

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: August 9, 2018 at 4:00 p.m. (ET)

**SUMMARY OF FIFTH MONTHLY APPLICATION OF KLEE, TUCHIN,
BOGDANOFF & STERN LLP, AS COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 1, 2018 THROUGH JUNE 30, 2018**

Name of Applicant:	Klee, Tuchin, Bogdanoff & Stern LLP
Authorized to Provide Professional Services to:	Woodbridge Group of Companies, LLC, <i>et al.</i>
Date of Retention:	March 16, 2018 <i>Nunc Pro Tunc</i> to February 14, 2018
Period for which compensation and reimbursement are sought:	June 1, 2018 through June 30, 2018
Amount of compensation billed as actual, reasonable, and necessary:	\$725,375.50 ²
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$5,653.17

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 such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² As discussed in the Application, KTB&S has further reduced its request for payment in light of KTB&S's agreement to accept, as calculated for the entirety of the cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended rate of \$850 per hour for attorney time. Accordingly, although KTB&S seeks allowance of its fees at its actual rates, KTB&S seeks payment at this time only of 80% of its fees as calculated pursuant to the \$850 per hour cap—or, 80% of \$685,632.50, which results in a request for payment of fees of \$548,506.00.

Total fees and expenses sought as actual, reasonable, and necessary: \$731,028.67

Total amount of present payment sought (80% of **capped** fees and 100% of expenses): \$554,159.17

This is a(n): X monthly ___ interim ___ final application.

The total time expended for fee application preparation is 8.20 hours and the corresponding compensation request is \$5,384.00 (\$6,067.50 at the \$850 per hour attorney rate).

Prior Applications:

Date Filed Docket No.	Period Covered	Requested		CNO Docket No.	Approved to be Paid (per \$850/hour Cap)	
		Fees Requested	Expenses Requested		Fees	Expenses
03/23/2018 Dkt. No. 815	02/14/2018- 02/28/2018	\$638,555.50	\$3,574.59	1261	\$461,358.00	\$3,574.59
04/17/2018 Dkt. No. 1583	03/01/2018- 03/31/2018	\$1,204,544.00	\$21,531.08	1727	\$856,662.00	\$21,531.08
05/24/2018 Dkt. No. 1860	04/01/2018- 04/30/2018	\$798,797.50	\$11,862.40	1978	\$582,118.00	\$11,862.40
06/21/2018 Dkt. No. 2042	05/01/2018- 05/31/2018	\$943,805.50	\$4,327.47	2165	\$686,770.00	\$4,327.47

Timekeeper Totals
June 1, 2018 through June 30, 2018

Name of Professional Person	Initials of Professional Used in the Application for the Professional Person	Position of the Applicant, Number of Years in That Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kenneth N. Klee	KNK	Joined firm as a Partner in 1999. Member of the CA Bar since 1975. Corporate Restructuring.	\$1,475.00	4.00	\$5,900.00
David M. Stern	DMS	Joined firm as a Partner in 2000. Member of CA Bar since 1975. Litigation.	\$1,245.00	38.30	\$47,683.50
Michael L. Tuchin	MLT	Joined firm as a Partner in 1999. Member of the CA Bar since 1990. Corporate Restructuring.	\$1,245.00	99.60	\$124,002.00
David A. Fidler	DAF	Partner since 2003. Joined firm as an Associate in 1999. Member of the CA Bar since 1998. Corporate Restructuring.	\$1,075.00	144.20	\$155,015.00
Robert J. Pfister	RJP	Partner since 2011. Joined firm as Senior Counsel in 2010. Member of the CA Bar since 2006, CT Bar since 2001, IN Bar since 2002, and NY Bar since 2003. Litigation.	\$995.00	68.20	\$67,859.00
Whitman L. Holt	WLH	Joined firm as a Partner in 2010. Member of CA Bar since 2005. Corporate Restructuring.	\$895.00	46.30	\$41,438.50
Maria Sountas-Argiropoulos	MSA	Joined firm as a Partner in 2013. Member of the CA Bar since 2008, and the Law Society of Upper Canada since 2006. Corporate.	\$895.00	0.40	\$358.00
Justin D. Yi	JDY	Joined firm as a Partner in 2015. Member of the CA Bar since 2011. Corporate.	\$750.00	16.60	\$12,450.00
Jonathan M. Weiss	JMW	Partner since 2016. Joined firm as an Associate in 2011. Member of the CA Bar since 2011. Corporate Restructuring.	\$725.00	192.80	\$139,780.00

Name of Professional Person	Initials of Professional Used in the Application for the Professional Person	Position of the Applicant, Number of Years in That Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Efrat B. Zisblatt	EBZ	Joined firm as an Associate in 1999. Member of the CA Bar since 1997. Corporate Restructuring.	\$695.00	40.60	\$28,217.00
Samuel M. Kidder	SMK	Joined firm as an Associate in 2018. Member of the CA Bar since 2012. Corporate Restructuring.	\$675.00	75.10	\$50,692.50
Robert J. Smith	RJS	Joined firm as an Associate in 2015. Member of the CA Bar since 2013. Corporate.	\$600.00	22.20	\$13,320.00
Sasha M. Gurvitz	SMG	Joined firm as an Associate in 2014. Member of the CA Bar since 2014. Corporate Restructuring.	\$625.00	38.70	\$24,187.50
Martin J. Salvucci	MJS	Law Clerk (completed law school but not yet admitted to Bar) since 2018. Graduated Stanford Law School in 2018. Corporate Restructuring.	\$425.00	5.20	\$2,210.00
Shanda D. Pearson	SDP	Paralegal	\$375.00	11.90	\$4,462.50
Stefan C. Love	SCL	Summer Law Clerk	\$250.00	25.40	\$6,350.00
Elena C. Pinsker	ECP	Summer Law Clerk	\$250.00	5.80	\$1,450.00
Grand Total:				835.30	\$725,375.50
Actual Attorney Blended Rate:			\$900.17		
Total Attorney Fees Assuming \$850.00 Attorney Blended Rate:					\$673,370.00
Total Fees (All Timekeepers) Assuming \$850.00 Attorney Blended Rate:					<u>\$685,632.50</u>

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
0001 – Asset Analysis and Recovery	43.60	\$31,003.00
0002 – Assumption and Rejection of Executory Contracts and Leases	9.10	\$8,189.50
0003 – Budgeting	1.80	\$1,305.00
0004 – Business Operations	1.80	\$1,445.00
0005 – Case Administration	11.50	\$6,884.50
0006 – Claims Administration & Objections	93.60	\$89,019.50
0007 – Corporate Governance & Board Matters	31.70	\$30,777.50
0008 – Court Hearing	10.10	\$11,888.50
0009 – Employee Benefits	12.70	\$10,180.50
0010 – Employment and Fee Applications	17.70	\$15,034.50
0011 – Employment and Fee Objections	0.00	\$0.00
0012 – Financing and Cash Collateral	1.70	\$1,826.50
0013 – Litigation and Adversary Proceedings	29.90	\$26,561.50
0014 – Meeting and Communications With Creditors	7.90	\$7,222.50
0015 – Non-Working Travel	6.00	\$7,470.00
0016 – Plan and Disclosure Statement	290.10	\$24,2935.0
0017 – Real Estate Matters (Not Dispositions)	25.60	\$23,267.50
0018 – Relief From Stay and Adequate Protection	0.60	\$435.00
0019 – Reporting Matters	2.80	\$2,973.00
0020 – Tax	30.00	\$23,943.00
0021 – Use, Sale, and Lease of Assets (Other Than Real Property)	0.00	\$0.00
0022 – Noteholder Matters	82.00	\$78,773.00
0023 – Unitholder Matters	2.80	\$2,559.00
0024 – Real Property Dispositions	86.40	\$71,634.00
0025 – Regulatory Matters	35.90	\$30,048.00
0026 – Transition Matters	0.00	0.00
Total:	835.30	\$725,375.50

EXPENSE SUMMARY

Expense Category	Total Expenses
Copying	\$57.80
Court Fees	\$74.00
Delivery Services/ Messengers	\$73.50
Online Research	\$4,359.61
Other Expenses	\$494.00
Postage	\$0.47
Telephone	\$264.89
Travel	\$328.90
Total:	\$5,653.17

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**FIFTH MONTHLY APPLICATION OF KLEE, TUCHIN, BOGDANOFF &
STERN LLP, COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 1, 2018 THROUGH JUNE 30, 2018**

Pursuant to Bankruptcy Code section 330, Klee, Tuchin, Bogdanoff & Stern LLP (“KTBS”), counsel to the above-captioned debtors and debtors in possession (collectively the “Debtors”), in the above-captioned jointly administered chapter 11 cases (the “Cases”), hereby submits this *Fifth Monthly Application of Klee, Tuchin, Bogdanoff & Stern LLP, Counsel to the Debtors and Debtors in Possession, for Compensation and Reimbursement of Expenses for the Period June 1, 2018 Through June 30, 2018* (the “Application”). In support of the Application, KTBS respectfully represents as follows:

BACKGROUND

1. On December 4, 2017, 279 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2018, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Petition Dates”).

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2. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee has been appointed in these Cases. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”). See Docket No. 79.

3. On January 23, 2018, the Court held a hearing to resolve, among other matters, two motions to appoint a chapter 11 trustee, and entered an order approving the settlement reached between the Debtors and other parties in interest [Docket No. 357] (the “Settlement Order”). Attached as Exhibit 1 to the Settlement Order was a term sheet enumerating the terms of the settlement (the “Joint Resolution”). By the terms of the Joint Resolution, the Debtors’ board of managers was to be reconstituted as a three-person board (the “New Board”). Further, the Joint Resolution provided for the formation of an *ad hoc* noteholder group (the “Noteholder Group”) and an *ad hoc* unitholder group (the “Unitholder Group”). Together, the Committee, the Noteholder Group, and the Unitholder Group are referred to as the “Committees”.

4. On January 9, 2018, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “Compensation Procedures Order”). Pursuant to the Compensation Procedures Order, KTB&S and other professionals retained in these Cases are authorized to file and serve on the parties identified in the Compensation Procedures Order (the “Notice Parties”) monthly applications for approval of their fees and expenses. After the expiration of a 20-day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the monthly fee applications that are not subject to an objection.

5. On March 16, 2018, the Court entered its *Order, Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1, Authorizing Employment and Retention of Klee, Tuchin, Bogdanoff & Stern LLP as Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to February 14, 2018* [Docket No. 767] (the “Retention Order”). The Retention Order approved the Debtors’ application to employ and retain KTB&S as counsel *nunc pro tunc* to February 14, 2018. The Retention Order authorizes KTB&S to be compensated in accordance with, *inter alia*, Bankruptcy Code sections 330 and 331 and the Compensation Procedures Order.

SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED

6. By this Application, KTB&S requests approval of \$725,375.50 as compensation for professional services rendered for the Debtors from June 1, 2018 through June 30, 2018 (the “Application Period”) and \$5,653.17 as reimbursement for actual and necessary expenses incurred by KTB&S for the Debtors during the Application Period. This does not include \$19,270.00 representing 22.90 hours of work that has been written off and is reflected as “No Charge” on the billing records appended hereto.

7. In light of the significant public interest implicated by these Cases and the costs of transitioning from prior counsel to KTB&S, KTB&S has made two agreements regarding its fees. First, KTB&S has agreed to provide a fee reduction of up to \$250,000 of legal fees incurred in transitioning from prior counsel (Gibson Dunn & Crutcher (“Gibson”)) to KTB&S, which reduction will be applied to each of KTB&S’s first five monthly invoices on a cumulative basis, in the amount of up to \$50,000 per invoice.² KTB&S has billed a total of \$182,612.50 in

² For example, if KTB&S incurred \$60,000 of legal fees in transition services in the first month, but only \$30,000 of legal fees for transition services in the second month, the first monthly invoice would be reduced by \$50,000 and the second monthly invoice would be reduced by \$40,000. To calculate the amount of transition fees

transition time (under the \$850 per hour cap for attorney time), and has reduced previous invoices by that amount.

8. Second, KTB&S has agreed to cap its legal fees for the Cases at a blended rate of \$850 per hour for attorneys (not including its paralegal and summer law clerks), such that KTB&S will receive, calculated in the aggregate for the entirety of the Cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended rate of \$850 per hour.³ During the Application Period, KTB&S billed 792.20 hours of attorney time, with total attorney compensation of \$713,113.00—resulting in an actual blended rate of \$900.17 per hour. Accordingly, for purposes of this Application, KTB&S has re-calculated its attorney fees at a rate of \$850 per hour, resulting in total compensation as follows:

	Actual Rate	Capped Rate
Attorney Fees	\$713,113.00	\$673,370.00
Paralegal and Summer Clerk Fees	\$12,262.50	\$12,262.50
Total	<u>\$725,375.50</u>	<u>\$685,632.50</u>

9. Because the \$850 per hour cap is to be applied to KTB&S's fees in the aggregate for the entirety of the Cases (as opposed to on a month-by-month basis), KTB&S reserves its right, in connection with any interim and/or final application for compensation, to seek to reconcile its fees in the event that KTB&S has received payment, in the aggregate, of an amount *below* the lesser of (i) KTB&S's actual billed hourly rates and (ii) a blended rate of \$850 per

incurred, as noted below, KTB&S maintains a separate billing code labeled "Transition Matters," in which category it records time incurred transitioning matters from Gibson.

³ For example, (i) if KTB&S's actual billed hourly rates for attorneys result in a blended rate of \$875 per hour for the Cases, KTB&S will reduce such blended hourly rate for attorneys to \$850 and (ii) if KTB&S's actual billed hourly rates for attorneys result in a blended rate of \$825 per hour for the Cases, KTB&S will receive that hourly rate.

hour. To date, KTB&S's actual billed rates for attorney time in each month during these Cases have exceeded \$850 per hour.

10. This Application complies with Bankruptcy Code section 330, Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Court's Local Rule 2016-2, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the "Guidelines"), and the Compensation Procedures Order.

11. KTB&S has received no payment and no promise of payment from any source, other than the Debtors, for services rendered or to be rendered in any capacity whatsoever in connection with these Cases. There is no agreement or understanding between KTB&S and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered by KTB&S in these Cases.

12. The fees charged by KTB&S in these Cases are billed in accordance with its existing billing rates and procedures in effect during the Application Period. The rates KTB&S charges for the services rendered by its attorneys, its paralegal, and its summer law clerks in these Cases are the same rates KTB&S charges for attorney, paralegal, and summer law clerk services rendered in comparable bankruptcy and non-bankruptcy related matters (other than in respect of the reductions set forth above). Such fees are reasonable and based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

13. KTB&S maintains computerized records of the time spent by all KTB&S attorneys, its paralegal, and summer law clerks in connection with its representation of the Debtors. Annexed hereto as Exhibit A is a copy of KTB&S's itemized time records for

attorneys, its paralegal, and law clerks who performed services for the Debtors during the Application Period. All entries itemized in KTB&S's time records comply with the requirements set forth in Local Rule 2016-2 and the Guidelines, including the use of separate work codes for different project types, as hereinafter described.

14. Attached as **Exhibit B** are KTB&S's itemized records detailing expenses incurred on behalf of the Debtors during the Application Period. All itemized expenses comply with the requirements set forth in Local Rule 2016-2 and the Guidelines.

SUMMARY OF SERVICES

15. As demonstrated by the lengthy records included in **Exhibit A**, it would be a costly and time-consuming task to describe in detail *all* of the many services that KTB&S provided to the Debtors during the Application Period. What follows, therefore, is a summary of the more significant services rendered by KTB&S during the Application Period. The summary is divided according to the subject matters (each, a "Subject Matter") used by KTB&S in categorizing its billing in these Cases.

