

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

In re:

Chapter 11

Woodbridge Group of Companies, LLC, *et al.*,¹

Case No. 17-12560 (KJC)

Debtors.

(Jointly Administered)

Objection Deadline: July 26, 2018 at 4:00 p.m. (ET)

**FIFTH 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 MAY 1, 2018 THROUGH MAY 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:

May 1, 2018 through May 31, 2018

Amount of Compensation sought as actual,
reasonable and necessary:

\$44,028.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$11,443.78

This is an: X interim__final application

This monthly application includes a value of \$3,645.00 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	\$56,408.50 ³	\$14,019.64	1630	\$46,484.00	\$14,019.64
5/10/18; 1742	3/1/18- 3/31/18	\$50,684.50	\$11,551.32	1895	\$40,547.60	\$11,551.32
6/18/18; 1989	4/1/18- 4/30/18	\$34,182.00	\$12,085.70			
Total		\$266,352.50	\$291,229.44		\$187,093.60	\$275,493.74

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.

³ After discussions with the Fee Examiner in May 2018, Homer Bonner Jacobs, P.A., has agreed to reduce its February 2018 invoice by \$1,696.50. The chart above reflects the agreed-upon reduction in fees.

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	67.9	\$33,610.50
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	6.0	\$2,970.00
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	33.1	\$7,447.50
Grand Total:			107.0	\$44,028.00
Blended Rate:		\$411.48		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$3,874.50
SEC Enforcement Action Litigation (B002)	\$18,526.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$17,095.50
Bankruptcy Case Administration (B005)	\$589.50
Corporate Governance and Board Matters (B006)	\$297.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$3,645.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$44,028.00

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)	\$0.00
SEC Enforcement Action Litigation (B002)	\$0.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$0.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$0.00
SERVICES ENGAGED TO PERFORM POST-PETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$3,874.50
SEC Enforcement Action Litigation (B002)	\$18,526.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$17,095.50
Bankruptcy Case Administration (B005)	\$589.50
Corporate Governance and Board Matters (B006)	\$297.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$3,645.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$44,028.00

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Courier Services	\$25.32
Photocopies	\$88.60
Westlaw/Pacer Research	\$22.90
Long Distance Telephone	\$2.21
Postage	\$50.75
CS Disco Professional Services Including eDiscovery Hosting and Project Management	\$11,254.00
TOTAL DISBURSEMENTS	\$11,443.78

**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)
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)	Objection Deadline: July 26, 2018 at 4:00 p.m. (ET)
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**FIFTH 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 MAY 1, 2018 THROUGH MAY 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 \$44,028.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$11,443.78, for the

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.

period commencing May 1, 2018 through and including May 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 A is a detailed statement of fees incurred during the Fee Period showing the amount of \$44,028.00 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$11,443.78 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,

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 May 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 May 2018 came in under budget for a total of \$44,028.00.

6. The debtors did not incur any fees related to Prepetition Services for the Fee Period. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$44,028.00. A detailed statement of HBJ's fees is attached as Exhibit A.

DISBURSEMENTS

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$11,443.78. 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 May legal fees budget did not include the expenses related to CS Disco's eDiscovery services. 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 107.0 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 May, HBJ coordinated defense and settlement discussions among multiple state regulatory agencies, reviewed documents to be produced pursuant to a subpoena related to litigation brought against Comercia Bank and represented the Debtors in the SEC enforcement action in the Southern District of Florida. In the SEC matter, HBJ negotiated the entry of a consent judgment, which resulted in the district court administratively closing the case on May 21, 2018. As part of the consent, the SEC may seek disgorgement and/or a civil monetary penalty at a later date. Consequently, HBJ's representation of the Debtors in the SEC matter remains ongoing. 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 \$44,028.00.

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 May 1, 2018 through and including May 31, 2018. HBJ has and will continue to perform additional necessary services subsequent to May 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, attached hereto as Exhibit C is the budget and staffing plan for HBJ approved by the Debtors for the Fee Period.

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$44,028.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$11,443.78 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: July 6, 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

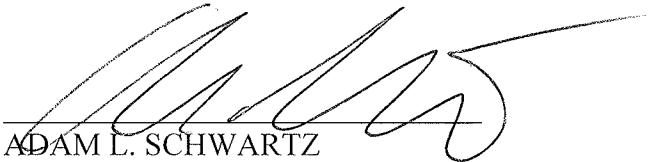
STATE OF FLORIDA)
)
MIAMI-DADE COUNTY) SS:

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 6 day of July, 2018.



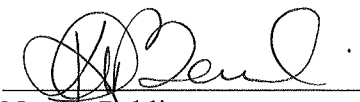

Notary Public
My Commission Expires: NOV 20, 2020

EXHIBIT A

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

June 18, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 971773

Account No: 56024-0001

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

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
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Total Fees**\$0.00****TIMEKEEPER SUMMARY**TIMEKEEPERHOURSRATEAMOUNT**DISBURSEMENTS**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/18	Long Distance Telephone	\$0.85
05/31/18	Westlaw/Pacer Research	\$0.60
05/31/18	Other Professionals - CS Disco - Monthly Hosting - May 2018	\$11,254.00

