

**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 30, 2018 at 4:00 pm (ET)

**SUMMARY OF FIFTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE INTERIM PERIOD FROM APRIL 1, 2018
THROUGH AND INCLUDING APRIL 30, 2018**

Name of Applicant:

Gibson, Dunn & Crutcher LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

December 4, 2017 (Order entered January 23,
2018 *nunc pro tunc* to December 4, 2017)

Period for which compensation and reimbursement
is sought:

April 1, 2018 through and including
April 30, 2018

Amount of Interim Compensation sought as
actual, reasonable and necessary:

\$81,399.00²

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 fees set forth herein reflects a voluntary write-off reduction in the amount of \$3,698.00.

Amount of Interim Expense Reimbursement \$46.46
sought as actual, reasonable and necessary:

This is an/a: _____ interim ____ final application
_____ X monthly

This application includes 111.2 hours and \$59,781.00 in fees incurred in connection with the preparation of Fee Applications.

Prior applications:

Date Filed/ Docket No.	Period Covered	Requested		Authorized to Date Per Interim Compensation Procedures		
		Fees	Expenses	Fees	Expenses	Court Order/ CNO Filed
02/16/2018 D.I. 616	12/04/2017 thru 12/31/2017	\$1,592,603.25	\$47,306.52	\$1,274,082.60	\$47,306.52	03/14/2018 D.I. 746
03/19/2018 D.I. 785	01/01/2018 thru 01/31/2018	\$2,070,919.00	\$50,328.32	\$1,656,735.20	\$50,328.32	04/10/2018 D.I. 927
04/18/2018 D.I. 1587	02/01/2018 thru 02/28/2018	\$817,470.25	\$16,475.17	\$653,976.20	\$16,475.17	05/09/2018 D.I. 1739
06/11/2018 D.I. 1956	03/01/2018 thru 03/30/2018	\$276,259.75	\$11,373.05	\$227,259.75	\$11,373.05	TBD
Total		\$4,757,252.25	\$125,483.06	\$3,812,053.75	\$125,483.06	

INTERIM 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	2018 Billing Rate (\$)	Hours Billed	Amount Billed (\$)
Schonfeld, Mark K.	Partner. Joined the Firm as a Partner in 2008. Member of NY Bar since 1989. Primary practice area: Securities Enforcement, Securities Litigation.	1,280	0.70	896.00
Fuchs, Douglas Michael	Partner since 2010. Joined the Firm as an Associate in 2007. Member of CA Bar since 1998. Primary practice area: Securities Enforcement, Securities Litigation.	1,155	0.50	577.50
Kelsey, Matthew K.	Partner since 2013. Joined Firm as Of Counsel in 2008. Member of NY Bar since 2004. Primary practice area: Business Restructuring & Reorganization	1,085	0.90	976.50
Newman, Samuel A.	Partner since 2009. Joined Firm as an Associate in 2001. Member of CA Bar since 2001. Primary practice area: Business Restructuring & Reorganization	1,010	9.70	9,797.00
Denny, Daniel B.	Associate. Joined firm as an associate in 2005. Member of CA Bar since 2005.	875	12.00	10,500.00
Weiner, Genevieve G.	Associate. Joined firm as an associate in 2007. Member of CA Bar since 2007.	875	24.80	21,700.00
Amponsah, Duke K.	Paralegal	440	20.60	9,064.00
Santos, F. Pamela	Paralegal	420	66.40	27,888.00
Total			135.60	81,399.00
			Blended Rate:	600.29

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
Asset Recovery Analysis	0.00	0.00
Asset Sales	0.00	0.00
Asset Valuation	0.00	0.00
Assumption and Rejection of Leases and Contracts	0.00	0.00
Avoidance Action Analysis	0.00	0.00
Budgeting	0.00	0.00
Business Operations	0.00	0.00
Case Administration	7.80	7,465.00
Claims Administration and Objections	0.00	0.00
Corporate Governance and Board Matters	7.60	6,650.00
Communications and Meetings with Creditors	2.20	1,060.50
Employee Matters and Benefits	0.00	0.00
Employment and Fee Applications (Gibson)	111.90	60,677.00
Employment and Fee Applications (Other Professionals)	0.00	0.00
Financing, Cash Collateral and Cash Management	0.00	0.00
Hearings	0.00	0.00
Insurance	0.00	0.00
Litigation	0.80	703.50
Plan and Disclosure Statement	0.00	0.00
Plan Exclusivity	0.00	0.00
Real Estate	1.30	1,343.00
Relief from Stay and Adequate Protection	0.00	0.00
Reporting	4.00	3,500.00
SEC/State AG Matters	0.00	0.00
Tax	0.00	0.00
Travel – Non-Working Time	0.00	0.00
TOTAL	135.60	81,399.00

