

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

In re:	:
	: Chapter 11
	: Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ¹	:
	: Jointly Administered
	:
Debtors.	: Obj. Deadline: July 30, 2018 @ 4:00 p.m. (ET)
	: Hearing Date: Only as Required
	:

**SUMMARY OF FOURTH MONTHLY FEE APPLICATION OF VENABLE LLP AS
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
MAY 1, 2018 THROUGH MAY 31, 2018**

Name of Applicant:	Venable LLP
Authorized to Provide Professional Services to:	Official Ad Hoc Committee of Unitholders
Date of Retention:	February 15, 2018 (<i>Nunc Pro Tunc</i> to January 23, 2018)
Period for which compensation and reimbursement is sought:	May 1, 2018 through May 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$246,676.00 ²
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$5,957.58

This is an: X monthly ___ interim ___ final application.

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, 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 this 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.

² The amount of fees sought in this application reflects a voluntary reduction of \$25,232.50 or 9.28%.

PRIOR MONTHLY APPLICATIONS FILED

Date Filed/ Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees to Date	Approved Expenses to Date	Court Order/CNO Filed
3/29/18; Dkt. No. 861	1/23/18 through 2/28/18	\$733,127.75	\$27,134.27	\$586,502.20	\$27,134.27	4/24/18; Dkt. No. 1622
4/24/18; Dkt. No. 1624	3/1/18 through 3/31/18	\$513,200.75	\$17,413.30	\$410,560.60	\$17,413.30	5/16/18; Dkt. No. 1810
5/24/18 Dkt. No. 1861	4/1/18 through 4/30/18	\$165,154.00	\$1,534.34	\$132,123.20	\$1,534.34	6/28/18; Dkt No. 2058

COMPENSATION BY INDIVIDUAL

Timekeeper	Position	Practice Group	Rate	Hours	Amount
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	66.20	\$82,419.00
			\$622.50	1.40	\$871.50
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	41.20	\$34,402.00
			\$417.50	3.40	\$1,419.50
Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	55.30	\$42,304.50
			\$382.50	3.20	\$1,224.00
Carol Weiner Levy	Counsel	Bankruptcy and Creditors' Rights. Joined the firm as counsel in 2014. Member	\$695.00	63.50	\$44,132.50

		of the New York bar since 1987.			
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014. Member of the Delaware bar since 2006.	\$650.00 \$325.00	49.10 3.50	\$31,915.00 \$1,137.50
Xochitl S. Strohbehn	Associate	Commercial Litigation and Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2015. Member of the New York bar since 2010.	\$630.00	0	\$0
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	21.30	\$4,792.50
GRAND TOTAL				310.20	\$246,676.00
BLENDED RATE:			\$795.21		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
(WB01) Unitholder classification issues	0.0	\$0
(WB02) Substantive consolidation issues	0.0	\$0
(WB05) Communications with Debtors/advisors/trustee	3.60	\$2,943.00
(WB06) Plan formulation consultation and analysis	196.90	\$174,563.50
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	6.40	\$5,347.50
(WB08) Other services	35.30	\$16,761.50
(WB09) Non-working travel time	11.5	\$4,652.50
(WB10) Communications with Unitholders	46.50	\$36,166.50
(WB11) Retention and fee applications	6.10	\$3,167.00
(WB12) Hearing attendance	1.60	\$1,224.00
(WB13) Communications with other committees/advisors	2.30	\$1,850.50
TOTAL:	310.20	\$246,676.00

EXPENSE SUMMARY

Expense Category	Total Expenses (\$)
Legal Research/Lexis-	\$2,871.40
Luncheon/Dinner conference	\$164.18
Travel Expenses	\$2,832.00
Conferencing Services	\$90.00
TOTAL EXPENSES:	\$5,957.58

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

In re:

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

Debtors.

:
: Chapter 11
: Case No. 17-12560 (KJC)
:
: Jointly Administered
:
: **Obj. Deadline: July 30, 2018 @ 4:00 p.m. (ET)**
: **Hearing Date: Only as Required**
:

**FOURTH MONTHLY FEE APPLICATION OF VENABLE LLP AS COUNSEL
TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
MAY 1, 2018 THROUGH MAY 31, 2018**

Pursuant to sections 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the law firm of Venable LLP (“Venable”) seeks reasonable compensation for professional legal services rendered as counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases (the “Cases”) of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of unitholders of various Debtors, in the amount of \$246,676.00, together with reimbursement for actual and necessary expenses incurred

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, 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 this 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.

in the amount of \$5,957.58, for the period commencing May 1, 2018 through and including May 31, 2018 (the “Fee Period”). Pursuant to the order of this Court dated January 9, 2018 [Dkt. No. 261] (the “Compensation Order”), Venable seeks 80% reimbursement of its total reasonable and necessary fees incurred, in the amount of \$197,340.80, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$5,957.58, for the Fee Period. In support of its Application, Venable respectfully represents as follows:

JURISDICTION AND VENUE

1. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

3. On December 4, 2017 (the “Initial Petition Date”), Woodbridge Group of Companies, LLC and 278 of its affiliates (the “Initial Debtors”) each filed a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

4. On December 14, 2017, the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code.

5. On January 23, 2018, the Court entered the Settlement Order, approving the term sheet annexed thereto as Exhibit 1 (the “Term Sheet”) pursuant to Bankruptcy Code sections 105(a) and 1102 and Bankruptcy Rule 9019. *See* Settlement Order at ¶ 5. The Term Sheet (and Settlement Order by incorporation) provides for, among other things, the formation and

appointment of the Unitholders' Committee. With respect to the Unitholders' Committee, the Term Sheet provides, in pertinent part, that:

In settlement of the motion to form an official Unitholders committee filed on January 8, 2018 (Docket No. 250), the Unitholders will be permitted to form a single 1-2 member Ad Hoc Unitholder Group with an all-in professional budget not to exceed \$1.5 million through January 1, 2019. Not to duplicate the Committee's or the proposed Ad Hoc Noteholders (who claim they are secured) responsibilities, the Ad Hoc Unitholder Group will be tasked with litigating and/or negotiating (a) whether Unitholders should be treated as creditors or equity security holders in these chapter 11 cases, including in connection with any plan or asset disposition and (b) whether substantive consolidation is in the best interests of the Unitholders; and

Professionals for the Ad Hoc Groups [*i.e.*, the Unitholders' Committee and the Noteholder Committee] shall be retained pursuant to Court order and shall file fee applications each month with the Bankruptcy Court, and shall be subject to approval of fee amounts by the Bankruptcy Court and review of fees in accordance with the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and as otherwise ordered by the Bankruptcy Court, including sections 330 and 331, with parties in interest encouraged to meet and confer on scope and budget issues promptly with respect to such fee applications.