Total Disbursements**\$11,255.45****BILLING SUMMARY**

Total Legal Services: \$0.00

Total Disbursements: \$11,255.45

TOTAL CURRENT CHARGES FOR THIS MATTER: \$11,255.45

Plus Previous Balance Due: \$29,731.48

TOTAL BALANCE DUE: \$40,986.93

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

June 18, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 971772

Account No: 56024-0002

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

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
05/01/18	KPJ	0.70	Telephone conference with Ryan O'Quinn and Adam Schwartz regarding settlement proposal Bob Shapiro et al.; conference with Adam Schwartz regarding same.
05/01/18	ALS	0.80	Participate in omnibus bankruptcy court hearing, which included motion to approve SEC settlement.
05/01/18	ALS	3.20	Review Shapiro emails for potential issues in anticipation of production to third-party litigants.
05/01/18	ALS	0.10	Correspond with Arizona Corporations Commission regarding draft consent order.
05/01/18	ALS	0.30	Correspond with SEC trial counsel and DSI regarding financial information provided from SEC forensic accountants.
05/01/18	ALS	0.30	Correspond with SEC trial counsel regarding approval of settlement by bankruptcy court and filing notice of same with the district court.
05/01/18	ALS	0.60	Review Oregon's proposed final edits to consent order and confer with Dan Stermer and Rob Phister regarding same.
05/01/18	ALS	0.30	Telephone conference with Oregon regulator, Dan Stermer, Vamshi Reddy, and Cara Grand to discuss final revisions to draft consent order.
05/01/18	ALS	0.20	Telephone conference with Dan Stermer, Cara Grand, and Vamshi Reddy to prepare for telephone conference with Oregon regulators.
05/01/18	ALS	0.70	Telephone conference with Ryan O'Quinn and Kevin Jacobs regarding Shapiro's proposed settlement offer to the SEC and debtors.
05/01/18	ALS	1.10	Review, revise, and edit March time entries to submit in fee application to preserve attorney-client privilege.
05/01/18	CJG	0.40	Analyze productions for potential issues.
05/01/18	CJG	0.10	Review email correspondence with Adam Schwartz, Paul Kitchin, and Dan Stermer regarding conference call to discuss Arizona corporation commissions draft consent order.
05/01/18	CJG	0.20	Review email correspondence with Adam Schwartz and Dorothy Bean regarding finalization of Oregon consent order.
05/01/18	CJG	0.10	Review email from Dan Stermer regarding finalization of Idaho consent order.
05/01/18	CJG	0.10	Conference call with Dorothy Bean, Megan Holley, Vamshi Reddy, Adam Schwartz, and Dan Stermer to discuss finalization of Oregon consent order.

SEC Enforcement

Invoice# 971772

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05/01/18	CJG	0.20	Conference call with Dan Stermer, Adam Schwartz, Rob Pfister, and Vamshi Reddy to discuss revisions to Oregon consent order.
05/01/18	CJG	0.20	Review Oregon draft consent order in preparation for conference calls.
05/01/18	CJG	0.20	Meeting with Adam Schwartz regarding draft of March fee application.
05/02/18	KPJ	0.90	Telephone conference with Adam Schwartz and Ryan O'Quinn regarding settlement proposal by Robert Shapiro.
05/02/18	ALS	4.20	Review documents provided to SEC for potential issues in anticipation of production of same to third-parties.
05/02/18	ALS	0.20	Coordinate with GCG to obtain schedules E and F in excel format per Oregon's request.
05/02/18	ALS	0.20	Correspond with Oregon Department of Financial Regulation to discuss execution of consent order and bankruptcy schedules E and F.
05/02/18	ALS	0.20	Correspond with Idaho regulator regarding execution of consent order.
05/02/18	ALS	0.30	Telephone conference with SEC trial counsel regarding potential Shapiro settlement and impact on debtors.
05/02/18	ALS	0.90	Telephone conference with Ryan O'Quinn and Kevin Jacobs to discuss potential Shapiro settlement with SEC and debtors.
05/02/18	ALS	0.30	Correspond with bankruptcy counsel regarding latest revisions to draft Arizona Corporations Commission consent order.
05/02/18	ALS	1.30	Revise draft Arizona Corporations Commission consent order per telephone conference with same.
05/02/18	ALS	0.20	Telephone conference with Dan Stermer to discuss telephone conference with Arizona Corporations Commission.
05/02/18	ALS	0.60	Telephone conference with Paul Kitchin (Arizona Corporations Commission), Dan Stermer, and Cara Grand regarding draft consent order.
05/02/18	ALS	0.40	Review drafts of Arizona draft consent order to prepare for telephone conference with Arizona Corporations Commission.
05/02/18	CJG	0.40	Prepare for phone conference with Arizona Corporations Division regarding negotiation of consent order.
05/02/18	CJG	0.20	Review email correspondence with Adam Schwartz and Kristen Butler regarding execution of Idaho consent order.
05/02/18	CJG	0.10	Review email from Dan Stermer regarding executed consent order for Oregon.
05/02/18	CJG	0.10	Review email from Dan Stermer regarding executed Idaho consent order.
05/02/18	CJG	0.30	Review email correspondence with Adam Schwartz, Rob Pfister, and Dan Stermer regarding revisions to Arizona consent order.
05/02/18	CJG	0.30	Review correspondence with Adam Schwartz and Dorothy Bean regarding provision of schedules and execution of consent order.
05/02/18	CJG	0.20	Prepare notes on consent order items to revise based on conference with Arizona Corporations Commission.
05/02/18	CJG	0.60	Telephone conference with Adam Schwartz, Dan Stermer, and Arizona corporations division regarding negotiations of consent order terms.
05/02/18	CJG	0.10	Begin process of preparing March fee application.
05/03/18	CJG	3.90	Review past productions to the SEC for potential issues in anticipation of production to third parties.
05/03/18	ALS	3.10	Review Nina Pedersen emails in anticipation of production to third party.