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
Certified Copies	0.00
Conference Call Charges	0.00
Court fees	0.00
Data Line Charges	0.00
Document Retrieval Services	20.40
eDiscovery Database Hosting Fee	0.00
Filing Fees	0.00
In House Duplication	10.10
Investigation	0.00
Lodging	0.00
Meals	0.00
Messenger and Courier Expense	0.00
On-Line Research (Lexis)	0.00
On-Line Research (Westlaw)	0.00
On-Line Research (Main)	0.00
Outside Process Server	0.00
Searches (UCC & Others)	0.00
Specialized Research	0.00
Telephone Charges	15.96
Transcript/Digesting	0.00
Travel – Air & Rail	0.00
Travel – Parking	0.00
Travel – Taxi & Other Modes/Miles	0.00
TOTAL	46.46

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

In re:

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

Debtors.

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: July 30, 2018 at 4:00 pm (ET)

**FIFTH MONTHLY APPLICATION OF GIBSON, DUNN & CRUTCHER LLP
AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE INTERIM PERIOD FROM
APRIL 1, 2018 THROUGH AND INCLUDING APRIL 30, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing Employment and Retention of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 358] (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 Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) hereby applies (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as co-counsel to Woodbridge Group of Companies, LLC and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”), in the amount of \$81,399.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$46.46 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, 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.

interim period April 1, 2018 through and including April 30, 2018² (the “Interim Fee Period”). In support of this Application, Gibson Dunn respectfully represents as follows:

BACKGROUND

1. On December 4, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.
2. Pursuant to the Retention Order, Gibson Dunn was retained to represent the Debtors as bankruptcy co-counsel in connection with these chapter 11 cases, *nunc pro tunc* to the Petition Date. In addition, prior to December 4, 2017, Gibson Dunn served as general bankruptcy co-counsel as described in the *Debtors’ Application for an Order Approving the Employment and Retention of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 122], as supplemented by the declarations filed at Docket Nos. 214 and 313 (as supplemented, the “Employment Application”). The Retention Order authorizes Gibson Dunn to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.
3. After the reconciliation described in the Employment Application, the Remaining Advance Payment (as defined in the Employment Application) is \$382,918.74.
4. All services for which compensation is requested herein by Gibson Dunn were performed for or on behalf of the Debtors.

(a) SUMMARY OF SERVICES RENDERED

5. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period, showing the amount of \$81,399.00 due for fees. This amount has been reduced with a voluntary write-off of \$3,698.00.
6. The services rendered by Gibson Dunn during the Interim Fee Period are grouped into the categories set forth in Exhibit A. 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.

(b) DISBURSEMENTS

7. Attached hereto as Exhibit B is a detailed statement of expenses paid by Gibson Dunn during the Interim Fee Period, showing the amount of \$46.46 for reimbursement of

² The fees set forth herein reflects a voluntary write-off reduction in the amount of \$3,698.00.

expenses. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Gibson Dunn 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 overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

8. Costs incurred for overtime and computer assisted research are not included in Gibson Dunn’s normal hourly billing rates and, therefore, are itemized and included in Gibson Dunn’s disbursements. Pursuant to 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”), Gibson Dunn 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.

(c) VALUATION OF SERVICES

9. Attorneys and paraprofessionals of Gibson Dunn have expended a total of 135.60 hours in connection with this matter during the Interim Fee Period.

10. The amount of time spent by each of these persons providing services to the Debtors for the Interim Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Gibson Dunn’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Gibson Dunn for the Interim Fee Period as counsel for the Debtors in these cases is \$85,097.00.