A. Asset Analysis and Recovery – Billing Code 0001 (Total Hours: 43.60; Total Fees: \$31,003.00)

16. This Subject Matter includes matters relating to the identification, analysis, and recovery of the Debtors' assets. During the Application Period, KTB&S attorneys spent time analyzing the Debtors' claims against certain borrowers on "Riverdale" loans that had filed bankruptcy cases, and prepared proofs of claim against those individuals. Time in this category also included analysis of potential estate causes of action, including related legal research. Significant time in this category also involved the continued detailed analysis of the Debtors' "Riverdale" loan portfolio, including extensive analysis of documents (including title reports) and correspondence with the Debtors concerning potential recoveries on these loans (this work

was also highly relevant and necessary to the Debtors' plan and disclosure statement, which required an understanding of all "Riverdale" property noteholders).

17. This Subject Matter also included numerous additional discrete matters relating to the analysis and recovery of estate assets, including: (i) continued work to consummate a settlement regarding a disputed escrow deposit related to Debtor Kirkstead Investments, which resulted in a settlement that recovered \$650,000 for the Debtors' estates, (ii) analysis and correspondence regarding the receipt of payoff funds on the La Casa Canaveral property; (iii) analysis of pleadings and correspondence regarding the chapter 11 bankruptcy case filed by Knowles Systems, Inc., a former broker of the Debtors; and (iv) work related to recovery of insurance proceeds on a property in Hawaii.

B. Assumption and Rejection of Contracts and Leases – Billing Code 0002 (Total Hours: 9.10; Total Fees: \$8,189.50)

18. This Subject Matter includes contract and lease analysis and matters relating to assumption, assumption and assignment, or rejection of executory contracts and unexpired leases. During the Application Period, KTB&S attorneys assisted the Debtors in the preparation of a fourth omnibus motion to reject certain contracts and leases. KTB&S also spent significant time addressing a lease termination dispute arising at the Debtors' property at 420 NW Fifth Street, Evansville, Indiana—which work involved legal research, analysis of documentation, and correspondence with the Debtors and real estate counsel. Finally, time in this category involved work relating to the Debtors' intent to amend their lease in respect of their Sherman Oaks headquarters.

C. Budgeting – Billing Code 0003 (Total Hours: 1.80; Total Fees: \$1,305.00)

19. Time billed to this Subject Matter was not substantial and included fees incurred in connection with preparation of budgets for KTB&S's fees and its staffing plan.

D. Business Operations – Billing Code 0004 (Total Hours: 1.80; Total Fees: \$1,445.00)

20. This Subject Matter includes general advice relating to the Debtors' business operations. Time billed to this Subject Matter was not substantial and included attention to a matter involving the Debtors' structured settlement operation.

E. Case Administration – Billing Code 0005 (Total Hours: 11.50; Total Fees: \$6,884.50)

21. This Subject Matter includes general case administration services and other services that do not fit in any other category. During the Application Period, KTB&S attorneys spent time on matters concerning communications with stakeholders and the employment and compensation of the Debtors' ordinary course professionals. Time billed to this Subject Matter also includes analysis of docket updates and critical dates memoranda, as well as management of data room files and updating of service lists.

F. Claims Administration and Objections – Billing Code 0006 (Total Hours: 93.60; Total Fees: \$89,019.50)

22. This Subject Matter includes bar date matters, claims objections and related contested matters, and other claims administration activities. During the Application Period, KTB&S attorneys spent time on numerous claims-related matters. Among the many matters requiring time in this category, KTB&S spent significant time on the following four issues:

23. First, during the beginning of the Application Period, KTB&S prosecuted the Debtors' objection to the claim asserted by Contrarian Funds, LLC ("Contrarian") in the Debtors' Cases (which claim was based on a note purchased by Contrarian). *See* Docket No. 1563 (the "Contrarian Claim Objection"). A hearing was held on the Contrarian Claim Objection on June 5, 2018. KTB&S attorneys spent significant time preparing for that hearing (including by analysis of joinders filed by the Committees and by preparation of oral argument), and KTB&S partner David M. Stern attended and argued at that hearing. After the hearing,

KTBS continued to correspond with counsel to Contrarian regarding the matters at issue in the Contrarian Claim Objection. On June 20, 2018, the Court issued a ruling sustaining the Contrarian Claim Objection. Subsequent to the Application Period, Contrarian appealed that ruling.

24. Second, KTBS spent significant time analyzing the liquidity facility proposals proposed by the Committee and the Noteholder Group, and communicated with those groups regarding the same. KTBS also spent time analyzing and suggesting edits to drafts of the Committee and Noteholder Group's motion to approve the liquidity facility. That motion was filed on July 12, 2018 (Docket No. 2162) and is set for hearing on August 8, 2018.

25. Third, KTBS prepared a further moratorium on consideration of requests to consent to any transfer of Units or Notes through the effective date of the Debtors' chapter 11 plan.

26. Fourth, KTBS spent significant time during the Application Period analyzing filed claims. The bar date for governmental claims (for Round 1 Debtors) occurred on June 4, 2018, and the general bar date occurred on June 19, 2018. Since those dates, KTBS has reviewed lists of the filed claims (over 9,000 claims have been filed) and has conducted related research and extensive analysis in connection with many of the larger claims, including in connection with making preliminary assessments regarding whether claims are objectionable.

G. Corporate Governance and Board Matters – Billing Code 0007 (Total Hours: 31.70; Total Fees: \$30,777.50)

27. This Subject Matter includes all transactional, corporate governance, meetings of the New Board, and related matters involving the Debtors. During the Application Period, KTBS attorneys prepared for and participated in numerous telephonic meetings of the New

Board, and prepared and analyzed the minutes from those meetings. KTB&S attorneys also prepared written updates to the New Board regarding the Cases.

H. Court Hearings – Billing Code 0008 (Total Hours: 10.10; Total Fees: \$11,888.50)

28. This Subject Matter includes preparation for and attendance at court hearings. During the Application Period, KTB&S attorneys prepared for and participated in one Court hearing. Specifically, on June 5, 2018, KTB&S attorney David M. Stern appeared (in person) at an omnibus hearing at which the aforementioned Contrarian Claim Objection was heard.

I. Employee Benefits – Billing Code 0009 (Total Hours: 12.70; Total Fees: \$10,180.50)

29. This Subject Matter includes employee compensation and benefits matters and other employee relations matters. Time billed to this Subject Matter includes analysis and correspondence with the Debtors and co-counsel regarding complaints filed with the California Labor Board by certain former employees of the Debtors. In addition, time billed to this Subject Matter includes revision of severance agreements with certain former employees of the Debtors.

J. Employment and Fee Applications – Billing Code 0010 (Total Hours: 17.70; Total Fees: \$15,034.50)

30. This Subject Matter includes preparation of KTB&S's fee applications and work concerning retention and fee requests by other professionals. During the Application Period, KTB&S attorneys billed time to this Subject Matter in connection with the preparation of KTB&S's May monthly fee application. Time in this Subject Matter also includes work relating to resolutions of fee requests submitted by numerous other Debtor professionals. In addition, KTB&S attorneys spent time analyzing compensation applications for the Debtors' other professionals and the Committees' professionals.

K. Financing and Cash Collateral – Billing Code 0012 (Total Hours: 1.70; Total Fees: \$1,826.50)

31. This Subject Matter includes negotiation and documentation of debtor in possession financing and cash collateral issues and related services. During the Application Period, time in this category was not substantial and includes matters relating to reporting and invoices in connection with the Debtors' debtor-in-possession financing (which was approved by the Court on March 8, 2018).

L. Litigation and Adversary Proceedings – Billing Code 0013 (Total Hours: 29.90; Total Fees: \$26,561.50)

32. This Subject Matter includes all litigation and adversary proceedings (*i.e.*, actions initiated by a complaint in the Bankruptcy Court) and also includes all other contested matters that do not fit within another, more specific matter description. Time billed to this category included extensive analysis of documents (pleadings, correspondence, memoranda, etc.) regarding multiple pleadings and legal issues raised in several contested matters and adversary proceedings, including:

a. An adversary proceeding and related motion for preliminary injunction filed by Comerica in the bankruptcy court seeking to stay several class action lawsuits filed by noteholders against Comerica. Adv. No. 18-50382. KTB&S analyzed the pleadings in this adversary proceeding and worked with the parties to this adversary in connection with drafting a proposed order in respect of the Court's May 15, 2018 hearing on Comerica's request for preliminary injunction. The stipulated order was entered on June 12, 2018 [Adv. Docket No. 21].

b. Relatedly, KTB&S analyzed pleadings in an adversary proceeding in the bankruptcy case of Knowles Systems, Inc. (one of the Debtors' largest brokers) (pending in the Bankruptcy Court for the Middle District of Florida), in which Knowles Systems'

principals moved to enjoin a noteholder class action lawsuit filed against, among others, those principals. That motion was denied.

c. A motion filed by the Committee seeking standing to initiate an adversary proceeding to prosecute certain claims and/or causes of action against certain fund Debtors. *See* Docket No. 920.

33. During the Application Period, KTB&S attorneys also billed time in the Litigation Subject Matter to discussions with Comerica regarding Comerica's production of documents in connection with an agreed protective order with Comerica to permit the Debtors to obtain discovery from Comerica.

34. KTB&S also worked closely with the Debtors regarding the status of numerous pending state-court litigation matters involving one or more of the Debtors, including extensive communications with the Debtors and their state court counsel in such matters.

M. Meetings and Communications with Creditors - Billing Code 0014 (Total Hours: 7.90; Total Fees: \$7,222.50)

35. This Subject Matter includes all actions taken to respond to creditor inquiries about the chapter 11 Cases, including inquiries and discussions with the Committee and other constituents. During the Application Period, KTB&S attorneys spent time meeting and communicating with various creditors and parties in interest. Specifically, KTB&S attorneys prepared for, and participated in, weekly calls with the Committees. Time in this Subject Matter also includes analysis of websites maintained by the Committees, as well as phone and email discussions with numerous parties-in-interest regarding the status of the Cases.

N. Non-Working Travel – Billing Code 0015 (Total Hours: 6.00; Total Fees: \$7,470.00)

36. This Subject Matter includes all non-working travel time, only 50% of which is billed in accordance with the Local Rules and the Guidelines. During the Application Period,

KTB&S attorney David M. Stern incurred non-working travel time while traveling to and from Wilmington, Delaware in connection with attending the June 5, 2018 omnibus hearing.

O. Plan/Disclosure Statement - Billing Code 0016 (Total Hours: 290.10; Total Fees: \$242,935.00)

37. This Subject Matter includes negotiation, preparation, and dissemination of chapter 11 plan(s) and related materials, including disclosure statement(s), solicitation materials, and voting materials. Time in this Subject Matter was substantial. During the Application Period, KTB&S attorneys, having successfully engaged in multi-day plan negotiations with the Committee, Unitholder Group, and Noteholder Group in late March that resulted in a “Plan Term Sheet” that was filed on the Court’s docket, continued to spend significant time drafting, revising, and negotiating (through solicitation and analysis of comments from the Committees) the Debtors’ chapter 11 plan and accompanying disclosure statement and certain exhibits thereto (including a draft liquidation trust agreement, wind-down governance agreement, and draft liquidation analysis, among others). KTB&S attorneys also performed legal research related to numerous substantive and procedural plan issues, including, among many other things, issues relating specifically to Ponzi scheme distributions. The plan and disclosure statement were filed on July 9, 2018 (after the Application Period).

38. Time in this category also included analysis and communications regarding the Debtors’ draft business plan and liquidation analysis, as well as revisions to a motion for approval of the Debtors’ solicitation procedures and the accompanying ballots, and a draft confirmation order. KTB&S also conferred with the Committee on several occasions concerning plan solicitation procedures.

39. KTB&S attorneys spent significant time working with counsel and financial advisors to the constituents on matters concerning transferability of the trust interests

contemplated to be issued under the plan, in accordance with the Plan Term Sheet. In conjunction with the Committee, KTB&S attorneys prepared a detailed letter to the United States Securities and Exchange Commission (the “SEC”) relating to the foregoing.

40. KTB&S attorneys also drafted an opposition to a motion filed by certain noteholders (the “La Rochelle Noteholders”) seeking to terminate the Debtors’ exclusive periods to file a plan and solicit acceptances thereto. This task also included extensive legal research. The opposition was filed on June 20, 2018, and, after the Application Period (on July 10, 2018), the Court denied the La Rochelle Noteholders’ motion. During the Application Period, KTB&S attorneys also drafted a motion to further extend the Debtors’ exclusive periods to file a plan and solicit acceptances thereto, which was filed on June 29, 2018 (and granted without opposition on July 17, 2018).

P. Real Estate Matters (Not Dispositions) – Billing Code 0017 (Total Hours: 25.60; Total Fees: \$23,267.50)

41. This Subject Matter includes all matters relating to the Debtors’ real estate holdings that do not fall within another, more specific matter description. During the Application Period, KTB&S attorneys billed time in this Subject Matter to several matters relating to contractor disputes, permitting, a neighbor dispute, mechanic’s liens, construction issues, as well as the general analysis of the Debtors’ real estate portfolio and associated title documents.

42. Substantial time in this Subject Matter also included analysis, correspondence, and negotiations with the secured lender concerning the payoff of the seller note on the Debtors’ property at 805 Nimes Place.

43. Finally, time toward the beginning of this Subject Matter (in conjunction with the Debtors' plan process) included the analysis of each of the Debtors' properties' title reports to assess the existence of any senior or junior liens on the Debtors' properties.

Q. Relief From Stay and Adequate Assurance – Billing Code 0018 (Total Hours: 0.60; Total Fees: \$435.00)

44. This Subject Matter includes all motions to modify the automatic stay and all other types of actions where adequate protection is the central issue. Time in this Subject Matter was not substantial and included analysis of a request for relief from stay.

R. Reporting Matters – Billing Code 0019 (Total Hours: 2.80; Total Fees: \$2,973.00)

45. This Subject Matter includes all matters relating to preparation of schedules of assets and liabilities and amendments thereto, statements of financial affairs and amendments thereto, operating reports, and other reports required by the U.S. Trustee or the Court. During the Application Period, KTB&S attorneys reviewed, among other documents, the Debtors' March 2018 monthly operating report.

S. Tax Matters – Billing Code 0020 (Total Hours: 30.00; Total Fees: \$23,943.00)

46. This Subject Matter includes all tax-related matters. Time billed to this Subject Matter primarily included (i) analysis of an IRS tax lien imposed on certain real property owned by the Debtors, including research and correspondence with the IRS regarding the same; (ii) research relating to certain California Franchise Tax Board tax matters; and (iii) communications with the Debtors regarding potential tax implications of the proposed settlement between the SEC and Robert Shapiro.

T. Noteholder Matters – Billing Code 0022 (Total Hours: 82.00; Total Fees: \$78,773.00)

47. This Subject Matter includes matters relevant to noteholders and communications with the representatives of the Noteholder Group. Significant time billed to this Subject Matter

included all matters relating to the adversary proceeding commenced by the La Rochelle Noteholders seeking a declaratory judgment that they hold valid, perfected, first-priority liens against the real property located at 141 South Carolwood Drive, Holmby Hills, California or, alternatively, that they hold a constructive trust over or equitable lien against that real property. Adv. No. 18-50371. KTB&S conducted extensive legal and factual research and analysis in connection with this lawsuit, and spent significant time drafting a motion and brief to dismiss that lawsuit. The motion and brief to dismiss were filed on June 18, 2018 [Adv. Docket Nos. 7 & 8]. In addition, during the Application Period, KTB&S attorneys engaged in correspondence with counsel to the Noteholder Group regarding certain issues, including the Noteholder Group's website. KTB&S also analyzed frequent logs of noteholder inquiries to the Debtors' claims and noticing agent.

U. Unitholder Matters – Billing Code 0023 (Total Hours: 2.80; Total Fees: \$2,559.00)

48. This Subject Matter includes matters relevant to the Unitholder Group and communications with the representatives of the Unitholder Group. During the Application Period, KTB&S attorneys, among other things, engaged in correspondence with counsel to the Unitholder Group and analyzed frequent logs of unitholder inquiries to the Debtors' claims and noticing agent.

