 73 Ave
Miami, FL 33166Ph (305) 371-0292 Fx (305) 371-0293
www.executiveexpressonline.comInvoice Number: I85862
Invoice Date: 03/24/18
From Date: 03/17/18
To Date: 03/23/18HOMER BONNER JACOBS, P.A.
Attention: JUNE LARBARGE
1441 BRICKELL AVE #1200
MIAMI FL 33131-Client Code: HOMBON
Page Number: 0001

JOB #	CALLER			BASE		TOTAL
DATE	REF CODE		DELIVER TO	CHARGE	SURCHARGES	CHARGES
TIME	POD INFO	PICK-UP FROM				

2277-687 JESSICA
03/23/18 56024.001
1207p ARIEL RIVEROHOMER BONNER JACOBS, P.A.
1441 BRICKELL AVE
MIAMI FL 33131SCOTT LOWRY
801 BRICKELL AVE
MIAMI FL 331318.50
RS

8.50 *

REF: 56024.001

SUBTOTAL 8.50

PAYMENT DUE UPON RECEIPT. THANK YOU FOR USING EXECUTIVE EXPRESS!

Statement of Account

Current
1026.30

31 - 60 Days

61 - 90 Days

Over 90 Days

SERVICE CODES

B5 - By 5pm Svc
PS - Priority Svc
RS - Rush Svc
SR - Super Rush Svc
SM - SummonsAP - Attempt Pickup
LS - Legal Svc
ST - Skip Trace
VS - Van Svc
SP - Subpoena

SURCHARGE CODES

A# - After Hours
FP - Fax POD
LU - Load/Unload
RT - Round Trip
W# - Weekend ChgAS - Addtl Stops
IN - Insurance
MB - Mail Back
SB - Special Biker
WT - Waiting TimeCW - Court Work
LO - Cash Lay Out
PK - Parking Chg
SV - Special Vehicle
XW - Extra Weight

CS Disco

4400 Post Oak Parkway

Suite 2700

Houston, TX 77027

Phone: 713-231-9100

Email: billing@cdisco.com

#56024
56024.001

Woodbridge Group of Companies, LLC
 Adam Schwartz
 1200 Four Seasons Tower
 1414 Brickell Avenue
 Miami, FL 33131

Invoice #	37645
Invoice Date	04/01/2018
Due Date	06/30/2018
P.O. #	

Item	Description	Quantity	Price	Amount
Disco Monthly Hosting	SECWoodbridgeSEA / 281.32 GB for April	281.323	\$40.00	\$11,252.92
Project Management	SECWoodbridgeSEA / 0.8 Hour(s) @ \$250/hour for the period 3/1/18 - 3/31/18	0.8	\$250.00	\$200.00
Project Management	SECWoodbridgeSEA / 1.4 Hour(s) @ \$0/hour for the period 3/1/18 - 3/31/18	1.4	\$0.00	\$0.00

Sales Tax	\$0.00
Total	\$11,452.92
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$11,452.92

Payment can be made by credit card, ACH or check.
 Please send checks to CS DISCO INC
 PO BOX 670533
 DALLAS TX 75267-0533
 For ACH, send to Comerica Bank, Beneficiary CS Disco Inc.
 Routing number 111000753, Account number 1881815342

Matter	Date	ExpCd	Amount	Narrative
0001	03/15/2018	E105	0.17	Long Distance Telephone
0001	03/15/2018	E105	0.51	Long Distance Telephone
0001	03/15/2018	E105	3.04	Long Distance Telephone
0001	03/15/2018	E105	3.21	Long Distance Telephone
0001	03/15/2018	E105	3.72	Long Distance Telephone
0001	03/21/2018	E105	1.35	Long Distance Telephone
0001	03/23/2018	E105	0.17	Long Distance Telephone
0001	03/27/2018	E105	0.17	Long Distance Telephone
0001	03/28/2018	E105	0.17	Long Distance Telephone

Matter	Date	ExpCd	Amount	Narrative
0001	03/31/2018	E106	3.00	Westlaw/Pacer Research
0001	03/31/2018	E106	43.01	Westlaw/Pacer Research

Matter	Date	ExpCd	Amount	Narrative
0001	03/29/2018	E101	0.10	Photocopies
0001	03/30/2018	E101	3.70	Photocopies

SEC Enforcement

Invoice# 971578

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03/30/18	KPJ	0.20	Review fee application.
03/30/18	ALS	0.20	Correspond with Michigan counsel regarding other state settlements.
03/30/18	ALS	0.20	Correspond with Cara Grand regarding finalizing February fee application.

Total Fees**\$37,723.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	3.70	\$225.00	\$832.50
Hernandez, Jr., Antonio M	0.10	\$275.00	\$27.50
Homer, Peter W	0.70	\$545.00	\$381.50
Jacobs, Kevin P	3.10	\$495.00	\$1,534.50
Schwartz, Adam L	70.60	\$495.00	\$34,947.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/18	Long Distance Telephone	\$1.53
03/31/18	Westlaw/Pacer Research	\$10.17

Total Disbursements**\$11.70****BILLING SUMMARY**

Total Legal Services:	\$37,723.00
Total Disbursements:	\$11.70

TOTAL CURRENT CHARGES FOR THIS MATTER:**\$37,734.70**

Plus Previous Balance Due:

\$20,034.30

TOTAL BALANCE DUE:**\$57,769.00**

Matter	Date	ExpCd	Amount	Narrative
0002	03/01/2018	E105	0.51	Long Distance Telephone
0002	03/01/2018	E105	0.68	Long Distance Telephone
0002	03/09/2018	E105	0.17	Long Distance Telephone
0002	03/29/2018	E105	0.17	Long Distance Telephone

Matter	Date	ExpCd	Amount	Narrative
0002	03/31/2018	E106	3.57	Westlaw/Pacer Research
0002	03/31/2018	E106	6.60	Westlaw/Pacer Research

EXHIBIT C

PROFESSIONAL RATES

March

Adam L. Schwartz	\$495.00
Kevin P. Jacobs	\$495.00
Peter W. Homer	\$545.00
Cara J. Grand	\$225.00
Antonio M. Hernandez, Jr.	\$275.00

BUDGETED LEGAL FEES

March

TOTAL BUDGETED LEGAL FEES	\$75,000
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Professional	Position of Professional, Number of Years in that Position, Year of Obtaining License to Practice, if Applicable
Adam L. Schwartz	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005. Mr. Schwartz previously served as Senior Trial Counsel for the U.S. Securities and Exchange Commission and Assistant U.S. Attorney for the Southern District of Florida.
Kevin P. Jacobs	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; AV Rated; admitted to the Florida Bar in 1999; extensive experience in commercial litigation matters in federal and state trial and appellate courts for over 18 years, primarily in Miami-Dade County, Florida and the Southern District of Florida.
Peter W. Homer	Founding Partner of the Homer Bonner Jacobs, P.A. firm (1986); AV rated; admitted to the Florida Bar in 1980; member of the Maryland Bar since 1978; member of the Washington Bar since 2015; over 37 years of experience in commercial litigation matters in federal and state trial and appellate courts throughout the United States, as well as in various arbitral forums.
Cara J. Grand	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.
Antonio M. Hernandez, Jr.	Joined firm as an Associate in 2017. Member of Florida Bar since 2015.