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

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 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 chapter 11 of the Bankruptcy Code.

13. This Application covers the interim fee period from April 1, 2018 through and including April 30, 2018. Gibson Dunn has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Interim Fee Period, for which Gibson Dunn will file subsequent monthly fee applications.

CONCLUSION

WHEREFORE, Gibson Dunn requests that allowance be made to it in the sum of \$81,399.00 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$46.46 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

GIBSON, DUNN & CRUTCHER LLP

Dated: July 10, 2018
Los Angeles, CA

/s/Samuel A. Newman

Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
333 South Grand Avenue
Los Angeles, California 90071
Tel: (213) 229-7000
Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)
Matthew K. Kelsey (NY No. 4250296)
Matthew P. Porcelli (NY No. 5218979)
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
Fax: (212) 351-4035

Counsel to the Debtors and Debtors in Possession

**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 30, 2018 at 4:00 pm (ET)

CERTIFICATION OF SAMUEL A. NEWMAN

I, Samuel A. Newman, certify as follows:

1. I am a Partner in the applicant firm, Gibson, Dunn & Crutcher LLP (“Gibson Dunn”), and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Gibson Dunn to Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in connection with their chapter 11 cases, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Gibson Dunn.

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

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct.

Dated: July 10, 2018

/s/Samuel A. Newman

Samuel A. Newman

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In re:

WOODBIDGE GROUP OF COMPANIES,
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Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: July 30, 2018 at 4:00 pm (ET)

NOTICE OF FIFTH MONTHLY FEE APPLICATION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (IV) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (V) COUNSEL FOR THE AD HOC UNITHOLDER GROUP; (VI) COUNSEL TO THE SECURITIES AND EXCHANGE COMMISSION; (VII) THE FEE EXAMINER APPOINTED IN THESE CASES AND (VIII) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that the **Fifth Monthly Application of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period from April 1, 2018 through and including April 30, 2018** (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of interim fees in the amount of \$81,399.00² and interim expenses in the amount of \$46.46.

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 N. Market Street, Wilmington, Delaware 19801. You must also serve any such 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 Sharp; (ii) counsel for the Debtors, Gibson, Dunn & Crutcher LLP, 333 S. Grand Avenue, Los Angeles, California 90071,

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² The fees set forth herein reflects a voluntary write-off reduction in the amount of \$3,698.00.

Attn: Samuel A. Newman, 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, California 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Elise S. Frejka, Frejka PLLC, 135 East 57th Street – 6th Floor, New York, New York 10022; (ix) any other party that has requested to be a Notice Party; and (x) 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.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER, PURSUANT TO SECTIONS 331 AND 105(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2016(a), AND LOCAL RULE 2016-2, ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF 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 THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES, WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.

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Dated: July 10, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)

Edmon L. Morton (No. 3856)

Ian J. Bambrick (No. 5455)

Betsy L. Feldman (No. 6410)

Rodney Square, 1000 North King Street

Wilmington, Delaware 19801

Tel: (302) 571-6600

Fax: (302) 571-1253

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)

Oscar Garza (CA No. 149790)

Daniel B. Denny (CA No. 238175)

333 South Grand Avenue

Los Angeles, California 90071

Tel: (213) 229-7000

Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)

Matthew K. Kelsey (NY No. 4250296)

Matthew P. Porcelli (NY No. 5218979)

200 Park Avenue

New York, New York 10166

Tel: (212) 351-4000

Fax: (212) 351-4035

Counsel to the Debtors and Debtors in Possession

Exhibit A

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

June 28, 2018

Invoice No. 2018063545

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

For Services Rendered and Costs/Charges Advanced Through April 30, 2018

	Services Rendered	Costs/ Charges	Totals
98743-00011	Case Administration	\$ 7,465.00	\$ 7,465.00
98743-00013	Corporate Governance an	6,650.00	6,650.00
98743-00014	Communications and Meet	1,060.50	1,060.50
98743-00015	Disbursements	0.00	46.46
98743-00017	Employment and Fee Appl	60,677.00	60,677.00
98743-00022	Litigation	703.50	703.50
98743-00025	Real Estate	1,343.00	1,343.00
98743-00027	Reporting	3,500.00	3,500.00
Totals		\$ 81,399.00	\$ 81,445.46
Current Balance Due			<u>\$ 81,445.46</u>