V. Real Property Dispositions – Billing Code 0024 (Total Hours: 86.40; Total Fees: \$71,634.00)

49. This Subject Matter includes matters relating to dispositions of the Debtors' real property assets. During the Application Period, KTB&S attorneys drafted and revised many motions concerning numerous dispositions of real property, and, in connection with the preparation of those motions, analyzed the underlying transaction documents (listing agreements and amendments thereto, and purchase agreements and related amendments and counters) and

title documents with respect to such dispositions. KTB&S also analyzed and revised bankruptcy-related portions of numerous real estate agreements, including overbid procedures for certain sales, and many real property purchase agreements. KTB&S also communicated extensively with the Debtors' management team concerning all of the foregoing matters, and other matters, such as the permitted uses of sale proceeds. KTB&S also conducted legal research in respect of certain bankruptcy-related real estate matters. Finally, among other things, KTB&S attorneys conferred with the Debtors regarding the potential dispositions of certain of the Debtors' properties, including the Debtors' property at 800 Stradella Road.

W. Regulatory Matters – Billing Code 0025 (Total Hours: 35.90; Total Fees: \$30,048.00)

50. This Subject Matter includes matters relating to State and Federal regulatory investigations concerning the Debtors. During the Application Period, KTB&S attorneys spent significant time in connection with implementation of the terms of a settlement between the SEC and Robert Shapiro in respect of the lawsuit filed by the SEC in the Florida District Court against Robert Shapiro and related entities. Time in this category also included legal research concerning SEC reporting requirements as those requirements relate to liquidation trusts. This category also included time communicating and/or negotiating consent orders with state regulatory agencies. Finally, KTB&S attorneys spent time communicating generally with the SEC regarding case and plan issues.

REIMBURSEMENT OF EXPENSES

51. During the Application Period, KTB&S incurred certain necessary expenses in rendering legal services to the Debtors. KTB&S seeks reimbursement for its reasonable, necessary, and actual expenses incurred during the Application Period for the total amount of \$5,653.17. Attached as **Exhibit B** are KTB&S's itemized records detailing expenses incurred on behalf of the Debtors for the period from June 1, 2018 through June 30, 2018. Pursuant to Local

Rule 2016-2(e)(iv), receipts or other support for the expense items are available on request. Actual costs incurred for computer assisted research are itemized and included in KTB&S's expenses. Pursuant to Local Rule 2016-2, KTB&S represents that its rate for duplication is \$.10 per page, and there is no charge for incoming or outgoing telecopier transmissions.

LEGAL STANDARD

52. Bankruptcy Code section 330(a) allows the payment of:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is evaluated by the “market-driven approach” which considers the nature, extent, and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo, Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctrs., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

53. In accordance with its practices in non-bankruptcy matters, KTB&S has calculated its compensation requested in its Application by applying its standard hourly rates, which it charges to other bankruptcy and non-bankruptcy clients. KTB&S's hourly rates are within the range of rates that are charged by comparable firms in similar bankruptcy cases. Accordingly, KTB&S's rates should be determined to be reasonable under section 330 of the Bankruptcy Code.

54. Other guideline factors to be considered in awarding attorneys' fees were enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717 (5th Cir. 1974), a

non-bankruptcy case. *See also In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977) (applying the *Johnson* factors to a case under the Bankruptcy Act). The Third Circuit has suggested that the *Johnson* guideline factors, which are set forth below, may be relevant to determining attorneys’ fees under the Bankruptcy Code. *See, e.g., Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 & n.8 (3d Cir. 1999) (enumerating the *Johnson* factors and noting that “many courts continue to employ the twelve factors set forth in *Johnson*”). KTB&S respectfully submits that, if necessary, a consideration of these factors would result in this Court’s allowance of the full compensation sought.

- (1) **The Time and Labor Required.** KTB&S’s professional services on behalf of the Debtors have required 835.30 hours of attorney, paralegal, and summer law clerk time in the Application Period. KTB&S has staffed these Cases efficiently. Where work could be efficiently performed by attorneys with lower rates, KTB&S used such attorneys to perform such assignments. A significant amount of the services rendered required a high degree of professional competence and expertise. For those services, KTB&S used senior attorneys in the interests of staffing the Cases efficiently.
- (2) **The Novelty and Difficulty of Questions.** Novel and complex issues arose during the Application Period. KTB&S has advised the Debtors with respect to these issues.
- (3) **The Skill Requisite to Perform the Legal Services Properly.** These Cases are complex and require a high level of skill and expertise to perform the legal services properly.
- (4) **The Preclusion of Other Employment by Applicant Due to Acceptance of the Cases.** KTB&S is not aware of any other employment precluded by acceptance of these Cases. However, KTB&S attorneys who were busy providing services to the Debtors were not available to service other clients at their customary rates.
- (5) **The Customary Fee.** The compensation sought herein is based upon KTB&S’s normal hourly rates for services of this kind and is competitive with other national bankruptcy firms.
- (6) **Whether the Fee is Fixed or Contingent.** KTB&S’s fees are fixed, not dependent on the outcome in these Cases. However, pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professionals retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.

- (7) **Time Limitation Imposed by Client or Other Circumstances.** Various matters had to be addressed on an expedited basis in these Cases, including, among other issues, immediately getting up to speed on all matters relating to the Cases, addressing time-sensitive matters with regulatory agencies, responding to numerous requests for meetings, information, and documents from other constituencies, the handling of pending real property dispositions with associated closing deadlines, and the negotiation of a plan and related documentation.
- (8) **The Amount Involved and Results Obtained.** The amount of time spent on various tasks has been reasonable and necessary, and KTB&S believes that its efforts have benefited the Debtors, as discussed in detail herein in the summaries of the various Subject Matters. In particular, KTB&S believes that it has provided substantial value to the Debtors (and all stakeholders) through its preparation for, and participation in, the plan meetings, through which KTB&S built consensus among the constituencies and negotiated a plan that KTB&S is hopeful will ensure that estate funds are not spent on what could otherwise be years of protracted and expensive litigation.
- (9) **The Experience, Reputation and Ability of the Attorneys.** KTB&S's attorneys involved in this representation have played a major role in many large bankruptcy cases and have received awards and recognition.
- (10) **The "Undesirability" of the Cases.** Although not in the least undesirable, these Cases have required a significant commitment of time from several of KTB&S's most experienced attorneys.
- (11) **Nature and Length of Professional Relationship.** KTB&S was employed *nunc pro tunc* to February 14, 2018 pursuant to an order of this Court entered March 16, 2018.

RESERVATION

55. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Application Period but were not processed prior to the preparation of this Application, or KTB&S has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Application Period, KTB&S reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

CONCLUSION

WHEREFORE, KTB&S respectfully requests (i) allowance of compensation for

professional services rendered to the Debtors during the Application Period in the amount of \$725,375.50 and reimbursement for actual and necessary costs and expenses incurred by KTB&S during the Application Period in the amount of \$5,653.17 for a total of \$731,028.67; (ii) that, in accordance with the Compensation Procedures Order and in accordance with KTB&S's agreement to cap its case-wide attorney hourly rate at \$850 per hour, the Court direct the Debtors to pay KTB&S the amount of \$554,159.17, representing 80% of the total amount of fees (assuming an \$850 per hour blended rate for attorney time) and 100% of the expenses allowed;⁴ (iii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to KTB&S's right to seek further compensation for the full value of services performed and expenses incurred; and (iv) that the Court grant KTB&S such other and further relief as is just.

Dated: July 20, 2018
Los Angeles, California

/s/ Jonathan M. Weiss
KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
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Counsel for the Debtors and Debtors in Possession

⁴ KTB&S's total fees for June 2018 assuming an \$850 blended hourly rate for attorneys total \$685,632.50. 80% of such amount totals \$548,506.00. Adding KTB&S's expenses results in total payment of \$554,159.17. As stated in paragraph 9, KTB&S reserves its right to seek payment of additional allowed fees if its case-wide blended rate and prior payments permit such payment.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

CERTIFICATION OF JONATHAN M. WEISS

I, Jonathan M. Weiss, an attorney-at-law duly admitted in good standing to practice in the State of California, hereby certify that:

1. I am a partner in the law firm Klee, Tuchin, Bogdanoff & Stern LLP (“KTB&S”). I am duly authorized to make this certification on behalf of KTB&S. KTB&S was retained as counsel for the above-referenced debtors and debtors in possession (the “Debtors”) pursuant to an order of the Court entered on March 16, 2018.

2. I have personally performed many of the legal services KTB&S rendered on behalf of the Debtors and I am familiar with the other work performed on behalf of the Debtors by the other lawyers at KTB&S.

3. I prepared the *Fifth Monthly Application of Klee, Tuchin, Bogdanoff & Stern LLP, as Counsel for the Debtors and Debtors in Possession, for Compensation and Reimbursement of Expenses for the Period June 1, 2018 Through June 30, 2018* (the “Application”). The facts set forth in the Application are true and correct to the best of my knowledge, information, and belief.

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 such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

4. KTB&S's rates for the services rendered by its attorneys, its paralegal, and its law clerks in these chapter 11 Cases are the same rates KTB&S charges for attorney, paralegal, and law clerk services rendered in comparable bankruptcy and non-bankruptcy related matters, except that, in light of the public interest nature of this case, KTB&S has provided certain reductions to the Debtors as more fully described in the Application. Such fees are reasonable and based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

5. I have reviewed the Court's Local Rule 2016-2 and the *United States Trustee's Guidelines for Review of Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the "Guidelines"). I believe that the Application substantially complies with Local Rule 2016-2 and the Guidelines.

Executed under penalty of perjury of the laws of the United States on this 20th day of July 2018.

/s/ Jonathan M. Weiss
Jonathan M. Weiss

**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)

Objection Deadline: August 9, 2018 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

The **Fifth Monthly Application of Klee, Tuchin, Bogdanoff & Stern LLP, as Counsel for the Debtors and Debtors in Possession, for Compensation and Reimbursement of Expenses for the Period June 1, 2018 through June 30, 2018** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$725,375.50² and monthly expenses in the amount of \$5,653.17.

Objections to the Application, if any, are required to be filed on or before **August 9, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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

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 such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² As discussed in the Application, KTB&S has further reduced its request for payment in light of KTB&S's agreement to accept, as calculated for the entirety of the cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended rate of \$850 per hour for attorney time. Accordingly, although KTB&S seeks allowance of its fees at its actual rates, KTB&S seeks payment at this time only of 80% of its fees as calculated pursuant to the \$850 per hour cap—or, 80% of \$685,632.50, which results in a request for payment of fees of \$548,506.00.

950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (vii) the Fee Examiner, Frejka PLLC, 135 E. 57th Street, 6th Floor, New York, New York 10022, Attn: Elise S. Frejka, Esq.; (viii) any other party that has requested to be a Notice Party; and (ix) 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 ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY \$548,506.00, COMPRISING 80% OF KTB&S'S CAPPED INTERIM FEES (AS DETAILED IN THE APPLICATION) AND \$5,653.17, COMPRISING 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 20, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP
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Edmon L. Morton (No. 3856)
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-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
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Counsel for the Debtors and Debtors in Possession

EXHIBIT A

KLEE, TUCHIN, BOGDANOFF & STERN LLP

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 Thirty-Ninth Floor
 Los Angeles, California 90067
 Telephone: (310) 407-4000
 Facsimile: (310) 407-9090
 Taxpayer I.D. No. 95-4744518

July 13, 2018
 Bill No. 16565

Woodbridge Group of Companies
 c/o WGC Independent Manager LLC
 Bradley D. Sharp, Chief Restructuring Officer
 14140 Ventura Boulevard #302
 Sherman Oaks, CA 91423

<u>Matter Code</u>	<u>Matter Name</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Total Billed</u>
0000	Woodbridge Expenses	\$0.00	\$5,653.17	\$5,653.17
0001	Asset Analysis and Recovery	\$31,003.00	\$0.00	\$31,003.00
0002	Assumption and Rejection of Contracts and Leases	\$8,189.50	\$0.00	\$8,189.50
0003	Budgeting	\$1,305.00	\$0.00	\$1,305.00
0004	Business Operations	\$1,445.00	\$0.00	\$1,445.00
0005	Case Administration	\$6,884.50	\$0.00	\$6,884.50
0006	Claims Administration and Objections	\$89,019.50	\$0.00	\$89,019.50
0007	Corporate Governance and Board	\$30,777.50	\$0.00	\$30,777.50
0008	Court Hearings	\$11,888.50	\$0.00	\$11,888.50
0009	Employee Benefits	\$10,180.50	\$0.00	\$10,180.50
0010	Employment and Fee Application	\$15,034.50	\$0.00	\$15,034.50
0012	Financing and Cash Collateral	\$1,826.50	\$0.00	\$1,826.50

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0013	Litigation and Adversary Proceedings	\$26,561.50	\$0.00	\$26,561.50
0014	Meetings and Communications With Creditors	\$7,222.50	\$0.00	\$7,222.50
0015	Non-Working Travel	\$7,470.00	\$0.00	\$7,470.00
0016	Plan and Disclosure Statement	\$242,935.00	\$0.00	\$242,935.00
0017	Real Estate Matters (Not Dispositions)	\$23,267.50	\$0.00	\$23,267.50
0018	Relief From Stay and Adequate Protection	\$435.00	\$0.00	\$435.00
0019	Reporting Matters	\$2,973.00	\$0.00	\$2,973.00
0020	Tax Matters	\$23,943.00	\$0.00	\$23,943.00
0022	Noteholder Matters	\$78,773.00	\$0.00	\$78,773.00
0023	Unitholder Matters	\$2,559.00	\$0.00	\$2,559.00
0024	Real Property Dispositions	\$71,634.00	\$0.00	\$71,634.00
0025	Regulatory Matters	\$30,048.00	\$0.00	\$30,048.00
		<u>\$725,375.50</u>	<u>\$5,653.17</u>	<u>\$731,028.67</u>

KLEE, TUCHIN, BOGDANOFF & STERN LLP

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 Thirty-Ninth Floor
 Los Angeles, California 90067
 Telephone: (310) 407-4000
 Facsimile: (310) 407-9090
 Taxpayer I.D. No. 95-4744518

July 13, 2018
 Bill No. 16565

Woodbridge Group of Companies
 c/o WGC Independent Manager LLC
 Bradley D. Sharp, Chief Restructuring Officer
 14140 Ventura Boulevard #302
 Sherman Oaks, CA 91423

For Services Rendered Through 6/30/2018

In Reference To: Woodbridge Expenses
 File No.: 2314-0000

Costs and Disbursements

Copying

Photocopies - June 2018	\$57.80
	<hr/> \$57.80

Telephone

Telephone Conference Service	\$264.89
	<hr/> \$264.89

Online Research

Pacer - June 2018	\$134.80
Westlaw - June 2018	\$850.38
Lexis - June 2018	\$3,374.43
	<hr/> \$4,359.61

Delivery services/messengers

Attorney Service delivery to LASC-Los Angeles on 06/11/18	\$73.50
	<hr/> \$73.50

Postage

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0000 Woodbridge ExpensesPage 2
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Postage - June 2018	\$0.47
	<u>\$0.47</u>

Travel

Hotel on 06/04/18 for D. Stern	\$328.90
	<u>\$328.90</u>

Court Fees

CourtCall fee to telephonically appear on 06/05/18 for D. Fidler	\$37.00
CourtCall fee to telephonically appear on 06/05/18 for M. Tuchin	\$37.00
	<u>\$74.00</u>

Other Expenses

Search Records - Lien (UCC)	\$255.00
Search Records - Lien (UCC)	\$239.00
	<u>\$494.00</u>

Total Costs and Disbursements	<u>\$5,653.17</u>
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For Services Rendered Through 6/30/2018