Term Sheet at ¶¶ 11, 14.

6. The Unitholders' Committee was formed on January 23, 2018, and is currently comprised of: (i) Dr. Raymond C. Blackburn, and (ii) Dr. Chris C. Pinney.

7. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the "Fee Examiner Order") appointing a fee examiner and establishing related procedures for the review of fee applications of retained professionals in these Cases.

8. On February 9, 2018, fourteen additional debtors (the "Second Round Debtors") filed voluntary chapter 11 petitions.

9. On February 16, 2018, the Unitholders' Committee filed its application to retain Venable as counsel [Dkt. No. 615] (the "Retention Application").

10. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders' Committee [Dkt. No. 719] (the "Retention Order"), *nunc pro tunc* to January 23, 2018.

11. On March 9, 2018, two additional debtors (the "Third Round Debtors") filed voluntary chapter 11 petitions.

12. On March 23, 2018, seven additional (the "Fourth Round Debtors") filed voluntary chapter 11 petitions.

13. On March 27, 2018, four additional (the "Fifth Round Debtors") filed voluntary chapter 11 petitions.²

SUMMARY OF SERVICES RENDERED

14. Venable submits this Application in accordance with the Settlement Order, Compensation Order, Fee Examiner Order, Retention Order, sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, Local Rules and U.S. Trustee Guidelines. All services for which Venable requests compensation were performed for, or on behalf of, the Unitholders' Committee. This is the fourth monthly fee application filed by Venable in these Cases.

15. For the Fee Period, Venable seeks compensation in the amount of \$246,676.00 in connection with the professional services rendered by it to the Unitholders' Committee in these Cases. A detailed statement of hours spent rendering legal services to the Unitholders' Committee supporting Venable's compensation request is attached hereto as Exhibit A.

16. The services rendered by Venable during the Fee Period, grouped in categories set forth in Exhibit A, relate to the scope of the Unitholders' Committee's responsibilities set forth in

² The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors, and Fifth Round Debtors, collectively.

paragraph 11 of the Term Sheet or were otherwise necessary to permit the effective performance of those responsibilities or to comply with various Court orders and applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules. The attorneys and paralegals 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.

DISBURSEMENTS

17. Venable has incurred out-of-pocket disbursements during the Fee Period in the amount of \$5,957.58. This disbursement sum is broken down into categories of charges, including, among other things, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Venable to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other. A complete review by category of the expenses incurred during the Fee Period may be found in Exhibit B attached hereto. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2, Venable respectfully requests that the Court waive strict compliance with such rule.

18. Pursuant to Rule 2016-2 of the Local Rules, Venable 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.

VALUATION OF SERVICES

19. Attorneys and paraprofessionals of Venable have expended a total of 310.20 hours in connection with this matter during the Fee Period.

20. The amount of time spent by each of these persons providing services to the Unitholders' Committee for the Fee Period is fully set forth in detail in Exhibit A attached hereto. These are Venable's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Venable for the Fee Period as counsel to the Unitholders' Committee is \$246,676.00.

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

22. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (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 the Bankruptcy Code.

23. Venable has received no payment and no promises for payment from any source for services rendered in connection with these cases, other than in accordance with the Bankruptcy Rules. There is no agreement or understanding between Venable and any other person (other than members of Venable) for the sharing of compensation to be received for the services rendered in these Cases.

24. Venable has not received (or requested) fees in excess of the Unitholders' Committee's current professional fee budget set forth in paragraph 11 of the Term Sheet, as modified by the Plan Term Sheet (as defined herein). Much of the time expended by Venable professionals during the Fee Period led to the preparation and presentation of position papers on

many complex issues in these Cases, which led to the negotiation and formulation of a consensual plan term sheet, which was filed with the Court on March 27, 2018 [Dkt. No. 828] (the “Plan Term Sheet”). As part of that Plan Term Sheet, the Unitholders’ Committee’s professional fee budget was increased to \$2.1 million.

25. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Compensation Order.

26. This Application covers the period May 1, 2018 through and including May 31, 2018. Venable has and will continue to perform additional necessary services subsequent to May 31, 2018, for which Venable will file subsequent fee applications.

WHEREFORE, Venable requests that approval be made to it for the current Fee Period in the sum of \$246,676.00, the total compensation for necessary professional services rendered, 80% of which is to be currently paid upon the filing of a certificate of no objection, and the sum of \$5,957.58 for reimbursement of actual necessary costs and expense incurred by it in these Cases during the Fee Period.

Dated: July 9, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O’Brien (No. 4897)
1201 North Market Street, Suite 1400
Wilmington, DE 19801
(302) 298-3535 (Telephone)
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.
Rockefeller Center
1270 Avenue of the Americas
The Twenty-Fifth Floor
New York, NY 10020
(212) 307-5500 (Telephone)
(212) 307-5598 (Facsimile)

- and -

Andrew J. Currie, Esquire
750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

-

VERIFICATION

STATE OF DELAWARE]
] ss:
COUNTY OF NEW CASTLE]

1. Jamie L. Edmonson, after being duly sworn according to law, hereby deposes and says:

2. I am a Partner in the applicant firm, Venable LLP (“Venable”), and have been admitted to appear before this Court.

3. I have personally performed many of the legal services rendered by Venable to the Official Ad Hoc Committee of Unitholders in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Venable.

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

Jamie L. Edmonson

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

Notary Public
My Commission Expires:_____

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

<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 40%;"><p>In re:</p><p>WOODBIDGE GROUP OF COMPANIES LLC, <i>et al.</i></p><p style="text-align: center;">Debtors.</p></div><div style="width: 10%; text-align: center;">:</div><div style="width: 45%;"><p>: Chapter 11</p><p>: Case No. 17-12560 (KJC)</p><p>:</p><p>: Jointly Administered</p><p>:</p><p>: Obj. Deadline: July 30, 2018 @ 4:00 p.m. (ET)</p><p>: Hearing Date: Only if Required</p><p>:</p></div></div> <hr style="border: 0; border-top: 1px solid black; margin-top: 5px;"/>	
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NOTICE OF APPLICATION

TO: (I) THE DEBTORS, (II) COUNSEL TO THE DEBTORS, (III) COUNSEL TO DIP LENDER, (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, (V) COUNSEL TO THE NOTEHOLDERS' COMMITTEE, (VI) COUNSEL FOR THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE OFFICE OF THE UNITED STATES TRUSTEE, AND (VIII) THE FEE EXAMINER.

PLEASE TAKE NOTICE that Venable LLP, counsel to the Official Ad Hoc Committee of Unitholders (the "Unitholders' Committee"), has filed its **Fourth Monthly Fee Application of Venable LLP as Counsel for the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from May 1, 2018 through May 31, 2018** (the "Application"). The Application seeks allowance of monthly fees in the amount of \$246,676.00 and monthly expenses in the amount of \$5,957.58.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **July 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.