PLEASE INCLUDE INVOICE NO.

971772

WITH YOUR PAYMENT. THANK YOU.

SEC Enforcement		Invoice# 971772		Page 3
05/03/18	ALS	0.20	Telephone conference with SEC trial counsel regarding potential settlement by Shapiro and related entities.	
05/03/18	ALS	0.20	Correspond with Lee Terry and Dan Stermer regarding Colorado and Idaho consent orders.	
05/03/18	CJG	0.30	Review emails from Robert Pfister regarding revisions to Arizona consent order.	
05/03/18	CJG	0.20	Review correspondence from Dan Stermer regarding order authorizing/approving debtors' consent and judgment.	
05/03/18	CJG	0.20	Review correspondence with Adam Schwartz and Dan Stermer regarding Colorado consent order.	
05/04/18	ALS	0.50	Review the SEC's Amended Complaint.	
05/04/18	ALS	1.20	Draft response to Alabama regulator's request for information regarding other state regulatory investigations and status of same.	
05/04/18	ALS	3.20	Draft comprehensive summary letter to be sent to state regulatory agencies summarizing SEC enforcement action, recent bankruptcy proceedings, and offering to resolve any open investigations.	
05/04/18	CJG	0.30	Review correspondence with Adam Schwartz, Nicholas Troszak, and Alabama Securities Commission regarding production of additional information.	
05/04/18	CJG	0.20	Review correspondence with Adam Schwartz, Rob Pfister, Dan Stermer, and Arizona Corporations Division regarding draft consent order.	
05/04/18	CJG	0.10	Confer with Adam Schwartz regarding status of March fee application.	
05/04/18	CJG	0.20	Confer with Adam Schwartz regarding review and revision of draft letter to state regulators.	
05/04/18	CJG	0.80	Review and revise draft letter to state regulators.	
05/04/18	CJG	1.70	Prepare March Fee application.	
05/07/18	ALS	0.40	Telephone conference with SEC trial counsel to discuss procedural issues with respect to current consent to judgment.	
05/07/18	ALS	0.30	Correspond with bankruptcy counsel regarding need to execute a consent to the amended complaint given the fact the district court did not enter judgment against debtors prior to the SEC amending its complaint.	
05/07/18	ALS	0.20	Confer with Cara Grand regarding preparation of letters to state regulators.	
05/07/18	ALS	0.80	Revise draft letter to state regulators and provide to Dan Stermer and bankruptcy counsel for their review.	
05/07/18	CJG	0.20	Review correspondence with Dan Stermer, Dorothy Bean, and Betsy Feldman regarding executed Oregon consent order and draft notice regarding same.	
05/07/18	CJG	0.10	Review email from Adam Schwartz regarding invoice from ediscovery vendor.	
05/07/18	CJG	0.10	Review email from Alabama Securities Commission regarding status of production.	
05/07/18	CJG	0.20	Review correspondence with Adam Schwartz and Rob Pfister regarding SEC's amended complaint.	
05/07/18	CJG	0.30	Review correspondence with Adam Schwartz and Dan Stermer regarding draft letter to state regulators.	
05/07/18	CJG	0.10	Continue preparing March fee application.	
05/08/18	ALS	0.20	Correspond with Dan Stermer and bankruptcy counsel regarding proposed letter to state regulators.	
05/08/18	ALS	0.20	Review draft application seeking authorization for debtors to enter into consent order with Oregon.	

SEC Enforcement

Invoice# 971772

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05/08/18	ALS	3.80	Review previous productions to SEC to identify documents requested by SEC in supplemental request and provide same to SEC staff attorney.
05/08/18	ALS	0.60	Telephone conference and follow up emails with DSI regarding SEC's supplemental request for tax records.
05/08/18	ALS	0.20	Review supplemental document request regarding tax records from SEC staff attorney.
05/08/18	ALS	0.80	Correspond with bankruptcy counsel regarding consent to amended complaint (.5); telephone conference with SEC trial counsel to discuss same (.3).
05/08/18	ALS	0.70	Review additional proposed revisions to Arizona Corporation Commission Consent order provided by bankruptcy counsel (.4); correspond with Arizona Corporations Commission regarding same (.3).
05/08/18	CJG	0.40	Finalize March fee application.
05/08/18	CJG	0.10	Review email from Adam Schwartz to SEC regarding previous productions.
05/08/18	CJG	0.10	Review email from Adam Schwartz to Paul Kitchin regarding revision to draft consent order.
05/08/18	CJG	0.10	Review correspondence with Dan Stermer and Adam Schwartz regarding additional document requests from SEC.
05/08/18	CJG	0.10	Review email from Dan Stermer regarding materials to send to Alabama Securities Commission.
05/08/18	CJG	0.20	Review correspondence with Adam Schwartz and Rob Pfister regarding strategic implications of amended complaint.
05/08/18	CJG	0.30	Review email correspondence with Adam Schwartz, Dan Stermer, and Rob Pfister regarding draft letters to state regulators.
05/08/18	CJG	0.10	Review correspondence from Adam Schwartz, Rob Pfister, and Dan Stermer regarding draft notice of Oregon consent order.
05/08/18	CJG	0.10	Confer with Adam Schwartz regarding drafts of letters to Arkansas, Connecticut, Florida, Illinois, North Carolina, Ohio, and West Virginia regulators.
05/08/18	CJG	1.60	Draft letters to Arkansas, Connecticut, Florida, Illinois, North Carolina, Ohio, and West Virginia regulators.
05/08/18	CJG	0.20	Provide instructions to billing department regarding additional items needed for March fee application.
05/09/18	ALS	1.40	Review Nina Pedersen emails produced to the SEC in anticipation of subsequent production to third party litigants.
05/09/18	ALS	0.30	Review correspondence from bankruptcy counsel regarding the need to seek Bankruptcy Court approval for consent to judgment to newly amended SEC complaint.
05/09/18	ALS	1.00	Review and revise draft march fee application.
05/09/18	ALS	0.20	Correspond with Oregon DFS to respond to question with respect to timing of bankruptcy approval of consent order.
05/09/18	ALS	0.20	Correspond with Young Conaway regarding status of Boies Schiller's OCP application.
05/09/18	ALS	0.30	Telephone conference with Dave Nelson of Boies Schiller to discuss status of revised OCP declaration.
05/09/18	ALS	0.20	Correspond with the SEC trial counsel regarding revised Boies Schiller OCP application.
05/09/18	ALS	0.30	Correspond with DSI and bankruptcy counsel regarding request from SEC for bankruptcy creditor information.
05/09/18	CJG	0.20	Review email from Dan Stermer regarding updated litigation summary and attachment of same.