In Reference To: Asset Analysis and Recovery

File No.: 2314-0001

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	JMW	Legal research re components of Cassandra Johnson claim	0.40	\$290.00
	JMW	Draft proof of claim for Woodbridge Fund 3A as creditor of Cassandra Johnson Landry in her chapter 13 case	0.80	\$580.00
	DAF	Analyze order approving Kirkstead settlement	0.10	\$107.50
	DAF	Analyze letter to Hawaii insurer re coverage on Riverdale property	0.20	\$215.00
	JMW	Analyze Cassandra Johnson (Guarantor of Riverdale note) chapter 13 bankruptcy plan	1.30	\$942.50
	JMW	Analyze note, deed, and guaranty for Alliance for Change and Cassandra Johnson Landry loan for proof of claim purposes	0.30	\$217.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	2.70	\$1,620.00
	DAF	Confer with J. Weiss re Cassandra Landry bankruptcy and proof of claim	0.20	\$215.00
	JMW	Confer with D. Fidler re Cassandra Johnson Landry bankruptcy and proof of claim	0.20	\$145.00
	DAF	Email exchanges with B. Sharp re letter to Hawaii insurer re coverage	0.20	\$215.00
	DAF	Email to B. Sharp re Kirkstead settlement and release of escrowed funds	0.10	\$107.50
	DAF	Email to B. Sharp re response on Hawaii insurance claim by Riverdale entity	0.10	\$107.50
	DAF	Emails with G. Fox re Kirkstead settlement and release of funds from escrow	0.20	\$215.00
	DAF	Confer with F. Reiss re approval of Kirkstead settlement	0.10	\$107.50
6/2/2018	DAF	Analyze Alliance for Change loan closing binder re Riverdale loan and Landry guarantee	0.40	\$430.00
	DAF	Email to B. Sharp re release of Kirkstead escrowed funds	0.10	\$107.50
	DAF	Email exchange with J. White re Kirkstead settlement and release of escrowed funds	0.20	\$215.00
	DAF	Email to P. Slevin re response to Hawaii insurer re property claim	0.10	\$107.50
6/4/2018	DAF	Email to B. Sharp re Kirkstead settlement and escrow instructions	0.10	\$107.50
	JMW	Analyze correspondence from J. Latinka re balance due on third party loan to Alliance for Change	0.20	\$145.00
	DAF	Email exchange with J. White re Kirkstead settlement	0.20	\$215.00
	DAF	Email exchanges with M. Roberts re Kirkstead escrow instructions	0.20	\$215.00
6/5/2018	DAF	Analyze updated Riverdale REO property review schedule	0.20	\$215.00
	RJP	Review Knowles Systems bankruptcy case update and preliminary injunction denial in same	0.20	\$199.00
	DAF	Email to B. Sharp re Kirkstead settlement and receipt of funds	0.10	\$107.50
	DAF	Emails with J. Kuffel re La Casa Canaveral closing	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/7/2018	JMW	Revise proof of claim vs. Cassandra Landry Johnson as guarantor of Riverdale loan	0.50	\$362.50
	RJP	Telephone conference with D. Neier re Comerica document production	0.30	\$298.50
6/8/2018	RJP	Prepare for telephone conference with J. Weiss re estate asset investigation	0.10	\$99.50
	DAF	Analyze closing binder re Riverdale loan to Kelm Acquisition and guarantee	0.50	\$537.50
	JMW	Analyze plans (first and second amended) in bankruptcy case of Cathleen Moore, guarantor on Riverdale loan to property in Camden, Massachusetts	1.30	\$942.50
	JMW	Analyze notice of commencement of case in bankruptcy case of Cathleen Moore, Riverdale guarantor	0.10	\$72.50
	JMW	Analyze plan objections in bankruptcy case of Cathleen Moore, Riverdale guarantor	0.40	\$290.00
	JMW	Analyze closing binder documents for closing of KELM Acquisition Riverdale borrowing and Cathleen Moore guaranty, in connection with possible proof of claim filing in C. Moore bankruptcy	1.80	\$1,305.00
	JMW	Telephone conference with R. Pfister re estate claim investigation	0.10	\$72.50
	RJP	Telephone conference with J. Weiss re estate claim investigation	0.10	\$99.50
	DAF	Email exchanges with G. Shoup re Kelm Acquisition foreclosure action	0.20	\$215.00
	JMW	Exchange e-mail correspondence with G. Shoup and J. Latinka re Cathleen Moore, Riverdale guarantor, bankruptcy case	0.30	\$217.50
	JMW	Exchange e-mail correspondence with B. Sharp re Cassandra Landry Johnson proof of claim	0.10	\$72.50
	DAF	Email to P. Slevin re Hawaii property and insurer position	0.10	\$107.50
6/10/2018	DAF	Email to J. Kuffel re La Casa loan payoff status	0.10	\$107.50
6/11/2018	ECP	Legal research re Section 108 of Bankruptcy Code tolling rules in connection with estate claims	3.50	\$875.00
	JMW	Prepare attachments to proof of claim in bankruptcy case of Cassandra Johnson Landry, guarantor of Riverdale loan	1.20	\$870.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Confer with J. Weiss re C. Moore guaranty of Riverdale loan to Kelm Acquisition	0.10	\$107.50
	JMW	Confer with D. Fidler re C. Moore guaranty of Riverdale loan to Kelm Acquisition	0.10	\$72.50
	JMW	File proof of claim in bankruptcy case of Cassandra Johnson Landry, guarantor of Riverdale loan	0.40	\$290.00
6/12/2018	RJP	Analyze case law authorities re Bankruptcy Code section 108 issues	0.40	\$398.00
	ECP	Legal research re Section 108 of the Bankruptcy Code re status of limitations and tolling	0.60	\$150.00
	DAF	Email exchange with P. Slevin re Hawaii property insurance claim and carrier response	0.20	\$215.00
6/14/2018	RJP	Review further case law re statute of limitations issues potentially applicable to liquidating trustees	0.30	\$298.50
	ECP	Revise research results for R. Pfister re statutes of limitation and tolling	0.60	\$150.00
6/15/2018	MLT	Analyze update on Knowles bankruptcy case	0.10	No Charge
	RJP	Review update re Knowles Systems bankruptcy case	0.10	\$99.50
	DAF	Email exchange with B. Sharp re Riverdale loan payoff	0.10	\$107.50
	DAF	Email exchanges with G. Shoup re payoff of 6178 Castlebrook loan	0.20	\$215.00
	DAF	Emails with J. Kuffel re La Casa new payoff notice and exercise of remedies	0.20	\$215.00
6/16/2018	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	1.70	\$1,020.00
	DAF	Email to S. Ferrero re Riverdale property title reports	0.10	\$107.50
6/18/2018	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	1.80	\$1,080.00
	DAF	Confer with R. Smith re ownership and lien status of Riverdale properties	0.20	\$215.00
	MSA	Confer with R. Smith re ownership, lien and foreclosure status for Riverdale entities	0.40	\$358.00
	RJS	Confer with M. Sountas-Argiropoulos re ownership, lien and foreclosure status for Riverdale entities	0.40	\$240.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJS	Confer with D. Fidler re ownership, lien and foreclosure for Riverdale entities	0.20	\$120.00
	DAF	Analyze correspondence from S. Ferrero re Riverdale title reports	0.10	\$107.50
	DAF	Email exchange with J. Kuffel re updated La Casa payoff information	0.10	\$107.50
6/19/2018	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	1.40	\$840.00
	DAF	Analyze correspondence from S. Beach re La Casa foreclosure action	0.10	\$107.50
	DAF	Email exchanges with J. Kuffel re La Casa foreclosure action	0.20	\$215.00
	DAF	Analyze correspondence from P. Slevin re Hawaii insurer response	0.10	\$107.50
6/20/2018	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	0.40	\$240.00
6/21/2018	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	0.50	\$300.00
	DAF	Email exchanges with S. Beach, B. Feldman re commencement of La Casa Canaveral foreclosure action	0.20	\$215.00
6/22/2018	JMW	Legal research re merits of legal arguments re voiding mortgage and vacating foreclosure order presented in borrower motion to vacate foreclosure order on Elmwood, Illinois property	1.30	\$942.50
	JMW	Analyze borrower motion to vacate foreclosure order on Elmwood, Illinois property, including exhibits	0.90	\$652.50
	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	0.80	\$480.00
	DAF	Email to B. Sharp re Riverdale operations	0.10	\$107.50
	DAF	Analyze correspondence from S. Ferrero re Riverdale loans	0.10	\$107.50
	DAF	Email exchange with J. Kuffel re La Casa Canaveral loan payoff	0.10	\$107.50
6/25/2018	JMW	Continue to analyze pleadings in Inverse Funding foreclosure litigation on 7942 Country Club Lane property	0.70	\$507.50
	DAF	Analyze correspondence from S. Ferrero re Riverdale property title reports	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Prepare correspondence to G. Shoup, D. Stermer, T. Jeremiassen, N. Troszak re strategy and next steps on Inverse Funding foreclosure process	0.30	\$217.50
	DAF	Email to J. Kuffel re La Casa payoff status	0.10	\$107.50
6/26/2018	WLH	Analyze prior research re possible bankruptcy filing for RS Trust	0.10	\$89.50
6/27/2018	JMW	Draft brief email memo re Woodbridge-related pleadings in Knowles bankruptcy case	0.20	\$145.00
	JMW	Analyze special counsel motion for reconsideration in Knowles case regarding Woodbridge-specific special counsel	0.40	\$290.00
	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	0.70	\$420.00
	DAF	Email to P. Slevin re insurance claim on Hawaii property	0.10	\$107.50
6/28/2018	MLT	Analyze update on Knowles case	0.20	\$249.00
	RJP	Review update re status and progress of Knowles Systems bankruptcy case	0.20	\$199.00
	DAF	Email exchange with P. Slevin re Hawaii property insurance claim	0.20	\$215.00
6/29/2018	JMW	Draft proof of claim for debtors in Cathleen Moore bankruptcy case	0.60	\$435.00
	JMW	Analyze loan documents on 40 Washington Street in Camden, Maine in connection with claim against guarantor Cathleen Moore	2.20	\$1,595.00
	RJS	Analyze ownership, lien and foreclosure status for Riverdale entities	2.30	\$1,380.00
	DAF	Confer with J. Weiss re proof of claim against Cathleen Moore	0.10	\$107.50
	JMW	Confer with D. Fidler re proof of claim against Cathleen Moore	0.10	\$72.50
6/30/2018	DAF	Analyze Riverdale loan documents re prepetition loans, payoffs and collateral assignment releases	0.80	\$860.00
Professional Services Rendered			43.70	\$31,003.00

For Services Rendered Through 6/30/2018

In Reference To: Assumption and Rejection of Contracts and Leases

File No.: 2314-0002

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/2018	DAF	Analyze leases to be rejected (4th omnibus motion)	0.30	\$322.50
	JMW	Analyze correspondence from Paul Huygens re June rejection motion leases	0.20	\$145.00
	DAF	Analyze email from B. Feldman re 4th omnibus lease rejection motion	0.10	\$107.50
6/5/2018	DAF	Analyze lease schedules re assumptions and rejections	0.20	\$215.00
6/14/2018	DAF	Revise 4th omnibus rejection order	0.10	\$107.50
	DAF	Analyze 4th omnibus rejection motion and order	0.30	\$322.50
	MLT	Analyze draft of fourth Omnibus lease rejection motion	0.10	\$124.50
	JMW	Analyze 4th omnibus rejection motion	0.10	\$72.50
	DAF	Email exchange with B. Feldman re 4th omnibus rejection motion	0.10	\$107.50
6/15/2018	DAF	Analyze lease agreements re Evansville IN property (Riverdale) and possible sale	0.60	\$645.00
	JMW	Analyze third party commercial leases re Evansville, Indiana potential REO property sale	0.30	\$217.50
6/18/2018	DAF	Call with F. Chin re Sherman Oaks lease amendment	0.20	\$215.00
6/19/2018	DAF	Analyze Sherman Oaks headquarters lease documents re proposed amendments	0.50	\$537.50
	DAF	Email exchanges with F. Chin re amendment to headquarters lease	0.20	\$215.00
	DAF	Follow up email exchange with S. Beach re amendment to headquarters lease	0.10	\$107.50
6/20/2018	JMW	Research re sales free and clear of leases under 363(f)	1.30	\$942.50
	DAF	Analyze Shapiro Longridge lease re term and defaults	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze leases (several) in detail for Evansville, Indiana potential office building sale	1.10	\$797.50
	DAF	Email exchanges with F. Chin re Sherman Oaks lease amendment	0.20	\$215.00
	DAF	Email exchange with S. Breskal re Sherman Oaks lease amendment	0.10	\$107.50
	DAF	Email exchange with I. Bambrick re Sherman Oaks lease documents and proposed amendment	0.10	\$107.50
6/21/2018	DAF	Analyze lease termination notice for 420 NW Fifth Street, Evansville, IN property	0.10	\$107.50
	JMW	Analyze draft termination of lease letter for 420 NW Fifth Street, Evansville property	0.20	\$145.00
	JMW	Analyze bankruptcy remedies for lessees in connection with sale of Evansville property	0.80	\$580.00
	DAF	Analyze correspondence from G. Shoup re termination of leases at Evansville property	0.10	\$107.50
	JMW	Exchange e-mail correspondence with G. Shoup re bankruptcy remedies for lessees in connection with sale of Evansville property	0.10	\$72.50
6/22/2018	DAF	Analyze correspondence from A. Brill re lease renewal notice (Evansville, IN property)	0.10	\$107.50
	JMW	Analyze G. Shoup letter to A. Brill re termination of lease on Evansville property	0.10	\$72.50
	JMW	Analyze A. Brill response letter re termination of lease on Evansville property	0.10	\$72.50
	DAF	Analyze correspondence from F. Chin re Sherman Oaks headquarters lease amendment	0.10	\$107.50
	DAF	Email to P. Weil, S. Breskal re lease renewal notice (Evansville, IN property)	0.10	\$107.50
6/28/2018	DAF	Analyze correspondence from A. Brill re purported lease renewal for 420 NW Fifth Street, Evansville IN	0.10	\$107.50
	DAF	Email exchange with B. Cohen re purported lease renewal for 420 NW Fifth Street, Evansville IN	0.20	\$215.00
6/29/2018	DAF	Revise draft correspondence to A. Brill re lease renewal for 420 NW Fifth Street, Evansville IN	0.20	\$215.00

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze full lease package for BMC Consultants at Evansville, Illinois property in connection with dispute with A. Brill	0.30	\$217.50
	DAF	Analyze correspondence from G. Shoup re lease renewal for 420 NW Fifth Street, Evansville IN	0.10	\$107.50
Professional Services Rendered			9.10	\$8,189.50

For Services Rendered Through 6/30/2018

In Reference To: Budgeting

File No.: 2314-0003

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/25/2018	JMW	Prepare KTBS category by category budget and staffing plan	1.80	\$1,305.00
Professional Services Rendered			1.80	\$1,305.00

For Services Rendered Through 6/30/2018

In Reference To: Business Operations

File No.: 2314-0004

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/8/2018	JMW	Exchange e-mail correspondence with N. Troszak re UCC termination from Woodbridge structured funding	0.10	\$72.50
6/12/2018	JMW	Analyze correspondence from I. Bambrick re committees' consent to payment of Reinhart invoices	0.10	\$72.50
6/14/2018	JMW	Analyze correspondence from S. Cast (including attachments) re request to terminate UCC-1	0.30	\$217.50
	JMW	Telephone conference with S. Cast re termination of UCC-1 in structure settlement	0.10	\$72.50
6/15/2018	DAF	Confer with J. Weiss re structured settlement UCC-1 termination	0.30	\$322.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Confer with D. Fidler re structured settlement UCC-1 termination	0.30	\$217.50
	JMW	Prepare correspondence to B. Sharp re structured settlement UCC-1 termination	0.10	\$72.50
6/19/2018	DAF	Analyze correspondence from A. Beck re structured settlement release	0.10	\$107.50
6/20/2018	JMW	Analyze supporting documents for termination of Rising Capital structured settlement UCC-1	0.20	\$145.00
	JMW	Prepare correspondence to S. Cast re termination of Rising Capital structured settlement UCC-1	0.10	\$72.50
6/25/2018	JMW	Analyze correspondence from I. Bambrick re debtors' compliance with cash management order	0.10	\$72.50
Professional Services Rendered			1.80	\$1,445.00