PLEASE TAKE FURTHER NOTICE that 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, c/o Development Specialists, Inc. 333 South Grand Ave., Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq. and David A. Fidler, 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 19801, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel to the Noteholders' Committee, Drinker Biddle & Reath LLP, Attn: Steven K. Kortanek, Esq.; (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, 135 East 57th St, 6th Floor, New York, New York 10022, Attn: Elise S. Frejka, (viii) the United States Trustee for the District of Delaware, 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., and (ix) counsel to the Unitholders' Committee, Venable LLP, 1270 Avenue of the Americas, New York, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market St., Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, 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, 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 9, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.

Jamie L. Edmonson (No. 4247)

Daniel A. O'Brien (No. 4897)

1201 North Market Street, Suite 1400

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(302) 298-3535 (Telephone)

(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.

(Admitted Pro Hac Vice)

Carol Weiner Levy, Esq.

(Admitted Pro Hac Vice)

Rockefeller Center

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Andrew J. Currie, Esquire
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750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

Exhibit A



Payment By Check	US Wire Transfers/ACH	Bank Address	International Wires	Federal ID: 52-0517250
Venable LLP Post Office Box 62727 Baltimore, MD 21264-2727	PNC Bank Venable LLP Escrow Acct. Account No.: 5501298602 Wire ABA No.: 031000053 ACH ABA No.: 054000030	PNC Bank One East Pratt St. Baltimore, MD 21202	Please add: Swift Identifier PNCCUS33	For Billing Inquiries Contact: Finance@Venable.com 410.528.2805

June 30, 2018

Invoice No. 1974829
Attorney: Sabin, Jeffrey S.
Client.Matter: 138278.425957

Woodbridge Group of Companies
14225 Ventura Blvd. #100
Sherman Oaks, CA 91423

INVOICE SUMMARY

Services rendered for the period through 05/31/18 in connection with Woodbridge Unitholders' Committee

Fees	\$246,676.00
Disbursements	<u>\$5,957.58</u>
Total Fees and Disbursements	\$252,633.58



June 30, 2018

Invoice No. 1974829

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

PROFESSIONAL SERVICES**Communications with Debtors/advisors/other committees**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/10/18	Currie, Andrew	Correspond with Mr. Beach regarding numerous updates (.2); review revised DIP order and correspond with Mr. Fidler regarding status (.1); correspond with MR. Tuchin regarding updates (.1)	0.40
05/10/18	Edmonson, Jamie L.	Review email from D. Fidler and attached first amendment to DIP loan	0.70
05/14/18	Currie, Andrew	Correspondence from Ms. Mielke regarding lease extension (.1); correspond with Mr. Sharp regarding updates (.2); review correspondence from Mr. Tuchin regarding SEC order (.1); correspond with Mr. Fidler regarding amended DIP order (.1); correspond with Mr. Beach regarding Comerica update (.1)	0.60
05/15/18	Currie, Andrew	Multiple correspondence with Mr. Sharp regarding updates regarding numerous property sales (.2); correspond with Mr. Bambrick regarding numerous entered orders and review same (.2)	0.40
05/21/18	Currie, Andrew	Correspondence from Mr. Beach regarding certain noteholders' motion to shorten regarding Sarachek issues; (.1); review Judge Carey order regarding same (.3)	0.40
05/23/18	Edmonson, Jamie L.	Review email from M. Tuchin and J. Sabin regarding substantive consolidation under the plan	0.20
05/29/18	Currie, Andrew	Correspond with Mr. Weiss regarding updates regarding UH claims and Garden City letter (.2); review letter regarding same (.1)	0.30
05/31/18	Currie, Andrew	Correspondence from debtors regarding Contrarian update	0.60
Professional Services Total			\$2,943.00

Plan formulation consultation and analysis

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/01/18	Sabin, Jeffrey S.	Attendance at and participation in court hearing regarding Contrarian motions affecting plan matters, property sales and SEC Consent Order (1.7); meeting with counsel for noteholders regarding plan matters (1.1); telephone call with FA for noteholders regarding liquidity solution proposal (.2)	3.00
05/01/18	Currie, Andrew	Continue analysis of plan issues (.3); correspond with Mr. Sabin regarding liquidity issues for plan (.1)	0.40
05/01/18	Edmonson, Jamie L.	Meeting with S. Kortanek and J. Sabin to discuss plan liquidity, plan formulation	1.20



June 30, 2018

Invoice No. 1974829

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/02/18	Sabin, Jeffrey S.	Numerous calls with unitholders re: questions re: Bar Order and plan and plan process (1.6); telephone conferences with noteholders' advisors re: interim funding matters and correspondence re: same (.6); review of Comerica pleadings re: litigation trust issues (.5)	2.70
05/02/18	Edmonson, Jamie L.	Review emails from J. Sabin, M. Dundon, C. Nelson, S. Kortanek regarding liquidity proposals	0.30
05/03/18	Sabin, Jeffrey S.	Review/analysis of proposals for interim financing of Notes (.7); meeting with Noteholders re: same (1.1)	1.80
05/03/18	Currie, Andrew	Meet with Mr. Sabin and Ms. Edmonson regarding plan and liquidity issues	0.90
05/03/18	Edmonson, Jamie L.	Meeting with M. Dundon and J. Sabin regarding liquidity and funding	1.20
05/04/18	Sabin, Jeffrey S.	Preparation of Agenda and outline for call with Committee re: all open plan matters, tasks and issues, including update analysis re: securities issue (1.7); conference call with committee re: plan matters (.8); review of update interim financing proposals and correspondence with Noteholders re: same (.7)	3.20
05/04/18	Currie, Andrew	Met with Mr. Sabin and Ms. Edmonson regarding plan issues (.5) follow-up regarding cram-down issues (.3); further correspondence with Mr. Sabin regarding plan issues (.2)	1.00
05/04/18	Edmonson, Jamie L.	Review email from M. Dundon and attached proposals for funding	1.40
05/07/18	Sabin, Jeffrey S.	Review of revised proposals for interim financing of notes and units and preparation of questions for call with debtors and Committees (.6); conference call with debtors and Committees re: financing proposals (.5)	1.10
05/07/18	Currie, Andrew	Correspond with Mr. Dundon regarding liquidity call (.2); review updated comparison chart and details regarding plan liquidity proposal (.3); participate in liquidity call and update regarding plan issues (.4); follow-up correspondence with Mr. Dundon regarding plan and liquidity issues (.1)	1.00
05/08/18	Sabin, Jeffrey S.	Review of Moelis documents re: real estate valuations (1.2); telephone conference with potential interim financing sources (.6)	1.80
05/08/18	Currie, Andrew	Multiple correspondence regarding liquidity and plan issues	0.70
05/09/18	Currie, Andrew	Correspondence regarding numerous liquidity calls (.2); review Moelis information and analysis regarding same (.8); follow-up with Mr. Sabin regarding plan issues (.1)	1.10
05/09/18	Sabin, Jeffrey S.	Review of Comerica pleadings, proposed order and issues re: litigation trust and correspondence with debtors' counsel re: same (1.1); conference call with debtors and other Committees and management re: update on all plan related matters (.7); review of proposed DIP Amendment (.4); correspondence with possible interim financiers (.4)	2.60