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Jane Chun, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: June 28, 2018

Invoice No. 2018063545

Due and Payable Upon Receipt

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

June 28, 2018

Invoice No. 2018063545

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

For Services Rendered and Costs/Charges Advanced Through April 30, 2018

		Services Rendered	Costs/ Charges	Totals
98743-00011	Case Administration	\$ 7,465.00	\$ 0.00	\$ 7,465.00
98743-00013	Corporate Governance an	6,650.00	0.00	6,650.00
98743-00014	Communications and Meet	1,060.50	0.00	1,060.50
98743-00015	Disbursements	0.00	46.46	46.46
98743-00017	Employment and Fee Appl	60,677.00	0.00	60,677.00
98743-00022	Litigation	703.50	0.00	703.50
98743-00025	Real Estate	1,343.00	0.00	1,343.00
98743-00027	Reporting	<u>3,500.00</u>	<u>0.00</u>	<u>3,500.00</u>
Totals		\$ 81,399.00	\$ 46.46	\$ 81,445.46
Current Balance Due				<u>\$ 81,445.46</u>

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Jane Chun, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: June 28, 2018

Invoice No. 2018063545

Due and Payable Upon Receipt

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

CASE ADMINISTRATION
98743-00011

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SAMUEL A. NEWMAN	7.10	\$1,010.00	\$ 7,171.00
F. PAMELA SANTOS	0.70	420.00	<u>294.00</u>

Total Services			\$ 7,465.00
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Total Services, Costs/Charges			7,465.00
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BALANCE DUE			<u>\$ 7,465.00</u>
--------------------	--	--	--------------------

CASE ADMINISTRATION
98743-00011

Detail Services:

04/10/18		
0.50	Newman, Samuel A	Correspondence with M. Tuchin (KTBS) re transition matter.
0.70	Santos, F. Pamela	Update shared drive re recent pleadings.
04/16/18		
1.50	Newman, Samuel A	Correspondence with M. Tuchin (KTBS) and R. Pachulski (PSZJ) re transition.
04/17/18		
4.10	Newman, Samuel A	Prepare for meeting with PSZJ (1.5); meet with M. Tuchin (KTBS) and R. Pachulski (PSZJ) re transition matters (1.2); analyze pleadings re transition matters (.4); conference with S. Beach (YCST) re transition issues (1.0).
04/18/18		
0.50	Newman, Samuel A	Correspondence with working group re transition matters.
04/23/18		
0.50	Newman, Samuel A	Correspondence with YCST re transition issues.

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

CORPORATE GOVERNANCE AND BOARD MATTERS
98743-00013

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DANIEL B. DENNY	7.60	\$ 875.00	\$ <u>6,650.00</u>
Total Services			\$ 6,650.00
Total Services, Costs/Charges			6,650.00
BALANCE DUE			<u>\$ 6,650.00</u>

CORPORATE GOVERNANCE AND BOARD MATTERS
98743-00013

Detail Services:

04/01/18		
0.10	Denny, Daniel B	Email M. Sorenson (DSI) re legal entities and M. Sorenson inquiry.
04/02/18		
0.50	Denny, Daniel B	Analyze emails re WFS Holding Co LLC per R. Pfister (KTSB) inquiry (.4); email exchange with R. Pfister (KTSB) re WFS Holding Co LLC (.1).
04/03/18		
3.10	Denny, Daniel B	Review draft Woodbridge affiliate legal entity list and analysis (2.1); draft analysis re Florida LLC Woodbridge Pre-Settlement Funding LLC (.5); email KTSB and YCST working group re Florida LLC Woodbridge Pre-Settlement Funding LLC (.1); teleconference with R. Pfister (KTSB) re WFS Holding Co LLC entity (.4).
04/04/18		
1.60	Denny, Daniel B	Review draft Woodbridge affiliate legal entity list and analysis.
04/05/18		
0.70	Denny, Daniel B	Teleconference with D. Fidler (KTSB) re revised draft analysis re Woodbridge legal entities (.3); analyze list of other Woodbridge affiliates and related information available (.4).
04/06/18		
0.90	Denny, Daniel B	Correspondence with E. Rubinstein (Woodbridge) re Woodbridge legal entities and corporate documentation (.1); draft email to B. Sharp (DSI) re draft written consent re Woodbridge Pre-Settlement Funding LLC (.2); teleconference with I. Bambrick (YCST) re WFS entity and filing bankruptcy (.2); analyze open transition matters (.4).
04/09/18		
0.10	Denny, Daniel B	Teleconference with J. Weiss (KTSB) re legal entity diligence and analysis.
04/16/18		
0.40	Denny, Daniel B	Analyze Woodbridge affiliate entity information per I. Bambrick request.
04/20/18		
0.20	Denny, Daniel B	Respond to inquiry from I. Bambrick (YCST) re Riverdale diligence.