PLEASE INCLUDE INVOICE NO.

971772

WITH YOUR PAYMENT. THANK YOU.

SEC Enforcement		Invoice# 971772		Page 5
05/09/18	CJG	0.10	Review email from Rob Pfister regarding draft letters to state regulators.	
05/09/18	CJG	0.10	Review email from Adam Schwartz to Dorothy Bean regarding status of submission of consent order to bankruptcy court.	
05/09/18	CJG	0.20	Review correspondence with SEC and Adam Schwartz regarding prior productions and outstanding items requested.	
05/09/18	CJG	0.80	Review and revise invoices in accordance with bankruptcy court procedures.	
05/09/18	CJG	0.20	Review Young Conaway Stargatt's proposed revisions to March fee application.	
05/09/18	CJG	0.20	Correspond with Young Conaway Stargatt regarding filing of March fee application and additional revisions thereto.	
05/09/18	CJG	0.10	Confer with Ian Bambrick regarding fee application requirements.	
05/09/18	CJG	3.10	Finalize March fee application.	
05/09/18	CJG	0.30	Confer with Adam Schwartz regarding revisions to March fee application and submission of same.	
05/09/18	CJG	0.30	Provide instructions to billing department regarding items needed for March fee application.	
05/10/18	ALS	0.20	Review, finalize, and provide March fee application to bankruptcy counsel.	
05/10/18	ALS	1.30	Review data to be produced to Alabama and draft cover letter for same.	
05/10/18	ALS	0.20	Telephone conference with SEC trial counsel regarding certificate of counsel language and attachments.	
05/10/18	ALS	2.40	Review and revise multiple drafts of the certificate of counsel regarding approval of the amended consent to judgment in the SEC enforcement action.	
05/10/18	ALS	0.30	Telephone conference with Dan Stermer to discuss status of Alabama document production and status of Arizona proceedings.	
05/10/18	CJG	0.10	Review email from Adam Schwartz to Alabama Securities Commission regarding investor information requested.	
05/10/18	CJG	0.10	Review email from Dan Stermer regarding declaration of disinterestedness.	
05/10/18	CJG	0.10	Review email correspondence with Adam Schwartz and Allison Mielke regarding filing of March fee application.	
05/10/18	CJG	0.10	Review email correspondence with Adam Schwartz and Eric Held regarding budget for March.	
05/10/18	CJG	0.20	Email to Elise Frejka regarding fee application for March.	
05/10/18	CJG	0.10	Receive instructions from Adam Schwartz regarding preparation of invoices for fee examiner.	
05/11/18	ALS	0.30	Telephone conference with bankruptcy counsel to discuss conference with the U.S. Attorney's office.	
05/11/18	ALS	0.20	Telephone conference with U.S Attorney's office.	
05/14/18	KPJ	0.40	Conferences with Adam Schwartz regarding case status and negotiations with SEC.	
05/14/18	ALS	0.20	Review correspondence from committee counsel regarding the SEC's Amended Complaint.	
05/14/18	ALS	0.40	Review state enforcement action status spreadsheet and notes on status of enforcement investigations/actions in anticipation of call with Board member Michael Goldberg and bankruptcy counsel.	
05/14/18	ALS	0.30	Correspond with bankruptcy counsel regarding questions raised by committees related to the SEC's amended complaint.	