June 30, 2018

Invoice No. 1974829

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/10/18	Sabin, Jeffrey S.	Telephone conferences with potential financiers re: interim financing facility (.6); telephone conference with Andrew Currie re: update on securities issues re: plan (.2); review of draft memo on plan securities issues (.7)	1.50
05/10/18	Edmonson, Jamie L.	Review email from A. Currie and attached memo regarding liquidation trust interest liquidity alternatives	0.60
05/10/18	Currie, Andrew	Telephone calls with Mr. Sabin regarding plan issues (.3); correspondence regarding liquidity calls (.2); participate in call with Mr. Rosenstein and Mr. Sabin regarding interim liquidity issues (.4); correspond and call with Mr. Sabin regarding follow-up calls regarding liquidity issues (.1); analysis of plan issues (.4); correspond with Mr. Kortanek regarding trading issues memo (.2); review same (.6); multiple correspondence regarding working group, plan, liquidity and trading issues (.3); follow-up with Mr. Sabin regarding same	2.70
05/11/18	Currie, Andrew	Correspond with Ms. Levy regarding plan and research issues (.1); analysis of plan issues (.5); correspond with Ms. Edmonson regarding plan issues (.1); review updated plan liquidity proposals (.3); correspond with Mr. Sabin regarding additional plan issues (.2); begin review and analysis of revised plan (1.2)	2.40
05/11/18	Edmonson, Jamie L.	Review revised draft chapter 11 plan	1.30
05/13/18	Levy, Carol Weiner	Review Liquidation Trust liquidity memo; review blacklined plan	2.40
05/14/18	Levy, Carol Weiner	Team conference call regarding all plan issues (0.7); begin researching and analyzing classification issues (1.8)	2.50
05/14/18	Sabin, Jeffrey S.	Review of SEC amended complaint and email to debtors regarding questions relevant to plan (.8); review and began revisions/outline of open issues regarding revised draft plan (3.2); conference call with Venable plan team regarding open issues/tasks (.6); review of revised Arizona draft consent order (.3); review of draft scheduling order regarding Contrarian matters and telephone call with debtors' counsel regarding same (.4); review of DIP loan amendment (.3); review of correspondence regarding SEC request for extend bar date (.2)	5.80
05/14/18	O'Brien, Daniel A.	Prepare for (.4) and attend call with J. Sabin, A. Currie, J. Edmonson, and C. Levy on plan issues (.7)	1.10
05/14/18	Edmonson, Jamie L.	Conference call with J. Sabin, A. Currie, C. Levy and D. O'Brien regarding plan issues	0.70
05/14/18	Currie, Andrew	Correspond with Mr. Sabin regarding contributed claim issues in plan (.1); continue review and analysis of revised plan and plan term sheet (1.8); correspond and calls with Mr. Sabin regarding Plan issues (.3); correspond with Ms. Levy regarding plan issues (.2); multiple correspondence regarding updated liquidity alternatives for plan (.3)	2.70
05/15/18	Levy, Carol Weiner	Review revised plan and term sheet (0.7); research and analyze plan issues per J.Sabin inquiries (3.2)	3.90



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05/15/18	Sabin, Jeffrey S.	Review of pleadings in all Comerica matters in preparation for hearing on Comerica's preliminary injunction of class action (1.4); participation by phone in court hearing (1.0); continued review/revisions to revised draft plans and outline of material open issues (2.9); review of "No Action" letters and revenue rulings regarding tax issue and securities laws issues (2.1)	6.40
05/15/18	O'Brien, Daniel A.	Review plan, plan revisions, plan term sheet; research plan issues (3.2); prepare for meeting with team regarding same (1.1)	4.30
05/15/18	Edmonson, Jamie L.	Review revised plan (1.1); review email from J. Sabin and attached diagram and annotations to Plan Term Sheet for tomorrow's meeting (.3)	1.40
05/15/18	Currie, Andrew	Multiple correspondence with Mr. Sabin regarding liquidity alternatives for plan(.2; correspond with Ms. Levy and Mr. Sabin regarding plan research issues and review cases regarding same (.4); review and analysis regarding plan annotated chart and diagram (.2); prepare for plan meetings and review term sheet, business plan and revised plan (1.2); correspond with Mr. Sabin regarding plan liquidity meeting (.1); analysis of 1145 and securities issues in plan (.4)	2.50
05/16/18	Levy, Carol Weiner	Team meeting regarding plan and all related issues (5.8); prepare plan markup and Unitholder concerns (1.4); research and analyze plan-related issues (1.7)	8.90
05/16/18	Sabin, Jeffrey S.	Final review/revisions to revised draft plan and revisions to outline of material open issues and memo to client (2.7); meeting with team regarding page by page review/revisions and discussion of how best to submit to Debtors and other Committees (4.0); review of Articles regarding grantor trust tax issues (.6); participation in weekly conference calls with debtors and other committees (.7)	8.00
05/16/18	O'Brien, Daniel A.	Attend meeting in NYC with team on plan issues	5.80
05/16/18	Edmonson, Jamie L.	All day meeting with J. Sabin, A. Currie, C. Levy and D. O'Brien regarding plan issues	5.80
05/16/18	Currie, Andrew	Correspond with Mr. Sabin regarding annotated plan, term sheet, additional plan and related analysis and issues (.5); prepare for and participate in plan meeting with Mr. Sabin, Ms. Edmonson, Ms. Levy an Mr. O'Brien (5.8); correspondence regarding unit liquidity issues and call (.1)	6.40
05/17/18	Levy, Carol Weiner	Markup and revise draft plan (3.2); research and analyze plan issues (1.1)	4.30
05/17/18	Edmonson, Jamie L.	Telephone call with J. Sabin, A. Currie and Jones Road Capital regarding possible liquidity facility, financing	0.60
05/17/18	Sabin, Jeffrey S.	Review/revisions to draft plan (2.1); review of new cases re: plan issues (.8); telephone conference with counsel for debtors re: certain plan issues (.4)	3.30
05/17/18	O'Brien, Daniel A.	Research regarding plan issues	2.80
05/17/18	Edmonson, Jamie L.	Review email from C. Levy and attached Venable comments to plan	0.70