For Services Rendered Through 6/30/2018

In Reference To: Case Administration

File No.: 2314-0005

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	SDP	Revise summary of professional fees and expenses	0.30	\$112.50
	MLT	Analyze Critical Event Calendar	0.10	\$124.50
	SDP	Analyze docket update	0.10	\$37.50
	SDP	Analyze correspondence from D. Laskin re critical dates calendar	0.10	\$37.50
	SDP	Manage data room files	0.10	\$37.50
	SDP	Calendar hearings and deadlines	0.20	\$75.00
	SDP	Monitor committee websites; email to M. Tuchin, D. Fidler, and J. Weiss re same	0.40	\$150.00
6/4/2018	MLT	Analyze docket update	0.10	No Charge
	SDP	Analyze supplemental docket update	0.10	\$37.50
	SDP	Analyze correspondence from D. Laskin re docket update	0.10	\$37.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SDP	Manage data room files	0.30	\$112.50
	SDP	Calendar hearings and deadlines	0.40	\$150.00
6/5/2018	SDP	Analyze docket update	0.10	\$37.50
	JMW	Analyze updated critical dates memo	0.30	\$217.50
	DAF	Email exchanges with D. Stermer re ordinary course professional list	0.10	\$107.50
	SMG	Analyze correspondence from D. Stermer and I. Bambrick re OCP Jeffer Mangels, follow up with D. Fidler re same	0.10	\$62.50
6/6/2018	JMW	Exchange e-mail correspondence with A. Schwartz, I. Bambrick re Reinhart legal invoices resolution	0.10	\$72.50
6/7/2018	DAF	Analyze updated critical dates memo	0.20	\$215.00
	MLT	Analyze Critical Dates Memo	0.10	\$124.50
	JMW	Analyze updated critical dates memo	0.20	\$145.00
	RJP	Review critical dates update calendar	0.10	\$99.50
	DAF	Email to I. Bambrick re Garden City notices	0.10	\$107.50
	SDP	Analyze correspondence from D. Laskin re docket update	0.10	\$37.50
6/8/2018	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$37.50
6/10/2018	DAF	Prepare task list for Woodbridge motions and open matters	0.40	\$430.00
6/11/2018	SDP	Analyze docket update	0.10	\$37.50
	SDP	Manage data room files	0.30	\$112.50
6/12/2018	SDP	Analyze docket update	0.10	\$37.50
	SMG	Analyze draft monthly OCP report	0.10	\$62.50
	SMG	Exchange e-mail correspondence with B. Feldman re monthly OCP report issues	0.10	\$62.50
6/13/2018	SDP	Analyze Committee websites; email to M. Tuchin, D. Fidler, and J. Weiss re same	0.40	\$150.00
	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$37.50
6/14/2018	SDP	Revise summary of professional fees and expenses	0.40	\$150.00
	SDP	Analyze docket update	0.10	\$37.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SDP	Manage data room files	0.10	\$37.50
6/15/2018	MLT	Analyze critical dates calendar	0.10	\$124.50
	MLT	Analyze docket report	0.10	No Charge
	RJP	Review updated critical case calendar for litigation-related deadlines	0.10	\$99.50
	SDP	Analyze correspondence from B. Feldman re critical dates calendar	0.10	\$37.50
	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$37.50
	RJP	Review correspondence from B. Feldman re retention of OCP counsel in Loyola state court prepetition matter	0.10	\$99.50
	SDP	Manage data room files	0.10	\$37.50
6/18/2018	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$37.50
	SDP	Manage data room files	0.10	\$37.50
6/19/2018	SDP	Analyze docket update	0.10	\$37.50
	SMG	Analyze declaration of disinterestedness of OCP (Michael C. Lady Advisors)	0.10	\$62.50
6/20/2018	SDP	Analyze correspondence from M. Smith re docket update	0.10	\$37.50
	SDP	Manage data room files	0.10	\$37.50
6/21/2018	SDP	Analyze docket update	0.10	\$37.50
	SDP	Manage data room files	0.10	\$37.50
	SDP	Calendar hearings and deadlines	0.20	\$75.00
	SDP	Monitor Committee websites; email to M. Tuchin, D. Fidler, and J. Weiss	0.40	\$150.00
6/22/2018	DAF	Analyze updated critical dates calendar	0.20	\$215.00
	MLT	Analyze Critical Dates Memo	0.10	\$124.50
	DMS	Review critical dates memo	0.20	\$249.00
	SDP	Analyze critical dates memo	0.10	\$37.50
	RJP	Analyze updated critical dates calendar for litigation-related deadlines	0.20	\$199.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMG	Revise draft quarterly OCP report	0.20	\$125.00
	SMG	Exchange e-mail correspondence with B. Feldman re quarterly OCP report	0.10	\$62.50
6/26/2018	SDP	Revise summary of professionals fees and expenses	0.20	\$75.00
	SDP	Revise fee statement tracking sheet	0.10	\$37.50
	SDP	Analyze docket update	0.10	\$37.50
	JMW	Analyze 3/1/18 to 5/31/18 OCP payment report	0.20	\$145.00
	SDP	Manage data room files	0.10	\$37.50
6/27/2018	JMW	Revise OCP quarterly payment notice	0.10	\$72.50
	MLT	Analyze Notice of Quarterly Statement of Payments Made to Ordinary Course Professionals	0.10	\$124.50
	SDP	Analyze docket update	0.10	\$37.50
	RJP	Analyze OCP counsel quarterly fee disclosure in connection with ordinary-course litigation matters	0.10	\$99.50
	SDP	Manage data room files	0.10	\$37.50
6/28/2018	MLT	Analyze Revised Quarterly Statement of OCP Payments	0.10	\$124.50
	SDP	Analyze docket update	0.10	\$37.50
	JMW	Analyze proposed revision to OCP quarterly payment chart	0.10	\$72.50
	DAF	Call with B. Sharp, M. Tuchin, J. Weiss re OCP retention and compensation issues	0.10	\$107.50
	MLT	Call with B. Sharp, D. Fidler, and J. Weiss re OCP retention and compensation issues	0.10	\$124.50
	JMW	Telephone conference with M. Tuchin, D. Fidler, B. Sharp re OCP retention and compensation issues	0.10	\$72.50
	MLT	Exchange e-mail correspondence with D. Baddley re Snell & Wilmer; exchange e-mail correspondence with B. Sharp re same	0.10	\$124.50
	SDP	Manage data room files	0.10	\$37.50
6/29/2018	SDP	Revise summary of professional fees and expenses	0.20	\$75.00
	SDP	Analyze docket review	0.10	\$37.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SDP	Manage data room files	0.10	\$37.50
Professional Services Rendered			11.70	\$6,884.50