SEC Enforcement		Invoice# 971772		Page 6
05/14/18	ALS	0.20	Correspond with Arizona Corporations Commission regarding draft consent order.	
05/14/18	ALS	0.20	Finalize and execute consent to amended judgment in SEC action.	
05/14/18	ALS	0.30	Review and provide copy of Certificate of Counsel regarding consent to amended judgment to SEC trial counsel.	
05/14/18	ALS	0.40	Telephone conference with SEC trial counsel to discuss strategy for upcoming status conference.	
05/14/18	ALS	0.20	Correspond with bankruptcy counsel regarding discussion with U.S. Attorney's Office.	
05/14/18	ALS	0.50	Telephone conference with Dan Stermer to discuss strategy regarding state enforcement investigations.	
05/14/18	ALS	0.60	Telephone conference with Michael Goldberg, Mike Tuchin, and Rob Phister to discuss status of SEC enforcement action and state regulatory investigations.	
05/14/18	ALS	2.20	Meeting with U.S. Attorney's Office regarding matter.	
05/14/18	CJG	0.10	Review email from Adam Schwartz to SEC regarding recently entered certification of counsel in bankruptcy court.	
05/14/18	CJG	0.10	Review correspondence with Dan Stermer and Adam Schwartz regarding letters to send to state regulators.	
05/14/18	CJG	0.10	Review correspondence with Rob Pfister and Adam Schwartz regarding executed consent to amended complaint.	
05/14/18	CJG	0.10	Review email correspondence from Arizona Corporation Commission regarding revised consent order.	
05/15/18	ALS	0.40	Telephone conference with Dan Stermer to discuss strategy with respect to state enforcement investigations.	
05/15/18	ALS	0.20	Conference with Cara Grand to discuss strategy on state investigations.	
05/15/18	ALS	0.60	Research questions asked by committee counsel and provide response to Rob Phister regarding same.	
05/15/18	ALS	0.20	Correspond with Lee Terry regarding bankruptcy court's approval of Colorado settlement.	
05/15/18	ALS	0.20	Correspond with Idaho state regulator regarding bankruptcy court's approval of settlement.	
05/15/18	ALS	0.60	Revise letters to state regulators to include updated information regarding the SEC enforcement case and other state settlements.	
05/15/18	CJG	0.10	Review correspondence with Adam Schwartz and Lee Terry regarding bankruptcy court's approval of Colorado consent order.	
05/15/18	CJG	0.10	Review email from Adam Schwartz to Kristen Butler regarding approval of Idaho consent order.	
05/16/18	KPJ	3.70	Review court filings to prepare for status conference before Judge Cooke (1.7); attend status conference (1.8); confer with Adam Schwartz regarding same (.2).	
05/16/18	ALS	0.20	Correspond with Lee Terry regarding settlement strategy with state regulators.	
05/16/18	ALS	0.30	Review and finalize letters to be sent to state regulators regarding the bankruptcy and the SEC enforcement matter.	
05/16/18	ALS	1.80	Attend and participate in status conference in SEC enforcement matter.	
05/16/18	ALS	0.50	Telephone conference with Mike Tuchin, Rob Phister, and Cara Grand to discuss bankruptcy issues that may arise during hearing before district court in the SEC matter.	
05/16/18	ALS	0.30	Correspond with Mike Tuchin regarding bankruptcy proceedings in advance of hearing before district court in SEC enforcement matter.	

SEC Enforcement		Invoice# 971772		Page 7
05/16/18	CJG	3.10	Draft letters to Arkansas, Connecticut, Florida, Illinois, North Carolina, Ohio, West Virginia, Indiana, Iowa, Kansas, Louisiana, New Jersey, and Utah regulators offering to enter into consent agreement.	
05/16/18	CJG	0.20	Confer with Adam Schwartz regarding submission of letters to Arkansas, Connecticut, Florida, Illinois, North Carolina, Ohio, West Virginia, Indiana, Iowa, Kansas, Louisiana, New Jersey, and Utah regulators.	
05/16/18	CJG	0.20	Call with Adam Schwartz and Mike Tuchin to discuss estimated timeline for SEC negotiations and investor disbursements.	
05/16/18	CJG	0.20	Prepare notes for Adam Schwartz's preparation for hearing based on conversation with Mike Tuchin.	
05/16/18	CJG	0.20	Review correspondence with Adam Schwartz and Lee Terry regarding letters to submit to state regulators.	
05/16/18	CJG	0.10	Review email from Adam Schwartz regarding developments at hearing and Robert and Jeri Shapiro's settlement with SEC.	
05/17/18	CJG	3.20	Analyze Robert Shapiro email productions to the SEC for potential issues in anticipation of production of same to third party litigants.	
05/17/18	KPJ	0.30	Telephone conference with Ryan O'Quinn regarding Shapiro settlement with SEC.	
05/17/18	ALS	0.20	Correspond with Arizona Corporations Commission regarding draft consent order.	
05/17/18	ALS	0.30	Telephone conference with SEC trial counsel regarding co-defendants' settlements.	
05/17/18	ALS	0.20	Correspond with counsel for co-defendants seeking authorization for the SEC to disclose the terms of the proposed settlements.	
05/17/18	ALS	0.60	Participate in Board meeting to discuss status of SEC enforcement action and the related state investigations.	
05/17/18	ALS	0.20	Correspond with Dan Stermer and Lee Terry regarding state investigations.	
05/17/18	ALS	0.20	Review correspondence from committee counsel regarding amended complaint in SEC enforcement action.	
05/17/18	CJG	0.10	Review correspondence with Adam Schwartz and Arizona Corporation Commission regarding draft consent order.	
05/17/18	CJG	0.20	Review correspondence with Lee Terry, Adam Schwartz, and Dan Stermer regarding conference call to discuss matters of strategy for negotiations with state regulators.	
05/18/18	ALS	0.70	Review data provided by DSI in response to Alabama request for information; draft cover letter describing same and provide to Alabama regulator.	
05/18/18	ALS	0.20	Correspond with Dan Stermer regarding status of update letters to state regulators.	
05/18/18	ALS	0.20	Telephone conference with Dan Stermer to discuss latest correspondence from Arizona Corporations Commission.	
05/18/18	ALS	0.10	Review correspondence from Arizona Corporations Commission regarding draft consent order.	
05/21/18	ALS	0.20	Review filings in SEC enforcement matter.	
05/21/18	ALS	0.90	Review subpoena from Kansas (.4); correspond with DSI regarding collection and production of documents for same(.5).	
05/21/18	ALS	0.50	Telephone conference with Dan Stermer and Lee Terry to discuss strategy for certain state investigations.	
05/22/18	ALS	0.10	Telephone conference with Dan Stermer regarding Kansas production.	
05/22/18	ALS	0.20	Telephone conference with SEC trial counsel regarding entry of consent judgment.	
05/22/18	ALS	0.40	Correspond with North Carolina regarding potential settlement.	