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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/17/18	Edmonson, Jamie L.	Review Novinda decision regarding classification of certain parties in plan (.4); review recent decision regarding 9019 settlements in plan (.4)	0.80
05/17/18	Currie, Andrew	Calls regarding interim liquidity issues and meet with Mr. Sabin regarding same (.5); correspondence regarding security and plan call (.1); confer with Mr. Sabin regarding plan and interim liquidity issues update (.2); correspond with Ms. Levy regarding finalized plan comments (.2); analysis of additional plan issues (.2)	1.20
05/18/18	Sabin, Jeffrey S.	Review/analysis of revised draft memo re: plan securities issues (.7); telephone conference with Andrew Currie re: results of group call re: options for trading of LTI (.3); review of response of Contrarian re: claims objection/trading motion (.7); review of noteholders motion to end exclusivity (.6)	2.30
05/18/18	Levy, Carol Weiner	Research and analyze plan issues	1.10
05/18/18	O'Brien, Daniel A.	Emails with team regarding plan issues, research inquiries	0.50
05/18/18	Edmonson, Jamie L.	Review noteholder committee's proposed revisions to liquidation trust interest liquidity alternatives	0.60
05/18/18	Edmonson, Jamie L.	Review La Rochelle Noteholders' motion to terminate exclusivity (.4); review motion to shorten in connection with same (.2)	0.60
05/18/18	Currie, Andrew	Review additional cases regarding plan issues and analysis of same (.8); participate in call with Mr. Tuchin, Mr. Dundon, Mr. Kortanek and Mr. Millar regarding plan and interim liquidity issues; (1.1); correspondence from Mr. Dundon regarding updated securities and interim liquidity alternatives memo (.1); review same (.7)	2.70
05/21/18	O'Brien, Daniel A.	Review transfer of claim (0.1); review motion to terminate exclusivity, debtors' response to same, committee response to same and draft and file joinder (1.5); emails with team regarding same (0.2); continue research on plan issues (3.4)	5.20
05/21/18	Sabin, Jeffrey S.	Review of revised memo re: analysis of securities law issues and telephone conference with Andrew Currie re: same (.7); review of recent cases affecting open plan issues (1.2); review of motion to terminate exclusivity and response of debtor (.3)	2.20
05/21/18	Edmonson, Jamie L.	Review Debtors' objection to La Rochelle Noteholders' motion to shorten notice on motion to terminate exclusivity (.3); review UCC's joinder to same (.2); emails with J. Sabin regarding preparation of Unitholder joinder to same (.1); emails with D. O'Brien regarding same (.1); review and approve joinder for filing (.2)	0.90
05/21/18	Currie, Andrew	Review additional information regarding interim liquidity issues (.5); call with Mr. Sabin regarding plan issues (.5); analysis of interim liquidity and plan issues (.3)	1.30
05/22/18	Levy, Carol Weiner	Conferences with J.Sabin regarding additional plan issues (0.4); conference with D.O'Brien regarding same (0.1); review and analysis of plan issues per J.Sabin inquiries (3.7); prepare memorandum regarding same (0.5)	4.70



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05/22/18	O'Brien, Daniel A.	Continue research regarding plan issues and drafting memo (5.8); calls and emails with C. Levy regarding same (0.3)	6.10
05/22/18	Edmonson, Jamie L.	Review Noteholder Committee's joinder to Debtors' objection to motion to shorten notice with respect to La Rochelle Noteholders' motion to terminate exclusivity (.2); review Court's order denying motion to shorten (.1)	0.30
05/22/18	Currie, Andrew	Analysis regarding plan, timing and exclusivity issues (.3); analysis of additional plan issues (.6); correspond with Mr. Dundon regarding liquidity issues and registration alternatives (.3)	1.20
05/23/18	Sabin, Jeffrey S.	Review/analysis of comments from Noteholders and debtors re: revised draft plan (1.3); telephone conference with counsel to Noteholders re: certain plan issues (.6) review of memo re: open plan issues and conference with Carol Levy re: same (.7); discussion with Brian O'Connor re: open tax issues and outline of examples (1.1)	3.70
05/23/18	Currie, Andrew	Review revised plan from Mr. Kortanek (.4); review revised plan provisions regarding trading and liquidity (.3); begin review of further revised plan from debtors (.4)	1.10
05/23/18	O'Brien, Daniel A.	Review plan, research plan issues and draft memo regarding same	6.20
05/23/18	Edmonson, Jamie L.	Review email from S. Kortanek and attached Noteholders' Committee's markup of draft plan	1.10
05/23/18	Edmonson, Jamie L.	Review email from W. Holt and attached revised draft plan	0.90
05/24/18	Sabin, Jeffrey S.	Review of additional comments to revised plan from Debtors, Noteholders and Creditors' Committee (.7); telephone conference with Debtors' counsel re: open plan issues (.9)	1.60
05/24/18	O'Brien, Daniel A.	Continue review of plan, researching plan issues and drafting memo regarding same	5.50
05/24/18	Currie, Andrew	Follow-up regarding plan and unit liquidity issues (.2); review revised plan and analysis of open issues (.7)	0.90
05/25/18	Levy, Carol Weiner	Review revised draft plan (0.6); conference call with Debtors and Committee regarding all plan issues (1.6); review revised draft plan (0.8)	3.00
05/25/18	Sabin, Jeffrey S.	Review of revised plan and open issue list and outline of positions for joint call (.7); conference all with debtors and other Committees regarding all open issues (1.6); memo to clients (.5); began review/analysis of debtors' draft response to Contrarian claim/trading issues (1.2); review of new cases regarding certain plan issues (1.2)	5.20
05/25/18	O'Brien, Daniel A.	Continue research regarding plan issues (2.6); prepare for and attend call with team regarding same (.4)	3.00
05/25/18	Edmonson, Jamie L.	Venable team call (Sabin, Currie, Levy, O'Brien) to discuss plan revisions, issues (.4); conference call with Debtors' counsel, UCC counsel, Noteholders' committee counsel, FTI to discuss plan issues (1.6)	2.00