For Services Rendered Through 6/30/2018

In Reference To: Claims Administration and Objections

File No.: 2314-0006

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	DAF	Analyze noteholder statement re Contrarian claim	0.20	\$215.00
	MLT	Analyze Ad Hoc Noteholder Group Statement re Contrarian claim objection	0.10	\$124.50
	DMS	Review Noteholder Group response re Contrarian claim	0.30	\$373.50
	RJP	Analyze Unitholder Group's joinder re Contrarian claim objection	0.10	\$99.50
	RJP	Analyze Noteholder Group's statement regarding Contrarian claim objection	0.20	\$199.00
	DMS	Exchange email correspondence with R. Pfister re Noteholder Group's statement regarding Contrarian claim objection and re oral argument preparations	0.20	\$249.00
	RJP	Exchange email correspondence with D. Stern re Noteholder Group's statement regarding Contrarian claim objection and re oral argument preparations	0.20	\$199.00
	DAF	Analyze email from T. Jeremiassen re netting of claims	0.10	\$107.50
	DAF	Prepare correspondence to B. Brody, C. Robinson re Meyer Davis lien statement and debtor position re same	0.20	\$215.00
	RJP	Telephone conference with B. O'Neill re witnesses and declarations in connection with Contrarian claim objection	0.10	\$99.50
	RJP	Exchange email correspondence with D. Stern, I. Bambrick, B. O'Neill re agreement with Contrarian regarding witnesses and declarations in connection with Contrarian claim objection	0.50	\$497.50
	RJP	Review email correspondence from M. Litvak re noteholder liquidity facility issues	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze correspondence from M. Litvak re liquidity facility	0.10	\$107.50
	DAF	Confer with R. Pachulski, M. Tuchin re liquidity facility	0.50	\$537.50
	MLT	Analyze correspondence from M. Dundon re Jones Road term sheet	0.10	\$124.50
	MLT	Exchange e-mail correspondence with M. Litvak re interim liquidity facility	0.10	\$124.50
	MLT	Confer with R. Pachulski and D. Fidler re liquidity facility	0.50	\$622.50
6/2/2018	DAF	Email exchanges with E. Held re response to liquidity facility lender diligence requests	0.20	\$215.00
	MLT	Exchange e-mail correspondence with B. Evans re liquidity facility	0.10	No Charge
6/3/2018	RJP	Analyze UCC's joinder re Contrarian claim objection	0.10	\$99.50
	JMW	Exchange e-mail correspondence with F. Chin, J. Sigmon re potential liquidity facility for investors	0.10	\$72.50
6/4/2018	WLH	Legal research re indirect investor standing	0.20	\$179.00
	DAF	Analyze United States motion to extend claims bar date	0.10	\$107.50
	DAF	Analyze Argo Partners statement re Contrarian claim objection	0.20	\$215.00
	DAF	Analyze IRS proof of claim against Emerald Lake Investments debtor	0.20	\$215.00
	MLT	Analyze committee's joinder in reply re Contrarian claim objection	0.10	No Charge
	MLT	Analyze motion of United States on behalf of IRS for extension of bar date	0.10	\$124.50
	MLT	Analyze Argo Partners' statement regarding objection to Contrarian's proof of claim (including cited cases)	0.80	\$996.00
	JMW	Analyze Argo objection to Contrarian claim objection	0.10	\$72.50
	JMW	Analyze IRS motion to extend government bar date	0.20	\$145.00
	JMW	Analyze tax proof of claim filed by IRS	0.20	\$145.00
	RJP	Analyze Fair Harbor claims solicitation	0.10	\$99.50
	RJP	Review U.S. Government's motion to extend bar date	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Analyze Argo Partners statement in connection with Contrarian claim objection	0.20	\$199.00
	SMK	Analyze IRS motion to extend bar date	0.10	No Charge
	SMK	Analyze Argo response re Contrarian claim objection	0.10	No Charge
	DMS	Confer with R. Pfister re Contrarian oral argument	0.30	\$373.50
	RJP	Confer with D. Stern re Contrarian oral argument	0.30	\$298.50
	SMK	Email M. Tuchin, D. Fidler, J. Weiss re IRS motion to extend bar date	0.10	No Charge
	DAF	Email exchange with I. Bambrick re IRS proof of claim	0.10	\$107.50
	DAF	Call with I. Bambrick re IRS proof of claim	0.10	\$107.50
	RJP	Review correspondence from J. Sarachek re Fair Harbor claims solicitations	0.10	\$99.50
	RJP	Review email correspondence between M. Tuchin and M. Litvak re noteholder liquidity facility status and next steps	0.10	\$99.50
	RJP	Exchange email correspondence with I. Bambrick re Argo Partners statement in connection with Contrarian claim objection	0.10	\$99.50
	DAF	Confer with F. Reiss re status of liquidity facility	0.30	\$322.50
	DAF	Email to S. Persichilli re IRS claim	0.10	\$107.50
	MLT	Confer with R. Pachulski re interim liquidity facility	0.40	\$498.00
	MLT	Exchange e-mail correspondence with M. Litvak re interim liquidity facility	0.10	\$124.50
	MLT	Analyze correspondence from J. Trump and C. Nelson re interim liquidity	0.10	\$124.50
	DMS	Meet with E. Morton re Contrarian claim	0.70	\$871.50
6/5/2018	DAF	Analyze notices of claim assignment (Hoyt)	0.10	\$107.50
	JMW	Analyze four claim transfers to TRC partners	0.10	\$72.50
	RJP	Review transfer of claim notices	0.10	\$99.50
	MLT	Telephone conference with D. Stern re preparations for hearing on Contrarian claim objection	0.10	\$124.50
	MLT	Telephone conference with D. Stern re Argo filing	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DMS	Call with M. Tuchin re Argo filing	0.10	\$124.50
	DMS	Call with M. Tuchin re preparation for hearing on Contrarian claim objection	0.10	\$124.50
	DMS	Conference call with E. Morton and M. Tuchin re results of hearing	0.20	\$249.00
	DAF	Email exchange with M. Sorenson re lien procedures and payment of mechanic's liens	0.20	\$215.00
	DAF	Analyze correspondence from B. Sharp re labor claim	0.10	\$107.50
	DAF	Email to T. Jeremiassen, N. Troszak re noteholder schedule	0.20	\$215.00
	DAF	Email exchange with I. Bambrick re IRS tax claim	0.10	\$107.50
	MLT	Conference call with E. Morton and D. Stern re results of hearing	0.20	\$249.00
	DAF	Email exchanges with C. Robinson re payment of mechanic's lien claim and committee consent	0.20	\$215.00
6/6/2018	JMW	Research re Owlwood design mechanic's lien per committee inquiry	0.30	\$217.50
	RJP	Prepare summary for M. Tuchin and Board of proposed Contrarian settlement terms	0.80	\$796.00
	JMW	Analyze bar date package undeliverable analysis from Garden City Group	0.20	\$145.00
	JMW	Analyze correspondence from M. Tuchin to board re Contrarian post hearing update	0.10	\$72.50
	DAF	Email exchange with T. Jeremiassen re noteholder claims	0.10	\$107.50
	DAF	Call with T. Jeremiassen, N. Troszak re noteholder claims and netting	0.30	\$322.50
	MLT	Telephone conference with B. Sharp re Contrarian settlement offer	0.10	\$124.50
	MLT	Prepare correspondence to board re Contrarian settlement offer	0.40	\$498.00
	RJP	Telephone conference with B. O'Neill re Contrarian settlement negotiations	0.20	\$199.00
	MLT	Confer with R. Pachulski re Contrarian settlement offer	0.20	\$249.00
6/7/2018	DAF	Analyze GPR claim transfer notice	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze GPR1 claim transfer	0.10	\$72.50
	RJP	Analyze Board correspondence re Contrarian settlement offer	0.20	\$199.00
	RJP	Review notice of claim transfer	0.10	\$99.50
6/8/2018	MLT	Analyze revised Jones Road liquidity proposal	0.20	\$249.00
	MLT	Analyze moratorium notice re extension	0.20	\$249.00
	RJP	Analyze next steps in connection with trading moratorium	0.20	\$199.00
	MLT	Prepare correspondence to B. Sharp re revised Jones Road liquidity proposal	0.10	\$124.50
	MLT	Exchange e-mail correspondence with R. Pachulski re Contrarian settlement	0.10	No Charge
6/12/2018	DAF	Analyze governmental filed claims as of 6/12 re claims analysis and reconciliation	2.20	\$2,365.00
	MLT	Analyze schedule of California tax claims	0.20	\$249.00
	JMW	Analyze list of filed government proofs of claim	0.30	\$217.50
	JMW	Analyze correspondence from M. Sorenson re Meyer Davis Owlwood mechanic's lien	0.10	\$72.50
	RJP	Telephone conference with B. O'Neill re Contrarian settlement proposal	0.20	\$199.00
	DAF	Email exchanges with E. Westberg re governmental bar date and filed proofs of claim	0.20	\$215.00
	DAF	Email exchange with E. Westberg re governmental filed claims	0.10	\$107.50
6/13/2018	SMG	Research re status of claims deemed excluded under Plan	1.60	\$1,000.00
	ECP	Research re status of claims deemed disputed under Plan	1.10	\$275.00
	MLT	Prepare Contrarian settlement counter-offer	0.30	\$373.50
	DAF	Analyze governmental filed claims re analysis and reconciliation	1.60	\$1,720.00
	RJP	Analyze email correspondence from M. Tuchin re potential Contrarian settlement	0.30	\$298.50
	JMW	Exchange e-mail correspondence with I. Bambrick re bar date undeliverables	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Telephone conference with B. O'Neill re potential Contrarian settlement	0.10	\$99.50
	MLT	Telephone conference with R. Pachulski re Contrarian settlement offer	0.10	\$124.50
6/14/2018	RJP	Prepare for meeting with M. Tuchin re status of Contrarian settlement negotiations and next steps re same	0.10	\$99.50
	DAF	Prepare claims summary of filed governmental claims	0.80	\$860.00
	DAF	Analyze correspondence from M. Sorenson re critical vendor payments	0.10	\$107.50
	MLT	Analyze summary of tax claims	0.20	\$249.00
	RJP	Analyze potential broker commission claims	0.20	\$199.00
	RJP	Analyze further trading moratorium notice	0.20	\$199.00
	MLT	Confer with R. Pfister re Contrarian settlement discussions	0.20	\$249.00
	RJP	Meet with M. Tuchin re Contrarian settlement negotiations	0.20	\$199.00
	MLT	Telephone conference with D. Baddley re Contrarian	0.10	\$124.50
	RJP	Telephone conference with B. O'Neill re potential Contrarian settlement	0.10	\$99.50
6/15/2018	MLT	Prepare comments to proposed liquidity facility	0.40	\$498.00
	DAF	Analyze liquidity facility term sheet	0.20	\$215.00
	DAF	Analyze correspondence from C. Nelson re liquidity facility	0.10	\$107.50
	DAF	Analyze correspondence from E. Westberg re updated claims listings	0.10	\$107.50
	MLT	Analyze research memo re tax claims	0.40	\$498.00
	MLT	Analyze correspondence from M. Litvak and C. Nelson re proposed liquidity facility	0.10	\$124.50
	MLT	Analyze proposed liquidity facility	0.40	\$498.00
	JMW	Analyze near-final version of investor liquidity proposal	0.30	\$217.50
	DMS	Confer with R. Pfister re Contrarian settlement	0.20	\$249.00
	RJP	Review correspondence from D. Stern re Contrarian note motion	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Confer with D. Stern re Contrarian settlement	0.20	\$199.00
	RJP	Review correspondence from M. Litvak and C. Nelson re term sheet for noteholder liquidity facility	0.20	\$199.00
	RJP	Review correspondence from J. Sarachek re claims' buyer solicitations	0.10	\$99.50
6/16/2018	MLT	Research re determination of net claims	1.40	\$1,743.00
	DAF	Prepare comments to liquidity facility term sheet (two drafts)	0.60	\$645.00
	DAF	Prepare summary of cost of loan and fees and expenses for liquidity proposal	0.20	\$215.00
	DAF	Analyze correspondence from M. Litvak re liquidity facility	0.10	\$107.50
	DAF	Analyze Axar materials re liquidity proposal	0.40	\$430.00
	DAF	Analyze liquidity facility term sheet	0.10	\$107.50
	JMW	Analyze liquidity facility near-final term sheet (including M. Tuchin and J. Sabin comments)	0.40	\$290.00
	DAF	Confer with M. Tuchin re determination of net claims	0.20	\$215.00
	DAF	Confer with M. Tuchin liquidity facility term sheet	0.10	\$107.50
	MLT	Confer with D. Fidler re determination of net claims	0.20	\$249.00
	MLT	Confer with D. Fidler re interim liquidity facility	0.10	\$124.50
	DAF	Confer with F. Reiss re liquidity facility	0.40	\$430.00
	MLT	Exchange email correspondence with board and management re liquidity term sheet	0.30	\$373.50
	DAF	Call with C. Nelson, R. Pachulski, M. Litvak, M. Dundon, M. Tuchin re liquidity facility term sheet	1.50	\$1,612.50
	MLT	Call with J. Sabin re liquidity term sheet	0.50	\$622.50
	MLT	Confer with R. Pachulski re liquidity term sheet	0.40	\$498.00
	MLT	Exchange email correspondence with M. Litvak, C. Nelson, R. Pachulski, M. Dundon, and J. Sabin re liquidity term sheet	0.20	\$249.00
	MLT	Call with R. Pachulski, M. Litvak, M. Dundon, C. Nelson, and D. Fidler re interim liquidity facility	1.50	\$1,867.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Exchange email correspondence with M. Tuchin and D. Fidler re proposed noteholder liquidity facility and conference call to discuss same	0.10	No Charge
6/17/2018	MLT	Revise liquidity facility term sheet	0.30	\$373.50
	MLT	Revise moratorium extension notice	0.40	\$498.00
	RJP	Draft notice of extended moratorium on consideration of note/unit transfer requests	1.70	\$1,691.50
	DAF	Analyze further revised liquidity facility term sheet	0.20	\$215.00
	DAF	Analyze correspondence from F. Reiss re liquidity facility term sheet	0.10	\$107.50
	MLT	Analyze revised term sheet for liquidity facility from M. Litvak (three versions)	0.70	\$871.50
	JMW	Analyze drafts (several) of further moratorium notice	0.30	\$217.50
	JMW	Analyze revised liquidity facility term sheet	0.30	\$217.50
	MLT	Confer with F. Reiss re liquidity facility	0.20	\$249.00
	MLT	Prepare correspondence to board re moratorium extension notice	0.10	\$124.50
	RJP	Review correspondence re liquidity facility	0.10	\$99.50
	RJP	Prepare email correspondence to R. Pachulski, S. Kortanek, and J. Sabin re extension of moratorium on consideration of note/unit transfer requests	0.20	\$199.00
6/18/2018	DAF	Revise joint motion to approve liquidity facility	2.50	\$2,687.50
	MLT	Revise draft motion to approve liquidity facility	0.60	\$747.00
	RJP	Revise draft further moratorium on transfer requests	0.70	\$696.50
	DAF	Analyze further updated liquidity facility term sheet	0.10	\$107.50
	DAF	Analyze DSI liquidity facility analysis	0.20	\$215.00
	DAF	Analyze joint motion to approve liquidity facility	0.40	\$430.00
	MLT	Analyze revised notice regarding transfers of units and notes	0.10	\$124.50
	MLT	Analyze AXAR term sheet analysis	0.20	\$249.00
	MLT	Analyze revised liquidity facility term sheet	0.20	\$249.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Analyze draft motion to approve liquidity facility	0.50	\$622.50
	JMW	Analyze committee draft motion to approve liquidity facility	0.20	\$145.00
	MLT	Exchange e-mail correspondence with board and management re moratorium notice	0.10	\$124.50
	MLT	Exchange e-mail correspondence with board re liquidity facility	0.10	\$124.50
	RJP	Telephone conference with B. O'Neill re potential Contrarian settlement	0.20	\$199.00
	RJP	Analyze correspondence from J. Sabin re notice of further moratorium on transfer requests	0.20	\$199.00
	DAF	Email to M. Litvak re Creditor's Committee and Ad Hoc Noteholder Group joint motion to approve liquidity facility	0.10	\$107.50
	MLT	Exchange e-mail correspondence with J. Sabin re liquidity facility	0.10	\$124.50
	MLT	Exchange e-mail correspondence with J. Sabin re moratorium on trading	0.10	\$124.50
	MLT	Exchange e-mail correspondence with C. Nelson re liquidity facility	0.10	\$124.50
	RJP	Exchange email correspondence with Garden City Group (noticing agent) re service of further moratorium notice and timing/logistics of same	0.20	\$199.00
6/19/2018	DAF	Analyze revised joint motion to approve liquidity facility	0.30	\$322.50
	DAF	Analyze claim transfers (Novak Birnbaum Crystal, Agilidi)	0.10	\$107.50
	MLT	Analyze revised motion to approve liquidity facility	0.20	\$249.00
	JMW	Analyze proofs of claim filed by former brokers	0.20	\$145.00
	JMW	Analyze redline of committee motion to approve interim liquidity facility	0.20	\$145.00
	JMW	Analyze as-filed further moratorium on trading	0.10	\$72.50
	JMW	Analyze preliminary claims report as of expiration of bar date	0.40	\$290.00
	RJP	Review Argo Partners claim transfer notices	0.10	\$99.50
	JMW	Prepare correspondence to I. Bambrick, Garden City re filing and service of trading moratorium	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchange with M. Smith re further claims moratorium notice	0.10	\$107.50
	DAF	Email exchanges with E. Westberg, S. Persichilli re bar date and claims schedule	0.20	\$215.00
	RJP	Exchange email correspondence with claims noticing agent re filing and service of further moratorium notice	0.30	\$298.50
6/20/2018	DAF	Analyze full schedule of claims filed by the general bar date	1.60	\$1,720.00
	MLT	Analyze Court's opinion and order on Contrarian claim objection	0.40	\$498.00
	DMS	Review Contrarian Opinion and Order	0.30	\$373.50
	JMW	Analyze opinion on Contrarian claim objection	0.10	\$72.50
	RJP	Analyze opinion and order sustaining Debtors' claim objection to Contrarian proof of claim in respect of purchased note	0.90	\$895.50
	WLH	Analyze claims trading opinion and possible plan implications of same	0.30	\$268.50
	SMK	Analyze opinion re Contrarian claim objection	0.30	No Charge
	SMG	Analyze order and opinion sustaining objection to Contrarian claim	0.20	No Charge
	RJP	Prepare email correspondence to M. Tuchin, D. Stern, D. Fidler, J. Weiss, and S. Kidder re Court's opinion and order on Contrarian claim objection and strategy / next steps re same	0.50	\$497.50
	DAF	Call with N. Troszak re claims analysis and reconciliation	0.20	\$215.00
	DAF	Call with B. Sharp re claims analysis	0.10	\$107.50
	MLT	Exchange e-mail correspondence with board re Court's ruling on Contrarian claim objection and next steps	0.40	\$498.00
	RJP	Prepare correspondence to Contrarian's counsel withdrawing pending settlement offers in light of Court's opinion and order	0.10	\$99.50
	RJP	Prepare correspondence to Contrarian's counsel re disposition of note motion set for July 10 hearing in light of Court's opinion and order on Contrarian claim objection	0.10	\$99.50
	DAF	Analyze correspondence from M. Litvak re liquidity facility update	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Exchange e-mail correspondence with M. Litvak re liquidity facility	0.10	No Charge
	JMW	Analyze correspondence from M. Litvak re status of interim liquidity facility	0.10	\$72.50
6/21/2018	DAF	Analyze large filed proofs of claim re possible objections and reconciliation	1.10	\$1,182.50
	JMW	Analyze numerous claim withdrawals by investors	0.20	\$145.00
	JMW	Analyze claim transfer notices by Pipkins to CRG	0.10	\$72.50
	RJP	Analyze claim transfer notices	0.10	\$99.50
	RJP	Review Onesko withdrawals of noteholder claims	0.10	\$99.50
6/22/2018	DAF	Confer with R. Pachulski re liquidity facility and committee discussions with Axar	0.50	\$537.50
	DAF	Analyze correspondence from M. Litvak re status of liquidity facility	0.10	\$107.50
	JMW	Analyze correspondence from B. Harvey re Meyer Davis mechanic's lien request on Owlwood	0.10	\$72.50
6/25/2018	SMK	Draft chart re large claims analysis and potential objections thereto	3.70	\$2,497.50
	RJP	Analyze order and amended opinion re Contrarian claim objection	0.20	\$199.00
	SMK	Analyze proofs of claim in excess of \$500k	3.40	\$2,295.00
	DAF	Confer with J. Weiss re bar date and claims analysis	0.20	\$215.00
	JMW	Confer with D. Fidler re dar date and claims analysis	0.20	\$145.00
	DAF	Email exchange with S. Persichilli re revised claim schedule	0.10	\$107.50
6/26/2018	SMK	Continue to draft chart re large claims analysis and potential objections	2.90	\$1,957.50
	MLT	Analyze research memo and cited cases re claims calculation and netting issues	1.60	\$1,992.00
	SMK	Analyze certain large proofs of claim filed in connection with potential objections	5.30	\$3,577.50
	DAF	Analyze correspondence from W. Sailler transfer of Byrnes claim to Goldmark Financial	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Analyze inquiry from W. Sailler re restrictions on transferability of notes	0.20	\$199.00
	RJP	Prepare response to W. Sailler re restrictions on transferability of notes and Debtors' reservations of rights with respect to same	0.30	\$298.50
6/27/2018	MLT	Prepare issues list re Axar term sheet	0.30	\$373.50
	SMK	Continue to draft claims analysis chart re large proofs of claim	3.50	\$2,362.50
	DAF	Analyze revised liquidity facility term sheet	0.30	\$322.50
	MLT	Analyze revised Axar term sheet and cost to borrower analysis	0.60	\$747.00
	JMW	Analyze claims filed by Francis and Susan Guiberson in connection with their inquiry to Garden City	0.30	\$217.50
	JMW	Analyze revised proposed term sheet for liquidity facility	0.30	\$217.50
	JMW	Analyze revised liquidity facility cost analysis to borrowers	0.10	\$72.50
	SMK	Continue to analyze filed claims in excess of \$500k	3.20	\$2,160.00
	DAF	Email exchange with M. Litvak re revised liquidity facility term sheet	0.10	\$107.50
	JMW	Exchange e-mail correspondence with S. Persichilli re Guiberson claims	0.10	\$72.50
6/28/2018	SMK	Continue to draft chart re large claims analysis and potential objections	2.30	\$1,552.50
	SMK	Continue to analyze proofs of claim in excess of \$500k in connection with potential objections	2.20	\$1,485.00
6/29/2018	DAF	Revise liquidity facility term sheet	0.20	\$215.00
	MLT	Further revise liquidity facility term sheet	0.40	\$498.00
	MLT	Analyze revised liquidity facility term sheet	0.20	\$249.00
	RJP	Review notice of withdrawal of claim	0.10	\$99.50
	RJP	Telephone conference with B. O'Neill re Contrarian Note Motion	0.10	\$99.50
	RJP	Prepare email correspondence to S. Beach and E. Morton re consensual adjournment of July 10 hearing on Contrarian Note Motion and procedure with respect thereto	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Review email correspondence from S. Beach and D. Laskin re procedure with respect to consensual adjournment of July 10 hearing on Contrarian Note Motion	0.10	\$99.50
	RJP	Prepare email correspondence to B. O'Neill re adjournment of July 10 hearing on Contrarian Note Motion	0.10	\$99.50
	DAF	Confer with R. Pachulski, M. Tuchin re liquidity facility	0.40	\$430.00
	DAF	Email to M. Litvak, C. Nelson re liquidity facility	0.10	\$107.50
	DAF	Call with C. Nelson, M. Litvak, M. Tuchin re liquidity facility	0.50	\$537.50
	MLT	Confer with R. Pachulski and D. Fidler re liquidity facility	0.40	\$498.00
	MLT	Exchange e-mail correspondence with C. Nelson re liquidity facility	0.10	\$124.50
	MLT	Telephone conference with C. Nelson, M. Litvak and D. Fidler re liquidity facility	0.50	\$622.50
6/30/2018	MLT	Analyze creditor matrix	0.30	\$373.50
Professional Services Rendered			94.90	\$89,019.50