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

COMMUNICATIONS AND MEETINGS WITH CREDITO
98743-00014

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DANIEL B. DENNY	0.30	\$ 875.00	\$ 262.50
F. PAMELA SANTOS	1.90	420.00	<u>798.00</u>

Total Services			\$ 1,060.50
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Total Services, Costs/Charges			1,060.50
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BALANCE DUE			<u>\$ 1,060.50</u>
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COMMUNICATIONS AND MEETINGS WITH CREDITORS
98743-00014

Detail Services:

04/24/18		
0.30	Denny, Daniel B	Teleconference with investor-borrower re bankruptcy case and foreclosure.
04/30/18		
1.90	Santos, F. Pamela	Listen to voicemail messages from interested parties (1.5); update call log (.3); correspondence with J. Mercer (Donlin) re same (.1)

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

DISBURSEMENTS
98743-00015

<u>COSTS/CHARGES</u>	<u>TOTAL</u>	
DOCUMENT RETRIEVAL SERVICE	\$ 20.40	
IN HOUSE DUPLICATION	10.10	
TELEPHONE CHARGES	<u>15.96</u>	
Total Costs/Charges		<u>46.46</u>
 BALANCE DUE		 \$ <u>46.46</u>

DISBURSEMENTS
98743-00015

Detail Costs/Charges:Document Retrieval Service

04/17/18	3.00	PACER usage April 2018
04/30/18	17.40	PACER usage April 2018

In House Duplication

04/12/18	1.50	In House Duplication Charge via Equitrac - 04/12/18
04/13/18	0.10	In House Duplication Charge via Equitrac - 04/13/18
04/18/18	4.30	In House Duplication Charge via Equitrac - 04/18/18
04/27/18	4.20	In House Duplication Charge via Equitrac - 04/27/18

Telephone Charges

04/06/18	3.42	1(302)576-3599	04/06/2018 WILMINGTON DE
04/09/18	3.04	1(302)571-5033	04/09/2018 WILMINGTON DE
04/10/18	3.80	1(917)520-6355	04/10/2018 NEW YORK NY
04/26/18	5.70	1(212)641-0848	04/26/2018 NEW YORK NY

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

EMPLOYMENT AND FEE APPLICATIONS – GIBSON
98743-00017

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MARK K. SCHONFELD	0.70	\$1,280.00	\$ 896.00
SAMUEL A. NEWMAN	1.70	1,010.00	1,717.00
MATTHEW K. KELSEY	0.50	1,085.00	542.50
DANIEL B. DENNY	0.10	875.00	87.50
GENEVIEVE G. WEINER	24.80	875.00	21,700.00
DUKE K. AMPONSAH	20.60	440.00	9,064.00
F. PAMELA SANTOS	63.50	420.00	<u>26,670.00</u>
Total Services			\$ 60,677.00

Total Services, Costs/Charges 60,677.00

BALANCE DUE \$ 60,677.00

EMPLOYMENT AND FEE APPLICATIONS – GIBSON
98743-00017

Detail Services:

04/02/18			
0.20	Weiner, Genevieve G	Email with D. Denny re expenses (.1); email with S. Beach (YCST) re monthly application for February time (.1).	
04/03/18			
0.10	Weiner, Genevieve G	Correspondence with D. Amponsah re monthly fee application for February.	
3.80	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
04/04/18			
3.20	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
04/05/18			
3.20	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
04/06/18			
2.80	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
04/09/18			
0.50	Newman, Samuel A	Correspondence with G. Weiner re fee application.	
1.20	Weiner, Genevieve G	Correspondence with S. Newman re monthly fee applications (.2); revise exhibit to monthly fee application (1.0).	
3.40	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
04/10/18			
2.20	Weiner, Genevieve G	Emails with S. Newman and S. Beach (YCST) re timing for filing third monthly fee application (.2); conference with P. Santos re third monthly fee application (.4); revise first monthly fee application to address fee examiner comments (1.3); correspondence with E. Held (DSI) re second monthly fee application (.3).	
2.80	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.	
7.00	Santos, F. Pamela	Teleconference with G. Weiner re status of fee applications for December and February time (.4); review exhibits in preparation for fee application (3.0) review calculation of proposed write offs in December fee application (.6); review exhibits in preparation for fee application (3.0).	
04/11/18			
0.10	Denny, Daniel B	Teleconference with G. Weiner re requests for information from fee examiner re time reports.	

3.10	Weiner, Genevieve G	Confer with D. Denny re information for fee application (.2); continue revisions to December fee application (2.8); emails with P. Santos re February monthly fee application (.1).
1.40	Amponsah, Duke K	Review of exhibits in preparation of monthly fee application.
9.10	Santos, F. Pamela	Review of exhibits in preparation for fee application.
04/12/18		
0.40	Weiner, Genevieve G	Confer with P. Santos re February fee application (.2); correspondence with S. Newman re January fee application (.2).
5.90	Santos, F. Pamela	Review exhibits in preparation of fee application (3.3); confer with G. Weiner re timing of fee application (.2); confer with D. Cassidy re travel expenses (.1); revise fee application (.2); correspondence with G. Weiner re payments (.1); additional invoice review in preparation of fee application (2.1).
04/13/18		
0.50	Kelsey, Matthew K	Correspondence with G. Weiner regarding fee application issues.
2.70	Weiner, Genevieve G	Correspondence with P. Santos re monthly fee application (February) (.2); correspondence with D. Arnold re information for monthly fee application (.1); correspondence with J. Conn re information for monthly fee application (.2); correspondence with D. Fuchs re information for monthly fee application (.2); revise exhibits to February monthly fee application (1.8); confer with P. Santos re revisions to the exhibits to fee application (.2).
1.40	Santos, F. Pamela	Teleconference with M. Martinez re G. Weiner re revisions to the exhibits to fee application (.1); correspondence with G. Weiner re revisions to the exhibits to fee application (.5); correspondence with M. Martinez re revisions to the exhibits to fee application (.6); confer with G. Weiner re revisions to the exhibits to fee application (.2).
04/16/18		
5.10	Weiner, Genevieve G	Revise third monthly fee application (4.8); conference with P. Santos re same (.3).
2.70	Santos, F. Pamela	Correspondence with G. Weiner re revisions to the exhibits to the fee application (.2); conference with G. Weiner re same (.3); correspondence with M. Martinez re same (.4); correspondence with A. Flores re same (.2); begin draft of third fee application (1.3); correspondence with G. Weiner re status and additional comments re fee application (.1); begin review of March prebill (.2).