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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/25/18	Currie, Andrew	Prepare for and participate in call with Mr. Sabin, Ms. Edmonson and Ms. Levy regarding plan issues (.4); review preliminary trading calculation from Mr. Dundon (.3); analysis regarding plan liquidity and trading issues (.2); follow-up regarding open issues regarding plan (.3); review revised plan from debtors (.5)	1.70
05/26/18	Edmonson, Jamie L.	Review email from W. Holt and attached further revised draft plan	1.40
05/29/18	Sabin, Jeffrey S.	Review of revised reply to Contrarian regarding trading/proof of claim dispute and further final revisions to same and telephone conference with debtors' counsel (.8)	0.80
05/29/18	Edmonson, Jamie L.	Review revised plan reflecting tax advisers' comments	0.40
05/29/18	O'Brien, Daniel A.	Research regarding plan issues	3.00
05/29/18	Currie, Andrew	Confer with Mr. O'Brien regarding plan and research issues (.2); correspond with Mr. Sabin regarding additional plan issues (.2); review research regarding plan issues (.5); follow-up regarding liquidity and trading issues regarding plan (.2)	1.10
05/30/18	Sabin, Jeffrey S.	Review of revised draft plan (.7); review of revised tax sections of revised plan (.4); review/analysis of recent decisions affecting plan issues (1.1)	2.20
05/30/18	Edmonson, Jamie L.	Review email from R. Orgel and attached Committee's revisions to draft plan	0.60
05/30/18	O'Brien, Daniel A.	Review and analyze further revised plan and continue research of plan issues	3.90
05/31/18	Sabin, Jeffrey S.	Review of issues regarding tax treatment of Investors and review of SEC consent, SEC Complaint regarding same (1.2); began review of revised plan (.7); review of recent cases relevant to plan issues (.8)	1.70
Professional Services Total			\$174,563.50



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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/09/18	Edmonson, Jamie L.	Review emails from M. Tuchin and J. Sabin and attached Moelis work product materials with respect to valuation	1.40
05/14/18	Edmonson, Jamie L.	Review order directing examination and production of documents from Comerica Bank	0.30
05/15/18	Edmonson, Jamie L.	Review monthly operating report for February 2018	1.20
05/20/18	O'Connor, Brian J.	Document review (.3); analysis (.5); phone conference (.2)	1.00
05/21/18	Edmonson, Jamie L.	Review notice of filing of proposed order authorizing and approving first amendment to DIP credit agreement	1.40
05/23/18	O'Connor, Brian J.	Conference call (.7); call preparation (.2); call follow-up(.2)	1.10
Professional Services Total			\$5,347.50

Other services

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/02/18	Edmonson, Jamie L.	Review notice of filing consent order between Debtors and State of Colorado	0.40
05/03/18	Shaw, C. Liana	Conference with D. O'Brien to review project regarding review of schedules and statements regarding unitholders locations	1.00
05/03/18	Edmonson, Jamie L.	Review Debtors' monthly operating report for January 2018	0.80
05/04/18	Edmonson, Jamie L.	Review emails from D. Baddley, M. Tuchin regarding extension of bar date for SEC (.1); review notice of filing of consent order between Debtors and State of Idaho (.3); review email from R. Pfister and attached further revised proposed consent order with State of Arizona (.3)	0.70
05/08/18	Shaw, C. Liana	Reviewing schedules and statements for unitholders and assemble spreadsheets of location	4.00
05/08/18	Shaw, C. Liana	Conference with D. O'Brien regarding project to determine unitholders primary locations for upcoming meetings (1.5)	1.50
05/08/18	Edmonson, Jamie L.	Review notice of filing of consent order between Debtors and State of Oregon	0.40
05/09/18	Shaw, C. Liana	Continue reviewing schedules and statements and update excel spreadsheet for unitholders locations	2.50
05/10/18	Shaw, C. Liana	Review schedules and statements for unitholder locations and update spreadsheet	3.00
05/10/18	Edmonson, Jamie L.	Review motion to approve settlement with QBKD Huron LLC and Sharp declaration in support thereof	1.30
05/14/18	Edmonson, Jamie L.	Review motion to approve settlement with 805 Nimes Place, LLC and Sharp declaration in support of same	0.60
05/14/18	Edmonson, Jamie L.	Review email from D. Fidler and attached revised first amended to DIP loan	0.40



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05/15/18	Levy, Carol Weiner	Update Unitholders website	0.50
05/15/18	Edmonson, Jamie L.	Review Debtors' motions and declarations in support of sale of: (1) 215 N. 12th Street, Carbondale, CO (.6); 995 and 981 Cowen Drive, Carbondale, CO (.4); Lot C-1 and 446 Diamond A Ranch Road, Carbondale, CO (.4); 809 Grand Avenue, Glenwood Springs, CO (.5); 747 Davis Road, Stockbridge, GA (.6) 302 Wildflower Road, Carbondale, CO (.5) 14115 Moorpark Street, #212, Sherman Oaks, CA (.4) 780 E. Valley Road, Unit C-126, Basalt, CO (.4); 342 and 368 River Bend Way, Glenwood Springs, CO (.7) and; 63 Sweetgrass Drive, Carbondale, CO (.4)	4.90
05/17/18	Shaw, C. Liana	Continued project of mapping unitholder locations and marking cities, towns and states for unitholder meetings	4.50
05/17/18	Shaw, C. Liana	Draft and file certificate of no objection to second fee application (.3)	0.30
05/17/18	Edmonson, Jamie L.	Telephone call with J. Sabin, A. Currie, D. Baddley, R. Koonin, C. Nestor regarding status of Florida civil action, other matters	0.60
05/18/18	Shaw, C. Liana	Continue review of schedules and statements for unitholder locations and pinpoint on map (2.0)	2.00
05/18/18	Edmonson, Jamie L.	Review Contrarian's response to Debtors' objection to proof of claim	0.70
05/29/18	Edmonson, Jamie L.	Review email from D. Stern and attached draft Debtors' response in support of its objection to Contrarian's claim	1.40
05/29/18	Edmonson, Jamie L.	Review email from J. Sabin and his markup of Debtors' response in support of objection to Contrarian claim	0.70
05/30/18	Levy, Carol Weiner	Revise website	0.80
05/30/18	Edmonson, Jamie L.	Review email from D. Stern and attached further revised Debtors' response in support of objection to Contrarian claim (.6); review email from J. Sabin regarding further comments and response from D. Stern (.2)	0.80
05/30/18	Edmonson, Jamie L.	Review Debtors' motion to approve settlement between Sagebrook Investments and City of Beverly Hills (.3); review Sharp declaration in support of same (.1)	0.40
05/31/18	Edmonson, Jamie L.	Review Debtors' reply in support of objection to Contrarian claim (.6); emails with D. O'Brien regarding preparation of joinder to same (.1)	0.70
05/31/18	Edmonson, Jamie L.	Review COC and proposed order approving Sarachek pro hac vice motion	0.40

Professional Services Total**\$16,761.50****Non-working travel time**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/01/18	Sabin, Jeffrey S.	Travel to and from NYC to Wilmington, Delaware for hearing	1.40



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<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/15/18	Currie, Andrew	Travel to NYC for plan meetings	1.60
05/16/18	O'Brien, Daniel A.	Travel to and from meeting in NYC regarding plan issues	3.50
05/16/18	Edmonson, Jamie L.	Travel to New York for plan formulation meetings	1.60
05/17/18	Edmonson, Jamie L.	Return travel from New York meetings	1.60
05/17/18	Currie, Andrew	Travel from NY for plan meetings	1.80
Professional Services Total			\$4,652.50