SEC Enforcement

Invoice# 971772

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05/22/18	ALS	0.30	Review correspondence from Arkansas regarding document request and correspond with DSI regarding same.
05/22/18	ALS	1.70	Review documents for responsiveness for production in response to Kansas subpoena.
05/22/18	CJG	0.10	Review letter from Arkansas Securities Department requesting investor information.
05/22/18	CJG	0.20	Review correspondence with Dan Stermer and Lee Terry regarding Colorado consent order.
05/23/18	ALS	0.30	Telephone conference with Dan Stermer to discuss document productions to state regulators.
05/23/18	ALS	0.10	Review correspondence from Dan Stermer to Oregon regarding court approval of consent order.
05/23/18	ALS	0.30	Correspond with Mike Tuchin regarding potential settlement by Shapiro and other defendants in the SEC enforcement action.
05/23/18	ALS	0.30	Correspond and provide data requested by Connecticut regulator.
05/23/18	ALS	1.10	Review Kansas disclosure act and draft cover letter for production in response to subpoena.
05/23/18	ALS	0.20	Correspond and provide data to NC Office of Securities Commissioner.
05/23/18	ALS	0.60	Telephone conference with NC Office of Securities Commissioner and Dan Stermer to discuss potential settlement.
05/23/18	CJG	0.10	Review emails from Dan Stermer and Dorothy Bean regarding Oregon consent order.
05/23/18	CJG	0.10	Confer with Adam Schwartz regarding review and revision of production log.
05/23/18	CJG	0.20	Update, review and revise production log.
05/23/18	CJG	0.20	Confer with Dan Stermer regarding letters sent to state regulators.
05/24/18	ALS	0.30	Telephone conference with Dan Stermer to discuss language proposed by the Arizona Corporations Commission.
05/24/18	ALS	1.00	Review revised consent order proposed by Arizona Corporations Commission (.6); correspond with bankruptcy counsel and Dan Stermer to discuss issues related to Arizona's proposed language (.4).
05/24/18	CJG	0.20	Review correspondence with Adam Schwartz and Dan Stermer regarding Arizona counterproposal.
05/24/18	CJG	0.20	Review correspondence from Paul Kitchin regarding consent counterproposal and attachment of same.
05/25/18	ALS	0.50	Review draft motion to continue hearing before Arizona Corporations Commission provided by ACC's counsel (.3); correspond with Dan Stermer regarding same (.2).
05/25/18	CJG	0.30	Review and listen to feedback from fee examiner on invoices.
05/25/18	CJG	0.10	Review correspondence with Paul Kitchin and Dennis Doss regarding continuation of hearing.
05/29/18	ALS	0.40	Correspond with bankruptcy counsel regarding fee payment issue relating to Nina Pedersen (.2); correspond with SEC regarding same (.2).
05/29/18	ALS	0.40	Review comments on time entries from fee examiner (.2) and verify time entries per fee examiner's request (.2).
05/29/18	CJG	0.10	Review fee examiner's comments to January billing records.
05/29/18	CJG	0.10	Confer with Adam Schwartz regarding January billing records.
05/29/18	CJG	0.10	Review correspondence with Adam Schwartz and Paul Kitchin regarding signed stipulation to continue hearing.

SEC Enforcement

Invoice# 971772

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05/30/18	ALS	0.20	Telephone conference with SEC trial counsel regarding proposed payment to counsel for Nina Pedersen.
05/30/18	ALS	0.30	Telephone conference with fee examiner to discuss proposed discounts.
05/30/18	CJG	0.10	Confer with Adam Schwartz regarding call to fee examiner regarding March invoice.
05/30/18	CJG	0.10	Correspond with Debbie Laskin and Ian Bambrick regarding preparation of certificate of no objection for third monthly fee application.
05/30/18	CJG	0.10	Review correspondence from Arizona Corporation Commission regarding filed motion to continue hearing.
05/31/18	ALS	0.20	Correspond with bankruptcy counsel regarding the SEC's position with respect to payment of Pedersen's attorney.
05/31/18	ALS	0.20	Correspond with the SEC regarding the Nina Pedersen indemnification agreement.
05/31/18	ALS	0.30	Telephone conference with Kristen Butler (Idaho) regarding request for data on Idaho investors.
05/31/18	ALS	0.20	Correspond with Lee Terry regarding draft letter to Indiana regulators.
05/31/18	ALS	0.30	Annotate draft Arizona Corporations Commission draft consent order in anticipation with conference with same.
05/31/18	ALS	0.40	Telephone conference with Robert Phister to discuss the latest version of the draft Arizona Corporations Commission consent order.
05/31/18	ALS	0.20	Correspond with bankruptcy counsel regarding Nina Pedersen indemnification agreement.
05/31/18	ALS	0.30	Telephone conference with SEC trial counsel regarding Nina Pedersen indemnification and payment to counsel.
05/31/18	CJG	0.10	Confer with Adam Schwartz regarding status of certificate of no objection.
05/31/18	CJG	0.10	Correspond with Ian Bambrick and Debbie Laskin regarding filing of certificate of no objection.
05/31/18	CJG	0.10	Review correspondence with Adam Schwartz and Rob Pfister regarding comments to Arizona Corporation Commission's consent order counterproposal.
05/31/18	CJG	0.10	Begin preparing April fee application