04/17/18		
0.40	Newman, Samuel A	Correspondence with G. Weiner re fee application (0.2); conference with G. Weiner, P. Santos re fee application (0.2).
1.50	Weiner, Genevieve G	Provide additional comments on third monthly fee application (.8); conference with S. Newman, P. Santos re same (.2); review revised draft of third monthly fee application (.3); correspondence with B. Feldman (YCST) re filing third monthly fee application (.2).
7.10	Santos, F. Pamela	Continue draft of third fee application (6.0); teleconference with G. Weiner re same (.2); correspondence with G. Weiner re same (.3); correspondence with D. Laskin (YCST) re LEDES format (.1); correspondence with B. Feldman (YCST) re same (.1); conference with S. Newman and G. Weiner re same (.2); revise fee application per G. Weiner comments (.2).
04/18/18		
0.10	Newman, Samuel A	Confer with G. Wiener re fee application.
0.40	Weiner, Genevieve G	Confer with S. Newman re fee application (.1); correspondence with B. Feldman (YCST) and P. Santos re finalizing third monthly fee application (.2); correspondence with P. Santos re objection deadline for fee application (.1).
4.80	Santos, F. Pamela	Finalize filing of third fee application (.3); correspondence with D. Laskin (YCST), B. Feldman (YSCT) re same (.2); correspondence with D. Laskin (YCST) re LEDES and excel formats of invoices for fee examiner (.3); revise exhibits to third fee application (4.0).
04/19/18		
4.20	Santos, F. Pamela	Begin draft of interim fee application supplement.
04/20/18		
0.20	Weiner, Genevieve G	Correspondence with D. Laskin (YCST) re interim fee application (.1); correspondence with P. Santos re drafting supplement for interim fee application (.1).
5.90	Santos, F. Pamela	Review of exhibits to March fee application (5.6); correspondence with G. Weiner re fee supplement to first interim fee application (.2); correspondence with D. Laskin (YCST) re same (.1).
04/23/18		
0.70	Schonfeld, Mark K	Call with M. Hewett and S. Newman regarding privilege issues.
6.70	Santos, F. Pamela	Draft first interim fee application (5.7); correspondence with G. Weiner re same (.2); revise first interim fee application (.8).

04/24/18		
0.20	Weiner, Genevieve G	Correspondence with P. Santos re interim fee application.
1.50	Santos, F. Pamela	Correspondence with G. Weiner re status of first interim fee application(.2); correspondence with M. Martinez re exhibits to March monthly fee application (.3); correspondence with M. Martinez, N. Brosman, D. Denny re same (.3); correspondence with D. Laskin (YCST) re first interim fee application (.1); review first interim fee application for accuracy (.4); correspondence with G. Weiner re same (.2).
04/25/18		
1.00	Weiner, Genevieve G	Confer with P. Santos re fee application (.1); provide comments on supplement to interim fee application (.8); correspondence with E. Frejka (fee examiner) re call to discuss fee applications (.1).
0.10	Santos, F. Pamela	Confer with G. Weiner re fee application.
04/26/18		
3.70	Weiner, Genevieve G	Call with S. Beach (YCST) re fee application issues (.1); email with S. Beach (YCST) re fee application issues (.1); emails with S. Newman and P. Santos re first interim fee application; call with S. Beach (YCST) re supplement to first interim fee application (.2); call with E. Frejka (fee examiner) re status of December and January comments (.3); revise supplement to first interim fee application (3.0).
04/27/18		
0.20	Newman, Samuel A	Confer with G. Weiner re supplement for first interim fee application.
1.00	Weiner, Genevieve G	Confer with P. Santos re supplement for first interim fee application (.2); confer with S. Newman re supplement for first interim fee application (.2); call with S. Beach (YCST) re supplement to interim fee application (.2); revise supplement (.4).
5.30	Santos, F. Pamela	Conference with G. Weiner re exhibit budget plan for first interim fee application (.2); draft Exhibit C budget plan for first interim fee application (5.0); conference with G. Weiner re timing of filing (.1).
04/30/18		
0.50	Newman, Samuel A	Conference with G. Weiner re fee application.
1.80	Weiner, Genevieve G	Revise supplement to first interim fee application (.5); conference with P. Santos re first interim fee application (.3); confer with S. Newman re first interim fee application (.5); further revise supplement to first interim fee application (.4); correspondence with D. Laskin at YCST re filing of supplement (.1).

1.80 Santos, F. Pamela

Conference with G. Weiner re first interim fee application (.3); revise first interim fee application per G. Weiner comment (1.0); correspondence with G. Weiner, J. St. Martin re same (.4); correspondence with E. Freja (fee examiner) re requested back-up receipts (.1).