Communications with Unitholders

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/01/18	Levy, Carol Weiner	Respond to unitholder inquiries	1.00
05/01/18	O'Brien, Daniel A.	Office conference with J. Edmonson regarding review of schedules to determine potential town hall meeting locations for unitholders and noteholders (.3); office conference with L. Shaw regarding same (.1)	0.40
05/02/18	Levy, Carol Weiner	Respond to unitholder inquiries	1.20
05/03/18	Levy, Carol Weiner	Respond to numerous unitholder inquiries and telephone calls;	3.20
05/03/18	Sabin, Jeffrey S.	Telephone conferences with Unitholders re: various matters	0.80
05/04/18	Currie, Andrew	Review agenda for call (.2); correspond with Dr. Blackburn and Dr. Pinney regarding call (.1); prepare for and participate in call with Dr. Blackburn, Dr. Pinney and Mr. Sabin regarding update and strategy regarding plan issues (.8)	1.10
05/04/18	Edmonson, Jamie L.	Telephone call with J. Sabin and A. Currie in advance of unitholders' committee call (.4); telephone call with R. Blackburn, C. Pinney, J. Sabin and A. Currie to discuss liquidity proposals, timing for disclosure statement, claims trading, property sales (.8)	1.20
05/07/18	Edmonson, Jamie L.	Numerous emails and telephone calls from unitholders regarding status of case, proof of claim forms	0.60
05/07/18	Levy, Carol Weiner	Respond to unitholder inquiries	2.60
05/08/18	Currie, Andrew	Multiple correspondence from unitholders (.3); correspond with Ms. Levy regarding unitholders and claims update (.2)	0.50
05/08/18	Edmonson, Jamie L.	Communications with unitholders regarding proofs of claim, case status	0.60
05/08/18	Levy, Carol Weiner	Respond to unitholder inquiries	1.90
05/09/18	Levy, Carol Weiner	Respond to unitholder inquiries	2.30
05/10/18	Levy, Carol Weiner	Respond to calls from unitholders	1.30
05/11/18	Edmonson, Jamie L.	Numerous emails and telephone calls with unitholders regarding proofs of claim, status of case (.5); emails with C. Levy regarding communications with unitholders (.1)	0.60
05/14/18	Sabin, Jeffrey S.	Telephone calls with numerous Unitholders regarding Bar order and plan matters	1.30



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05/14/18	Edmonson, Jamie L.	Emails and telephone calls with unitholders regarding status (.3); emails with C. Levy regarding same (.1)	0.40
05/14/18	Currie, Andrew	Correspond with Mr. Assola regarding updates (.1); multiple correspondence from unitholders (.3); correspond with Ms. Levy regarding website issues (.2)	0.60
05/15/18	Levy, Carol Weiner	Respond to unitholder inquiries	2.70
05/18/18	Levy, Carol Weiner	Respond to unitholder inquiries	0.70
05/18/18	Edmonson, Jamie L.	Respond to numerous inquiries from Unitholders	0.60
05/21/18	Currie, Andrew	Correspondence regarding website administration issues (.1); multiple correspondence from unitholders regarding inquiries (.3)	0.40
05/22/18	Levy, Carol Weiner	Respond to unitholder inquiries and follow up with GCG regarding same	0.90
05/23/18	Levy, Carol Weiner	Calls to unitholders	1.70
05/23/18	Currie, Andrew	Multiple correspondence and calls with unitholders regarding claim issues (.3); correspond with Mr. Sigmon regarding unit liquidity issues (.1)	0.40
05/25/18	Currie, Andrew	Correspond and call from Mr. Almassian regarding unitholder issues (.2); further correspondence regarding unitholder inquiries (.2); correspond with Ms. Levy regarding same (.1)	0.50
05/29/18	Levy, Carol Weiner	Respond to unitholder emails and telephone messages	4.80
05/29/18	Sabin, Jeffrey S.	Multiple calls with Unitholders regarding bar date and plan matters (1.6)	1.60
05/29/18	Currie, Andrew	Further correspondence with Mr. Almassian regarding unitholder inquiries (.2); correspond and call with Ms. Levy regarding unitholders inquiries (.3); correspond with Ms. Levy regarding website updates (.2)	0.70
05/30/18	Levy, Carol Weiner	Respond to unitholder emails and telephone inquiries	4.30
05/30/18	Edmonson, Jamie L.	Respond to numerous email and telephone calls from Unitholders	0.60
05/31/18	Levy, Carol Weiner	Respond to unitholder inquiries	2.80
05/31/18	Edmonson, Jamie L.	Respond to numerous Unitholder inquiries	0.60
05/31/18	Sabin, Jeffrey S.	Telephone call with multiple Unitholders regarding bar date and plan questions	1.60

Professional Services Total**\$36,166.50****Retention and fee applications**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/23/18	Edmonson, Jamie L.	Review April prebill for compliance with Local Rules, privilege	0.70



June 30, 2018

Invoice No. 1974829

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/24/18	Shaw, C. Liana	Draft third monthly fee application, notice, certificate of service (1.3); review billing statement and complete charts and prepare exhibits (.6); forward drafts to J. Edmonson and D. O'Brien for review (.1); finalize and file April fee application (.5)	2.50
05/24/18	O'Brien, Daniel A.	Emails with L. Shaw and J. Edmonson regarding third monthly fee application (0.2); office conference with L. Shaw regarding same (0.1)	0.30
05/24/18	Edmonson, Jamie L.	Review, revise and finalize Venable's third monthly fee application for filing	1.30
05/25/18	O'Brien, Daniel A.	Calls and emails from fee examiner regarding initial comments to interim fee application (0.3); emails with J. Edmonson regarding same (0.2)	0.50
05/25/18	Edmonson, Jamie L.	Review email and voicemail from E. Frejka regarding Venable's first quarterly fee application (.1); begin review of spreadsheet regarding same (.1); emails with E. Frejka regarding same (.1)	0.30
05/30/18	O'Brien, Daniel A.	Review fee auditor comments to interim application	0.50
Professional Services Total			\$3,167.00

Hearing attendance

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/01/18	Edmonson, Jamie L.	Prepare for hearing, including review of relevant motions going forward (.5); attend hearing (1.1)	1.60
Professional Services Total			\$1,224.00