For Services Rendered Through 6/30/2018

In Reference To: Corporate Governance and Board Matters

File No.: 2314-0007

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	MLT	Revise board minutes from 5/24 meeting	0.30	\$373.50
	JMW	Exchange e-mail correspondence with F. Chin, B. Sharp re 5/24 board minutes	0.10	\$72.50
6/4/2018	MLT	Exchange e-mail correspondence with board and J. Weiss re minutes from 5/24 meeting	0.10	\$124.50
	JMW	Exchange e-mail correspondence with M. Tuchin, M. Goldberg, R. Nevins, F. Reiss re 5/24 board minutes	0.20	\$145.00
	DAF	Confer with F. Reiss re 6/6 board meeting	0.10	\$107.50
6/5/2018	MLT	Prepare for board meeting	0.20	\$249.00
	MLT	Prepare agenda for board meeting	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Draft minutes of 5/31 board meeting	2.10	\$1,522.50
	DAF	Analyze 6/6 board package	0.30	\$322.50
	MLT	Analyze board package	0.40	\$498.00
6/6/2018	DAF	Prepare for board call	0.30	\$322.50
	JMW	Analyze 6/6 board package	0.40	\$290.00
	DAF	Board call (lead discussion re DIP amendment, 805 Nimes settlement and payoff of note, IRS tax claim)	0.90	\$967.50
	MLT	Board call (lead discussion of several bankruptcy issues)	0.90	\$1,120.50
	JMW	Board call (take minutes)	0.90	\$652.50
6/7/2018	MLT	Revise board minutes for 5/31 meeting	0.40	\$498.00
	JMW	Revise 5/31 minutes	0.10	\$72.50
	MLT	Analyze correspondence from board members re Contrarian settlement offer	0.10	\$124.50
	MLT	Telephone conference with R. Nevins re confirmation process, Chin post-effective date engagement, and SEC issues	0.40	\$498.00
6/8/2018	MLT	Analyze correspondence from board members re approval of minutes	0.10	No Charge
6/10/2018	MLT	Analyze correspondence from R. Nevins re minutes	0.10	No Charge
6/12/2018	JMW	Draft board minutes from 6/6 board meeting	1.60	\$1,160.00
	DAF	Analyze board package in preparation for 6/13 board call	0.30	\$322.50
	MLT	Analyze board package	0.40	\$498.00
	JDY	Review and analyze excess D&O policies	0.60	\$450.00
	MLT	Exchange e-mail correspondence with B. Sharp re board agenda	0.10	\$124.50
	JMW	Analyze correspondence from J. Byun re issuance of director and officer policies	0.10	\$72.50
6/13/2018	MLT	Prepare for board call	0.20	\$249.00
	JMW	Prepare for board call (by analyzing board package)	0.40	\$290.00
	MLT	Revise minutes of June 6, 2018 meeting	0.30	\$373.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Board call (lead discussion on claims update)	1.30	\$1,397.50
	MLT	Board call (lead discussion on bankruptcy case update)	1.30	\$1,618.50
	JMW	Board call (take minutes)	1.30	\$942.50
6/14/2018	JMW	Revise and circulate 6-6 Board minutes	0.10	\$72.50
6/17/2018	MLT	Exchange email correspondence with board re liquidity facility	0.10	\$124.50
6/18/2018	MLT	Prepare for board call	0.20	\$249.00
	DAF	Board call	0.60	\$645.00
	MLT	Board call	0.60	\$747.00
	JMW	Board call (take minutes)	0.60	\$435.00
6/20/2018	RJP	Draft analysis and update to Board re Contrarian opinion and order	0.40	\$398.00
	DAF	Call with B. Sharp re cancellation of board call	0.10	\$107.50
	MLT	Exchange e-mail correspondence with B. Sharp and F. Chin re board meeting	0.10	\$124.50
	RJP	Exchange email correspondence with B. Sharp, F. Chin, Board members re Contrarian opinion and order and next steps in connection with same	0.40	\$398.00
6/26/2018	DAF	Revise June 13 board minutes	0.20	\$215.00
	JMW	Draft minutes of 6/13 board meeting	1.90	\$1,377.50
	JMW	Draft minutes of 6/18 board meeting	0.80	\$580.00
	RJP	Analyze draft Board minutes re Contrarian settlement overture and ruling	0.20	\$199.00
6/27/2018	RJP	Prepare overview for June 29 Board call re cost-sharing proposal with respect to review and analysis of Comerica discovery	0.20	\$199.00
6/28/2018	MLT	Prepare for board meeting	0.40	\$498.00
	DAF	Analyze board package in preparation for 6/29 board meeting	0.30	\$322.50
	MLT	Analyze board package	0.80	\$996.00
	MLT	Prepare correspondence to B. Sharp re board agenda	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/29/2018	JMW	Prepare for board call by analysis of board package	0.40	\$290.00
	RJP	Prepare to make presentation to Board re status of claims investigation as to Comerica and cost-sharing agreement with class action plaintiffs in connection with document review platform	0.40	\$398.00
	DAF	Board call (lead discussions on SEC § 1141(d)(6) stipulation)	2.10	\$2,257.50
	MLT	Board call	2.10	\$2,614.50
	JMW	Board call (take minutes)	2.10	\$1,522.50
	RJP	Appear (telephonically) at Board meeting and present re status of claims investigation as to Comerica and cost-sharing agreement with class action plaintiffs in connection with document review platform (partial appearance)	0.30	\$298.50
Professional Services Rendered			31.90	\$30,777.50

For Services Rendered Through 6/30/2018

In Reference To: Court Hearings

File No.: 2314-0008

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	MLT	Analyze Agenda for 6/5 hearing	0.10	\$124.50
	RJP	Review final, as-filed agenda for June 5 hearing	0.10	\$99.50
	DAF	Email exchange with B. Sharp re 6/5 hearing	0.10	\$107.50
	DAF	Email to D. Laskin re 6/5 hearing	0.10	\$107.50
6/4/2018	DMS	Prepare for hearing (review briefs and cases)	2.80	\$3,486.00
	DAF	Analyze amended 6/5 hearing agenda	0.10	\$107.50
	DAF	Analyze amended 6/5 hearing agenda	0.10	\$107.50
	MLT	Analyze amended agenda for hearing	0.10	No Charge
	JMW	Analyze amended agenda for 6/5 hearing	0.10	\$72.50
	RJP	Review amended hearing agenda and correspondence from I. Bambrick re revisions to same	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/5/2018	DMS	Prepare for hearing on Contrarian claim	2.50	\$3,112.50
	MLT	Analyze revised hearing agenda	0.10	\$124.50
	DAF	Appear (telephonically) at 6/5 omnibus hearing	0.70	\$752.50
	MLT	Attend hearing on Contrarian claim objection (telephonically)	0.70	\$871.50
	DMS	Attend hearing on Contrarian claim	1.00	\$1,245.00
	JMW	Attend (telephonically) hearing on objection to Contrarian claim	0.70	No Charge
	RJP	Appear telephonically at hearing on Contrarian claim objection	0.70	\$696.50
6/14/2018	DAF	Email exchanges with S. Beach, I. Bambrick re disclosure statement hearing	0.20	\$215.00
6/15/2018	DAF	Email exchange with I. Bambrick re omnibus hearing dates	0.10	\$107.50
6/18/2018	JMW	Analyze certification of counsel re omnibus hearing dates	0.10	\$72.50
	RJP	Review certification of counsel re omnibus hearing dates	0.10	\$99.50
	DAF	Email exchange with I. Bambrick re omnibus hearing dates	0.10	\$107.50
6/21/2018	JMW	Analyze order setting 8/21 hearing date	0.10	\$72.50
	RJP	Review order re omnibus hearing dates and calendar re same	0.10	\$99.50
Professional Services Rendered			10.90	\$11,888.50

For Services Rendered Through 6/30/2018

In Reference To: Employee Benefits

File No.: 2314-0009

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/5/2018	MLT	Analyze Notice of Claim and Conference (California Labor Commissioner's Office)	0.10	\$124.50
	JMW	Analyze summary of Church-Koegel labor law complaint	0.10	\$72.50
	JMW	Exchange e-mail correspondence with N. Troszak re Church-Koegel labor claim	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/6/2018	MLT	Confer with R. Pachulski and F. Chin re Chin engagement terms	1.10	\$1,369.50
6/8/2018	JMW	Analyze notice of claim and conference for Church-Koegel labor board claim	0.20	\$145.00
	DAF	Analyze correspondence from A. Polishuk re Church-Koegel labor claim	0.10	\$107.50
	JMW	Exchange e-mail correspondence with A. Polishuk re board approval of Church-Koegel labor board claim settlement	0.10	\$72.50
6/11/2018	JMW	Legal and factual research in connection with response to labor claim by B. Church-Koegel	1.40	\$1,015.00
	JMW	Draft summary for board re labor claim of B. Church-Koegel	0.90	\$652.50
	DAF	Analyze company severance documents re labor board complaints	0.20	\$215.00
	JMW	Analyze notice of David Goldman Labor Board claim	0.20	\$145.00
	JMW	Telephone conference with N. Troszak re Church-Koegel labor claim	0.20	\$145.00
	JMW	Exchange e-mail correspondence with A. Polishuk, N. Troszak, S. Beach re Church-Koegel labor claim	0.30	\$217.50
6/12/2018	JMW	Prepare for call with A. Polishuk re Church-Koegel Labor Board complaint	0.30	\$217.50
	JMW	Factual research re history of Brook Church-Koegel severance payments	0.70	\$507.50
	DAF	Confer with J. Weiss re Church-Koegel labor board claims	0.10	\$107.50
	DAF	Confer with M. Tuchin, J. Weiss re California labor board complaint	0.20	\$215.00
	MLT	Confer with D. Fidler and J. Weiss re California Labor Board Complaints	0.20	\$249.00
	JMW	Confer with D. Fidler re Church-Koegel Labor Board claims	0.10	\$72.50
	JMW	Confer with M. Tuchin, D. Fidler re California Labor Board claims	0.20	\$145.00
	JMW	Telephone conference with N. Troszak, B. Reznik, A. Polishuk re Church-Koegel Labor Board claim interplay with bankruptcy claim process	0.60	\$435.00
	JMW	Telephone conference with S. Beach re Church-Koegel claims	0.20	\$145.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/15/2018	JMW	Exchange email correspondence with D. Stermer and E. Rubenstein re Labor Board claims	0.10	\$72.50
	JMW	Telephone conference with A. Polishuk re Labor Board claims	0.10	\$72.50
6/19/2018	JMW	Prepare for call with D. Stermer, E. Rubinstein, N. Troszak, A. Polishuk re labor board complaints	0.20	\$145.00
	JMW	Telephone conference with D. Stermer, E. Rubinstein, N. Troszak, A. Polishuk re labor board complaints	0.40	\$290.00
6/20/2018	JMW	Revise severance agreements for proposed termination of IT staff	0.50	\$362.50
	JMW	Analyze severance agreements for proposed termination of IT staff	0.60	\$435.00
	JMW	Analyze prior severance and wage motions and orders re ability to make severance payments	0.80	\$580.00
	JMW	Exchange e-mail correspondence with N. Troszak re ability to make severance payments	0.20	\$145.00
6/22/2018	JMW	Analyze signed Shvartz, Barnes severance agreements	0.20	\$145.00
	JMW	Analyze employee B. Pittsenbargar request re severance payments	0.20	\$145.00
	DAF	Call with F. Chin re severance agreements	0.10	\$107.50
	JMW	Exchange e-mail correspondence with E. Skinner, P. Huygens, F. Chin re signed Shvartz, Barnes severance agreements	0.30	\$217.50
	JMW	Telephone conference with N. Troszak re A. Shvartz termination issues	0.10	\$72.50
6/25/2018	JMW	Exchange e-mail correspondence with P. Huygens, N. Troszak, F. Chin, I. Bambrick re proposed severance agreements	0.20	\$145.00
6/26/2018	JMW	Exchange e-mail correspondence with D. Stermer, D. Dachelet re labor board claims	0.20	\$145.00
6/27/2018	JMW	Prepare for call with D. Stermer, N. Troszak re broker employee claims	0.30	\$217.50
	JMW	Telephone conference with A. Polishuk, D. Stermer, N. Troszak re David Goldman and Brook Church-Koegel labor board claims	0.40	\$290.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Prepare correspondence to I. Bambrick re expiration of notice period on A. Shvarts severance package	0.10	\$72.50
6/28/2018	JMW	Exchange e-mail correspondence with P. Huygens re no objections to proposed severance payments	0.10	\$72.50
Professional Services Rendered			<u>12.70</u>	<u>\$10,180.50</u>

For Services Rendered Through 6/30/2018

In Reference To: Employment and Fee Applications

File No.: 2314-0010

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	MLT	Analyze DSI's monthly staffing report (April)	0.30	\$373.50
	SDP	Analyze correspondence from J. Weiss re April Ledes file	0.10	No Charge
6/4/2018	JMW	Analyze YCST April fee application	0.10	\$72.50
	RJP	Review Young Conaway compensation application	0.10	No Charge
6/5/2018	DAF	Prepare comments to Jeffer Mangels engagement letter	0.20	\$215.00
	JMW	Provide comments to M. Sorenson on proposed engagement letter for Jeffer Mangels (employment counsel)	0.30	\$217.50
	DAF	Analyze Jeffer Mangels engagement letter	0.20	\$215.00
	MLT	Analyze Young Conaway's fee application	0.60	\$747.00
6/6/2018	DAF	Analyze revised Jeffer Mangels retention agreement (two drafts)	0.20	\$215.00
	JMW	Analyze revised Jeffer Mangels engagement letter	0.10	\$72.50
	JMW	Analyze Garden City Group March invoice	0.10	\$72.50
	RJP	Review PSZ&J compensation application	0.10	\$99.50
	DAF	Email exchanges with D. Stermer re Jeffer Mangels retention agreement	0.20	\$215.00
6/7/2018	JMW	Prepare for R. Shenfeld call (review of Sierra fee analysis)	0.20	\$145.00
	JMW	Analyze PSZJ April fee application	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Telephone conference with R. Shenfeld re Sierra fee resolution	0.30	\$217.50
6/8/2018	MLT	Analyze Berger Singerman's April fee application	0.10	\$124.50
6/10/2018	JMW	Revise May invoice	2.80	No Charge
6/11/2018	JMW	Prepare May fee application	1.50	\$1,087.50
	JMW	Continue to revise invoice	2.10	No Charge
	RJP	Review Gibson Dunn compensation application	0.20	No Charge
	MLT	Exchange e-mail correspondence with D. Baddley re Gibson's fee application	0.10	No Charge
6/12/2018	MLT	Analyze Gibson Dunn's March Fee Application	0.40	\$498.00
	JMW	Analyze Gibson Dunn March fee application	0.20	\$145.00
	DAF	Confer with M. Tuchin, J. Weiss re Sierra Constellation reply to U.S. Trustee	0.10	\$107.50
	MLT	Confer with D. Fidler and J. Weiss re Sierra Constellation reply to U.S. Trustee	0.10	\$124.50
	JMW	Confer with M. Tuchin, D. Fidler re Sierra Constellation reply to U.S. Trustee	0.10	\$72.50
6/14/2018	MLT	Analyze BRG's third monthly staffing report	0.20	\$249.00
	JMW	Analyze BRG May staffing report	0.10	\$72.50
	JMW	Analyze KTBS April certificate of no objection	0.10	\$72.50
	DAF	Email to B. Feldman re Glaser Weil monthly fee statement	0.10	\$107.50
6/15/2018	MLT	Analyze May fee application	0.20	\$249.00
	MLT	Analyze FTI's fifth monthly fee application	0.40	\$498.00
	JMW	Prepare correspondence to R. Shenfeld re Sierra fee report to US Trustee	0.10	\$72.50
6/18/2018	DAF	Analyze Conway MacKenzie February 2018 fee statement	0.30	\$322.50
	DAF	Analyze Dundon Advisors February 2018 fee statement	0.20	\$215.00
	MLT	Analyze Homer Bonner's 4th Monthly Fee Application	0.20	\$249.00
	JMW	Analyze Homer Bonner fourth fee application	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Review Homer Bonner compensation application	0.10	No Charge
	RJP	Review Conway MacKenzie compensation application	0.10	No Charge
	RJP	Review Dundon Advisors compensation application	0.10	No Charge
6/19/2018	SDP	Prepare monthly fee application and exhibits	1.60	\$600.00
	JMW	Prepare KTBS May fee application	0.30	\$217.50
	JMW	Analyze revised Sierra Constellation supplement for U.S. Trustee and committee	0.80	\$580.00
	JMW	Analyze Conway Mackenzie and Dundon fee applications	0.10	\$72.50
	SDP	Prepare correspondence to J. Weiss re monthly fee application	0.10	\$37.50
	JMW	Exchange e-mail correspondence and telephone conference with N. Troszak re payment of Navigant	0.10	\$72.50
6/20/2018	JMW	Finish drafting KTBS May fee application	3.80	\$2,755.00
	MLT	Analyze First Monthly Fee Applications of Financial Advisors to Ad Hoc Noteholder Group	0.40	\$498.00
	MLT	Exchange e-mail correspondence with B. Sharp re retention of auditor	0.10	\$124.50
6/21/2018	SDP	Revise monthly fee application and fee exhibit	0.20	\$75.00
	JMW	Final revisions to KTBS May fee application	0.40	\$290.00
	MLT	Analyze monthly fee applications of Pachulski, Stang, Ziehl & Jones and Berger Singerman	0.60	\$747.00
	JMW	Analyze Pachulski May fee application	0.10	\$72.50
	JMW	Analyze Berger Sinderman May fee application	0.10	\$72.50
	RJP	Review Pachulski Stang Ziehl & Jones compensation application	0.10	\$99.50
	RJP	Review KTB&S compensation application	0.20	No Charge
	SMK	Analyze Pachulski and Berger Singerman monthly fee apps	0.10	No Charge
	SDP	Exchange e-mail correspondence with J. Weiss re revisions to monthly fee application and exhibits	0.20	No Charge
6/25/2018	JMW	Analyze Navigant retention documents in connection with request for new retention letter	0.20	\$145.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/29/2018	MLT	Analyze Young Conaway's May fee application	0.40	\$498.00
	MLT	Analyze DSI's May staffing report	0.30	\$373.50
	JMW	Analyze YCST May fee applicaiton	0.10	\$72.50
	JMW	Analyze DSI May staffing report	0.10	\$72.50
	RJP	Review Young Conaway compensation application	0.10	No Charge
	JMW	Exchange e-mail correspondence with E. Held, N. Troszak re Navigant invoices	0.20	\$145.00
	MLT	Analyze correspondence from D. Baddley and S. Newman re Gibson, Dunn's fee application	0.10	\$124.50
Professional Services Rendered			24.00	\$15,034.50