Total Fees**\$44,028.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	33.10	\$225.00	\$7,447.50
Jacobs, Kevin P	6.00	\$495.00	\$2,970.00
Schwartz, Adam L	67.90	\$495.00	\$33,610.50

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/18	Express Mail/ Courier Service - FEDEX - Jamie Nickoley - Office of the Kansas Securties - 05/23/2018	\$25.32
05/31/18	Photocopies	\$88.60
05/31/18	Long Distance Telephone	\$1.36
05/31/18	Westlaw/Pacer Research	\$22.30

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SEC Enforcement

Invoice# 971772

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05/31/18	Postage	\$50.75
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Total Disbursements	\$188.33
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BILLING SUMMARY

Total Legal Services:	\$44,028.00
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Total Disbursements:	\$188.33
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TOTAL CURRENT CHARGES FOR THIS MATTER:	\$44,216.33
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Plus Previous Balance Due:	\$61,859.11
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TOTAL BALANCE DUE:	\$106,075.44
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HOMER BONNER JACOBS Working Analysis by Task Code

Report ID: AN1158 - 57625
Tuesday, July 3, 2018

05/01/2018 - 05/31/2018

Page 1

Task Code
Client ID

Actual Amount

B001	SEC Subpoena Resp/Prod/Coord	
56024	Woodbridge Group	\$3,874.50
B002	SEC Enforcement Action Litigat	
56024	Woodbridge Group	\$18,526.50
B004	State Enforcement Investig/Act	
56024	Woodbridge Group	\$17,095.50
B005	Bankruptcy Case Administration	
56024	Woodbridge Group	\$589.50
B006	Corp. Governance/Board Matters	
56024	Woodbridge Group	\$297.00
B008	Fee/Employment Applications	
56024	Woodbridge Group	\$3,645.00

Report Grand Totals

\$44,028.00

*** End Of Report ***

EXHIBIT B

85,785

Page 1 of 1

ALS 56024 0001 Subpoena Enforcement

June 18, 2018

HOMER BONNER JACOBS

Re: Responding, Negotiating and Defending Against US SEC Investigation of Woodbridge
(subpoena enforcement action)

Billed Thru 05/31/2018

PPD Balance \$0.00 **PPD Applied** \$0.00
Trust \$0.00 **Trust** \$0.00

ACTION CODE: (Please Circle One)

- 1 - Hold
- 2 - Full Detail (Fees & Exps)
- 3 - Fees Only
- 4 - Expenses Only
- 5 - W/O Current Charges
- 6 - W/O Past Due Balance & Close Matter

Woodbridge Group of Companies, LLC
 1422 Ventura Blvd., Suite 100
 Sherman Oaks, CA 91423

Flat Fee of \$100K no longer active. This matter has reverted to hourly fee as of 1/1/2018 per ALS.

Disbursements

05/31/2018	Long Distance Telephone	\$0.85
05/31/2018	Westlaw/Pacer Research	\$0.60
05/31/2018	Other Professionals - CS Disco - Monthly Hosting - May 2018	\$11,254.00
		\$11,255.45

PREBILL SUMMARY**A/R INFORMATION**

<i>Last Billed Amt</i>	\$29,731.48	April 30, 2018
<i>Last Pay Amt</i>	\$0.00	June 11, 2018
<i>AR Adjustments</i>	\$0.00	
<i>Balance Forward</i>	\$29,731.48	

CURRENT CHARGES

<i>Fee Total</i>	\$0.00
<i>Expense Total</i>	\$11,255.45
<i>Discount</i>	\$0.00
<i>PPD Applied</i>	\$0.00
<i>Trust Applied</i>	\$0.00
<i>Current Charges</i>	\$11,255.45

Total Balance Due **\$40,986.93**

Matter	Date	ExpCd	Amount	Narrative
0001	05/30/2018	E105	0.85	Long Distance Telephone

Matter	Date	ExpCd	Amount	Narrative
0001	05/31/2018	E106	0.60	Westlaw/Pacer Research

CS Disco
 4400 Post Oak Parkway
 Suite 2700
 Houston, TX 77027
 Phone: 713-231-9100
 Email: billing@csdisco.com



41072
 56024.001

Bill to:
 Woodbridge Group of Companies, LLC
 c/o Adam Schwartz
 Homer Bonner Jacobs
 1200 Four Seasons Tower 1441 Brickell Ave
 Miami, FL 33131

Invoice#	40970
Invoice Date	5/1/2018
Due Date	7/30/2018

Item	Memo	Qty	Sales Price	Amount
Disco Monthly Hosting	SECWoodbridgeSEA / 281.35 GB for May	281.35	40.00	11,254.00
				11,254.00