Communications with Other Committees, advisors

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
05/04/18	Currie, Andrew	Call with Mr. Millar regarding noteholder, liquidity and trading issues	0.30
05/07/18	Edmonson, Jamie L.	Review email from M. Dundon and attached liquidity facility proposal comparison; participate on call with UCC (.6), Noteholders advisors regarding liquidity proposals (.4)	1.00
05/10/18	Currie, Andrew	Telephone calls with Mr. Kortanek regarding plan update, plan, liquidity and noteholder issues (.5); correspond and call with Mr. Millar regarding same (.3); correspond with Mr. Dundon regarding liquidity proposal update (.2)	1.00
Professional Services Total			\$1,850.50



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SUMMARY OF SERVICES

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Currie, Andrew	3.40	417.50	1,419.50
Currie, Andrew	41.20	835.00	34,402.00
Edmonson, Jamie L.	3.20	382.50	1,224.00
Edmonson, Jamie L.	55.30	765.00	42,304.50
Levy, Carol Weiner	63.50	695.00	44,132.50
O'Brien, Daniel A.	3.50	325.00	1,137.50
O'Brien, Daniel A.	49.10	650.00	31,915.00
O'Connor, Brian J.	2.10	980.00	2,058.00
Sabin, Jeffrey S.	1.40	622.50	871.50
Sabin, Jeffrey S.	66.20	1245.00	82,419.00
Shaw, C. Liana	21.30	225.00	4,792.50
	310.20		\$246,676.00

Total Fees Billed**\$246,676.00****TASK CODE SUMMARY**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB05	Communications with Debtors/advisors/other committees	8.3	6,797.50
WB06	Plan formulation consultation and analysis	67.20	70,246.00
WB07	Investigate conduct, assets, liabs, financial cond, bus ops, case cont	22.60	18,331.00
WB08	Other services	31.50	21,760.50
WB09	Non-working travel time	0	0
WB10	Communications with Unitholders	39.30	31,307.50
WB11	Retention and fee applications	18.60	10,946.50
WB12	Hearing attendance	4.80	3,448.00
WB13	Communications with Other Committees, advisors	2.80	2,317.00
Total		310.20	\$246,676.00

EXHIBIT B



June 30, 2018

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DISBURSEMENTS

<u>Date</u>	<u>Activity</u>	<u>Amount</u>
05/01/18	Conferencing Services – Courtcall, LLC, 05012018HMS, Telephonic Hearing J. Edmonson US Bankruptcy Court Delaware	30.00
05/01/18	Conferencing Services – Courtcall, LLC, 05012018HMS, Telephonic Hearing A. Currie US Bankruptcy Court Delaware	30.00
05/01/18	Luncheon/Dinner Conf – Jeffrey S. Sabin Dinner Trip to Wilmington, Delaware on 5/1/18 for Court hearing re: Plan Trading and other matters	53.73
05/01/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, Delaware on 5/1/18 for Court hearing re: Plan Trading and other matters	17.00
05/01/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, Delaware on 5/1/18 for Court hearing re: Plan Trading and other matters	10.00
05/02/18	Other – Courtcall, LLC, 103290jwc050218, CourtCall charges - Transaction date 04/26/18 - Jeffrey Sabin - CCID# 9033169	30.00
05/03/18	Travel Expense – Jamie L. Edmonson Train Train to NY for meetings	109.50
05/03/18	Travel Expense – Jamie L. Edmonson Parking Train to NY for meetings	5.50
05/03/18	Travel Expense – Jamie L. Edmonson Taxi Uber from dinner to train	7.10
05/03/18	Travel Expense – Jamie L. Edmonson Public Transit Subway expense in NY	5.00
05/03/18	Luncheon/Dinner Conf – Jeffrey S. Sabin Dinner Meeting re: Interview Financing Proposals	59.00
05/11/18	Travel Expense – A CURRIE 05/14/2018-05/16/2018 New York/Penn Sta Ticket #10546853 AMTRAK	361.00
05/11/18	Travel Expense – A CURRIE 05/15/2018-05/16/2018 New York/Penn Sta Ticket #938557552 AMTRAK	14.00
05/14/18	Travel Expense – A CURRIE 05/15/2018-05/17/2018 New York/Penn Sta Ticket #934567693 AMTRAK	14.00
05/15/18	Travel Expense – Andrew J. Currie Hotel - Lodging Plan meetings in New York	749.38
05/15/18	Travel Expense – Andrew J. Currie Public Transit Metro	4.00
05/15/18	Luncheon/Dinner Conf – Andrew J. Currie Breakfast Meals	28.95
05/15/18	Legal Research/Westlaw – Westlaw-Batch193-O'Brien, Daniel A.]	166.60
05/15/18	Legal Research/Lexis – Lexis-Batch224-Levy, Carol Weiner]	19.60
05/16/18	Travel Expense – Jamie L. Edmonson Train Train to NY with D. O'Brien for Woodbridge meetings with J. Sabin and D. O'Brien	265.00
05/16/18	Travel Expense – Jamie L. Edmonson Hotel - Lodging Hotel in NY for Woodbridge meetings with J. Sabin, D. O'Brien, K. Owens and C. Levy	879.96
05/16/18	Travel Expense – Daniel A. O'Brien Train Train from NY after Woodbridge meetings	133.00
05/16/18	Luncheon/Dinner Conf – Daniel A. O'Brien Dinner Dinner before catching train from meetings	10.00
05/16/18	Travel Expense – Daniel A. O'Brien Parking Parking at train station	12.00
05/16/18	Travel Expense – Daniel A. O'Brien Train Train from Wilmington to NY	171.00
05/17/18	Travel Expense – Jamie L. Edmonson Train Return from Woodbridge meetings in NY to Wilmington, changed train, increased price	39.00
05/17/18	Travel Expense – Jamie L. Edmonson Parking Parking at Wilmington River Front Parking (Woodbridge meetings)	22.00
05/17/18	Travel Expense – Jamie L. Edmonson Taxi Taxi from hotel to train after Woodbridge meetings	13.56



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<u>Date</u>	<u>Activity</u>	<u>Amount</u>
05/17/18	Luncheon/Dinner Conf – Jamie L. Edmonson Breakfast Breakfast prior to meetings	12.50
05/17/18	Legal Research/Westlaw – Westlaw-Batch193-O'Brien, Daniel A.]	725.90
05/21/18	Legal Research/Westlaw – Westlaw-Batch194-O'Brien, Daniel A.]	83.30
05/22/18	Legal Research/Westlaw – Westlaw-Batch194-O'Brien, Daniel A.]	1,126.30
05/23/18	Legal Research/Westlaw – Westlaw-Batch194-O'Brien, Daniel A.]	416.50
05/24/18	Legal Research/Westlaw – Westlaw-Batch194-O'Brien, Daniel A.]	333.20
Total Disbursements		\$5,957.58

CERTIFICATE OF SERVICE

I, Jamie L. Edmonson, hereby certify that on the 9th day of July, 2018, a true and correct copy of the *Fourth Monthly Fee Application of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period From May 1, 2018 Through May 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)

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