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

LITIGATION
98743-00022

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DOUGLAS FUCHS	0.50	\$1,155.00	\$ 577.50
F. PAMELA SANTOS	0.30	420.00	<u>126.00</u>

Total Services			\$ 703.50
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Total Services, Costs/Charges			703.50
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BALANCE DUE			<u>\$ 703.50</u>
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LITIGATION
98743-00022

Detail Services:

04/09/18		
0.20	Fuchs, Douglas	Correspondence with D. Stermer (DSI) regarding Loyola matter.
04/10/18		
0.30	Fuchs, Douglas	Telephone conference with D. Stermer (DSI) regarding Loyola matter.
0.30	Santos, F. Pamela	Update shared drive re recent pleadings.

Woodbridge Group of Companies, LLC
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REAL ESTATE
98743-00025

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SAMUEL A. NEWMAN	0.90	\$1,010.00	\$ 909.00
MATTHEW K. KELSEY	0.40	1,085.00	<u>434.00</u>

Total Services			\$ 1,343.00
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Total Services, Costs/Charges			1,343.00
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BALANCE DUE			<u>\$ 1,343.00</u>
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REAL ESTATE
98743-00025

Detail Services:

04/01/18		
0.40	Newman, Samuel A	Correspondence with J. Weiss re Tintarella settlement.
04/02/18		
0.40	Kelsey, Matthew K	Correspondence with S. Beach (YCST) regarding Tintarella adequate protection payments and status of development of property.
04/03/18		
0.50	Newman, Samuel A	Correspond with D. Denny re Stradella options.

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

REPORTING
98743-00027

For Services Rendered Through April 30, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DANIEL B. DENNY	4.00	\$ 875.00	\$ <u>3,500.00</u>
Total Services			\$ 3,500.00
Total Services, Costs/Charges			3,500.00
BALANCE DUE			<u>\$ 3,500.00</u>

REPORTING
98743-00027

Detail Services:

04/03/18		
0.10	Denny, Daniel B	Email exchange with D. Bowman (YCST) re prospective DIP lender nondisclosure agreements.
04/05/18		
0.30	Denny, Daniel B	Analyze draft schedules and statements.
04/06/18		
1.60	Denny, Daniel B	Correspondence with D. Bowman (YCST) re schedules, statements and global notes (.1); analyze draft schedules, statements and global notes (.9); teleconference with D. Bowman (YCST), B. Sharp (DSI) and working group re draft schedules, statements and global notes (.6).
04/09/18		
0.20	Denny, Daniel B	Teleconference with D. Bowman (YCST) re draft schedules, statements and global notes.
04/10/18		
1.70	Denny, Daniel B	Draft suggested edits to draft global notes for schedules and statements (1.7); teleconference with E. Held (DSI) and working group re mechanic's liens issues (.2); analyze debtor information re mechanic's liens (1.1).
04/17/18		
0.10	Denny, Daniel B	Correspondence with I. Bambrick (YCST) re title report diligence re claims.

Exhibit B

Woodbridge Group of Companies, LLC
14225 Ventura Boulevard, Suite 100
Sherman Oaks, CA 91423

DISBURSEMENTS
98743-00015

<u>COSTS/CHARGES</u>		<u>TOTAL</u>
DOCUMENT RETRIEVAL SERVICE	\$	20.40
IN HOUSE DUPLICATION		10.10
TELEPHONE CHARGES		<u>15.96</u>
Total Costs/Charges		<u>46.46</u>
 BALANCE DUE		 <u>\$ 46.46</u>

DISBURSEMENTS
98743-00015

Detail Costs/Charges:Document Retrieval Service

04/17/18	3.00	PACER usage April 2018
04/30/18	17.40	PACER usage April 2018

In House Duplication

04/12/18	1.50	In House Duplication Charge via Equitrac - 04/12/18
04/13/18	0.10	In House Duplication Charge via Equitrac - 04/13/18
04/18/18	4.30	In House Duplication Charge via Equitrac - 04/18/18
04/27/18	4.20	In House Duplication Charge via Equitrac - 04/27/18

Telephone Charges

04/06/18	3.42	1(302)576-3599	04/06/2018 WILMINGTON DE
04/09/18	3.04	1(302)571-5033	04/09/2018 WILMINGTON DE
04/10/18	3.80	1(917)520-6355	04/10/2018 NEW YORK NY
04/26/18	5.70	1(212)641-0848	04/26/2018 NEW YORK NY