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

SEC Enforcement

Invoice# 971772

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05/30/18	ALS	0.20	Telephone conference with SEC trial counsel regarding proposed payment to counsel for Nina Pedersen.
05/30/18	ALS	0.30	Telephone conference with fee examiner to discuss proposed discounts.
05/30/18	CJG	0.10	Confer with Adam Schwartz regarding call to fee examiner regarding March invoice.
05/30/18	CJG	0.10	Correspond with Debbie Laskin and Ian Bambrick regarding preparation of certificate of no objection for third monthly fee application.
05/30/18	CJG	0.10	Review correspondence from Arizona Corporation Commission regarding filed motion to continue hearing.
05/31/18	ALS	0.20	Correspond with bankruptcy counsel regarding the SEC's position with respect to payment of Pedersen's attorney.
05/31/18	ALS	0.20	Correspond with the SEC regarding the Nina Pedersen indemnification agreement.
05/31/18	ALS	0.30	Telephone conference with Kristen Butler (Idaho) regarding request for data on Idaho investors.
05/31/18	ALS	0.20	Correspond with Lee Terry regarding draft letter to Indiana regulators.
05/31/18	ALS	0.30	Annotate draft Arizona Corporations Commission draft consent order in anticipation with conference with same.
05/31/18	ALS	0.40	Telephone conference with Robert Phister to discuss the latest version of the draft Arizona Corporations Commission consent order.
05/31/18	ALS	0.20	Correspond with bankruptcy counsel regarding Nina Pedersen indemnification agreement.
05/31/18	ALS	0.30	Telephone conference with SEC trial counsel regarding Nina Pedersen indemnification and payment to counsel.
05/31/18	CJG	0.10	Confer with Adam Schwartz regarding status of certificate of no objection.
05/31/18	CJG	0.10	Correspond with Ian Bambrick and Debbie Laskin regarding filing of certificate of no objection.
05/31/18	CJG	0.10	Review correspondence with Adam Schwartz and Rob Pfister regarding comments to Arizona Corporation Commission's consent order counterproposal.
05/31/18	CJG	0.10	Begin preparing April fee application

Total Fees**\$44,028.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	33.10	\$225.00	\$7,447.50
Jacobs, Kevin P	6.00	\$495.00	\$2,970.00
Schwartz, Adam L	67.90	\$495.00	\$33,610.50

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/18	Express Mail/ Courier Service - FEDEX - Jamie Nickoley - Office of the Kansas Securties - 05/23/2018	\$25.32
05/31/18	Photocopies	\$88.60
05/31/18	Long Distance Telephone	\$1.36
05/31/18	Westlaw/Pacer Research	\$22.30

PLEASE INCLUDE INVOICE NO.**971772****WITH YOUR PAYMENT. THANK YOU.**

SEC Enforcement

Invoice# 971772

Page 10

05/31/18	Postage	\$50.75
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Total Disbursements	\$188.33
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BILLING SUMMARY

Total Legal Services:	\$44,028.00
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Total Disbursements:	\$188.33
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TOTAL CURRENT CHARGES FOR THIS MATTER:	\$44,216.33
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Plus Previous Balance Due:	\$61,859.11
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TOTAL BALANCE DUE:	\$106,075.44
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**Invoice Number**

6-196-00046

Invoice Date

May 29, 2018

Account Number

1039-8297-9

Page
5 of 5**Ship Date:** May 23, 2018**Payor:** Shipper**Cust. Ref.:** 56024-002**Ref. #3:****Ref. #2:**Fuel Surcharge - FedEx has applied a fuel surcharge of 7.25% to this shipment.
Distance Based Pricing, Zone 6

Automation INET
Tracking ID 772306641023
Service Type FedEx Standard Overnight
Package Type FedEx Envelope
Zone 06
Packages 1
Rated Weight N/A
Delivered May 24, 2018 12:47
Svc Area A2
Signed by D.HAYNES
FedEx Use 000000000/244/

Sender
jgonzalez valdes valdes
Homer Bonner
1441 Brickell Avenue
MIAMI FL 33131 US

Recipient
Jamie Nickoley
Office of the Kansas Securitie
109 W 9th Street
TOPEKA KS 66612 US

Transportation Charge

Discount

Fuel Surcharge

Total Charge

36.33

-12.72

1.71

\$25.32

USD

Matter	Date	ExpCd	Amount	Narrative
0002	05/09/2018	E101	0.10	Photocopies
0002	05/09/2018	E101	0.10	Photocopies
0002	05/09/2018	E101	2.00	Photocopies
0002	05/09/2018	E101	3.00	Photocopies
0002	05/09/2018	E101	3.80	Photocopies
0002	05/16/2018	E101	79.10	Photocopies
0002	05/17/2018	E101	0.50	Photocopies

Matter	Date	ExpCd	Amount	Narrative
0002	05/09/2018	E105	0.17	Long Distance Telephone
0002	05/09/2018	E105	0.17	Long Distance Telephone
0002	05/09/2018	E105	0.17	Long Distance Telephone
0002	05/09/2018	E105	0.17	Long Distance Telephone
0002	05/09/2018	E105	0.34	Long Distance Telephone
0002	05/09/2018	E105	0.34	Long Distance Telephone

Matter	Date	ExpCd	Amount	Narrative
0002	01/31/2018	E106	0.40	Westlaw/Pacer Research
0002	01/31/2018	E106	16.83	Westlaw/Pacer Research
0002	05/31/2018	E106	2.07	Westlaw/Pacer Research
0002	05/31/2018	E106	3.00	Westlaw/Pacer Research

Matter	Date	ExpCd	Amount	Narrative
0002	05/16/2018	E108	50.75	Postage

EXHIBIT C

PROFESSIONAL RATES

May

Adam L. Schwartz	\$495.00
Kevin P. Jacobs	\$495.00
Cara J. Grand	\$225.00

BUDGETED LEGAL FEES

May

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.
Cara J. Grand	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.

**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: July 26, 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 **Fifth 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 May 1, 2018 Through May 31, 2018** (the “Application”) has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$44,028.00 and monthly expenses in the amount of \$11,443.78.

Objections to the Application, if any, are required to be filed on or before **July 26, 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.; (vii) the Fee Examiner, Frejka PLLC, 205 E. 42nd Street, New York, New York 10017, Attn:

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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, California 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.

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: July 6, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

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-and-

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