For Services Rendered Through 6/30/2018

In Reference To: Financing and Cash Collateral

File No.: 2314-0012

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	DAF	Email exchanges with F. Chin, B. Sharp re order approving first DIP amendment	0.20	\$215.00
	DAF	Email to B. Sharp re DIP agreement	0.10	\$107.50
	DAF	Confer with F. Reiss re first DIP amendment	0.10	\$107.50
6/4/2018	DAF	Email with B. Sharp re DIP reporting	0.10	\$107.50
6/6/2018	DAF	Analyze DIP reporting to lender	0.20	\$215.00
	MLT	Analyze monthly DIP lender reporting	0.10	\$124.50
	JMW	Analyze 5/31 DIP monthly report	0.10	\$72.50
6/12/2018	DAF	Analyze DIP agreement re DIP collateral schedule and pending sales	0.20	\$215.00
6/15/2018	MLT	Analyze DIP lender's invoice for professional fees	0.10	\$124.50
6/21/2018	DAF	Analyze DIP loan agreement and schedule of DIP collateral properties	0.40	\$430.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/27/2018	DAF	Analyze Final DIP Order re adequate protection reserves	0.10	\$107.50
Professional Services Rendered			1.70	\$1,826.50

For Services Rendered Through 6/30/2018

In Reference To: Litigation and Adversary Proceedings

File No.: 2314-0013

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	RJP	Prepare and circulate draft correspondence to T. Walsh re proposal for further negotiations in connection with preliminary injunction order	0.30	\$298.50
	JMW	Analyze hearing proceeding memo on Knowles' motion to enjoin noteholder class action	0.10	\$72.50
	RJP	Analyze correspondence from T. Walsh (Comerica's counsel) re compromise preliminary injunction order	0.10	\$99.50
	RJP	Analyze re Loyola prepetition state court litigation and status conference and review email correspondence re same	0.20	\$199.00
	SMG	Exchange e-mail correspondence with D. Stermer re Loyola v. Woodbridge litigation	0.10	\$62.50
	MLT	Exchange e-mail correspondence with T. Walsh, D. Girard, J. Schneider, and R. Pfister re Comerica litigation--offer of compromise	0.10	\$124.50
	RJP	Exchange email correspondence with J. Schneider, T. Walsh, and D. Neier re proposed further negotiations in connection with preliminary injunction order	0.20	\$199.00
	SMG	Call with P. Sopori and J. Krieger (Greenberg Glusker) re Loyola v. Woodbridge litigation	0.30	\$187.50
	DAF	Confer with R. Pachulski, M. Tuchin re Committee standing motion	0.20	\$215.00
	MLT	Confer with R. Pachulski and D. Fidler re committee standing motion	0.20	\$249.00
	MLT	Analyze correspondence from R. Pachulski re committee standing motion	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/2/2018	RJP	Exchange email correspondence with D. Stermer re Loyola state court status conference	0.20	\$199.00
6/3/2018	RJP	Review correspondence from D. Stermer and E. Rubinstein re Loyola state court status conference	0.10	\$99.50
6/4/2018	JMW	Analyze complaint and answer in Goose Rocks v. Anvil litigation	0.30	\$217.50
	RJP	Analyze draft amended complaint in Pennsylvania ejectment action	0.20	\$199.00
	RJP	Review E. Rubinstein report re Loyola state court status conference	0.10	\$99.50
	DAF	Email exchange with D. Stermer, J. Weiss and R. Pfister re Goose Rocks v. Anvil Steel litigation	0.20	\$215.00
	JMW	Exchange e-mail correspondence with D. Stermer, D. Fidler and R. Pfister re dismissal of Goose Rocks case	0.20	\$145.00
	RJP	Exchange email correspondence with D. Stermer and B. Sharp re verification of complaint in Pennsylvania ejectment action	0.10	\$99.50
	MLT	Analyze correspondence from D. Girard, J. Schneider re Comerica litigation	0.10	\$124.50
	RJP	Telephone conference with D. Neier re Comerica preliminary injunction compromise	0.40	\$398.00
	RJP	Exchange email correspondence with D. Stermer, D. Fidler, and J. Weiss re dismissal of Goose Rocks v. Anvil Steel prepetition litigation and next steps in connection with same	0.20	\$199.00
	RJP	Review correspondence from M. Neiburg re summary judgment motion in Bellflower v. 91 LLC prepetition litigation	0.10	\$99.50
	RJP	Exchange email correspondence with J. Schneider, and D. Girard re Comerica preliminary injunction compromise and discovery in underlying class action litigation	0.40	\$398.00
6/5/2018	RJP	Draft discovery proposal (search terms, custodians) for second stage of Comerica Rule 2004 response	0.50	\$497.50
	SCL	Draft Notice of Substitution and Notice of Dismissal in Goose Rocks litigation	1.60	\$400.00
	MLT	Analyze Order Denying Preliminary Injunction (Knowles case)	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze order denying preliminary injunction in Knowles adversary against noteholder plaintiffs	0.30	\$217.50
	RJP	Review entered protective order in Comerica class action litigation	0.10	\$99.50
	MLT	Confer with R. Pfister re Comerica injunction and discovery	0.40	\$498.00
	RJP	Exchange email correspondence with D. Fidler and J. Weiss re Goose Rocks v. Anvil Steel dismissal of prepetition litigation	0.10	\$99.50
	RJP	Confer with M. Tuchin re Comerica injunction and discovery	0.40	\$398.00
	RJP	Exchange email correspondence with D. Stermer re postpetition employee wage claim, California Department of Labor notification with respect to same, and engagement of OCP counsel to respond	0.30	\$298.50
	MLT	Exchange e-mail correspondence with T. Walsh, D. Girard, J. Schneider, and R. Pfister re Comerica preliminary injunction and discovery	0.20	\$249.00
	RJP	Exchange extensive email correspondence with M. Tuchin, D. Neier, T. Walsh, J. Schneider, and D. Girard re potential compromise order on Comerica preliminary injunction order and various mark-ups of same	0.80	\$796.00
	RJP	Prepare correspondence to M. Neiburg re summary judgment papers in Bellflower v. 91 LLC prepetition litigation	0.10	\$99.50
	RJP	Exchange email correspondence with J. Schneider re subpoena from class action plaintiffs for materials previously produced to SEC	0.20	\$199.00
6/6/2018	RJP	Revise substitution of counsel and request for voluntary dismissal of Goose Rocks Investments prepetition California litigation	0.70	\$696.50
	SCL	Prepare pleading forms for Notice of Substitution and Request for Dismissal in Goose Rocks litigation	1.10	\$275.00
	MLT	Analyze Subpoena for Debtors in Class Action Litigation (two versions); exchange e-mail correspondence with E. Kramer and A. Schwartz re same	0.20	\$249.00
	MLT	Analyze revised stipulation with respect to Comerica's motion for a preliminary injunction	0.10	\$124.50
	RJP	Analyze subpoena (original and revised) to Debtors from class action plaintiffs re materials produced by Debtors to SEC and by Comerica to Debtors	0.20	\$199.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Exchange extensive email correspondence with E. Kramer (class plaintiffs' counsel), D. Neier (Comerica's counsel), and A. Schwartz (regulatory counsel) re subpoena to Debtors from class action plaintiffs for materials produced by Debtors to SEC and by Comerica to Debtors, and response deadline in connection with same	0.90	\$895.50
	RJP	Review correspondence from D. Stermer and D. Freedman (OCP counsel) re motion to approve Sagebrook Investments settlement	0.10	\$99.50
	RJP	Exchange email correspondence with D. Stermer, I. Kincaid (defendant's counsel) re substitution of counsel and request for voluntary dismissal of Goose Rocks Investments prepetition California litigation	0.50	\$497.50
	RJP	Exchange email correspondence with D. Girard, D. Neier re class plaintiffs' further revised draft proposal for compromise preliminary injunction order	0.40	\$398.00
6/7/2018	RJP	Analyze California District Court stipulation between class plaintiffs and Comerica re discovery	0.20	\$199.00
	RJP	Review correspondence from D. Stermer re timing with respect to approval of Sagebrook Investments prepetition litigation settlement	0.10	\$99.50
	MLT	Analyze correspondence from A. Schwartz re class action discovery	0.10	No Charge
	MLT	Analyze correspondence from T. Walsh and J. Schneider re offer of compromise (Comerica litigation)	0.10	No Charge
	RJP	Review correspondence from D. Stermer and OCP counsel in New York State prepetition litigation re status and next steps	0.10	\$99.50
	RJP	Exchange email correspondence with D. Stermer, M. Westerdoll (defense counsel), I. Kincaid (defense counsel), and J. Fries (outgoing plaintiff's counsel) re substitution of counsel and voluntary dismissal of prepetition Goose Rocks litigation and next steps in connection with same	0.50	\$497.50
	RJP	Telephone conference with A. Schwartz re production of SEC documents to class plaintiffs	0.10	\$99.50
	RJP	Review correspondence from J. Schneider re class plaintiffs' subpoena to Debtors	0.10	\$99.50
	RJP	Exchange email correspondence with D. Neier re stipulation pertinent to Debtors' production obligations in response to class plaintiffs' subpoena	0.30	\$298.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Telephone conference with D. Neier re Debtors' production to class plaintiffs of Comerica documents produced pursuant to Rule 2004	0.30	\$298.50
	RJP	Review correspondence from T. Walsh re Comerica plaintiffs' compromise proposal re preliminary injunction order	0.10	\$99.50
	RJP	Exchange email correspondence with D. Stermer, B. Rich (OCP counsel), and I. Bambrick re draft summary judgment papers in Bellflower vs. 91 LLC prepetition litigation in Connection state court	0.20	\$199.00
	RJP	Exchange email correspondence with A. Schwartz re production of SEC documents to class plaintiffs	0.30	\$298.50
6/8/2018	RJP	Prepare for conference call with D. Girard, J. Schneider, and D. Sharp re Comerica discovery	0.20	\$199.00
	RJP	Finalize substitution of counsel pleading in Goose Rocks prepetition California litigation	0.20	\$199.00
	RJP	Analyze draft B. Sharp declaration in support of summary judgment in Bellflower v. 91 LLC prepetition litigation	0.20	\$199.00
	SDP	Analyze correspondence from R. Pfister re substitution of attorney (Case No. BC683073)	0.10	\$37.50
	RJP	Prepare email correspondence to B. Sharp, D. Stermer, and OCP counsel re draft B. Sharp declaration in support of summary judgment in Bellflower v. 91 LLC prepetition litigation	0.10	\$99.50
	SMG	Exchange e-mail correspondence with D. Stermer re Bodie Law litigation hold letter	0.10	\$62.50
	MLT	Analyze correspondence from T. Walsh re offer of compromise re Comerica litigation (including proposed order approving stipulation and certification of counsel); exchange e-mail correspondence with D. Girard re same	0.10	\$124.50
	RJP	Telephone conference with J. Schneider re class plaintiffs' subpoena on Debtors	0.40	\$398.00
	RJP	Review correspondence from OCP counsel in New York State prepetition litigation re next steps	0.10	\$99.50
	RJP	Conference call with D. Girard, J. Schneider, and D. Sharp re Comerica discovery	1.00	\$995.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Exchange email correspondence with T. Walsh, D. Girard, J. Schneider, D. Neier re compromise order on preliminary injunction motion	0.50	\$497.50
	SMG	Exchange e-mail correspondence with J. Rogyom (Bodie Law) re litigation hold letter and bankruptcy case	0.10	\$62.50
	RJP	Telephone conference with recipient of litigation hold letter	0.10	\$99.50
6/9/2018	RJP	Review correspondence from D. Stermer re Bellflower v. 91 LLC prepetition litigation	0.10	\$99.50
6/11/2018	SDP	File and serve substitution of attorney (Case No. BC683073)	0.20	\$75.00
	RJP	Analyze exchanges of mark-ups of certification of counsel re class plaintiffs' and Comerica's agreed order re preliminary injunction	0.20	\$199.00
	SDP	Prepare correspondence to R. Pfister re substitution of attorney (Case No. BC683073)	0.10	\$37.50
	RJP	Review correspondence from S. Pearson re Goose Rocks prepetition California litigation filings	0.10	\$99.50
	MLT	Analyze correspondence from D. Neier, D. Girard, D. Boyce, T. Walsh, T. Mickler, and J. Schneider re Comerica complaint	0.20	\$249.00
	RJP	Review email correspondence from D. Stermer and OCP counsel in Bellflower v. 91 LLC prepetition litigation re summary judgment papers and declaration from B. Sharp re same	0.20	\$199.00
	RJP	Exchange email correspondence with class plaintiffs' counsel and Comerica's counsel re reaching out to Judge Carey's chambers re compromise resolution of preliminary injunction dispute	0.20	\$199.00
	RJP	Prepare email correspondence to M. Neiburg and E. Kramer re production and transmittal of Comerica discovery to class plaintiffs' counsel in response to subpoena	0.20	\$199.00
	RJP	Prepare email correspondence to counsel for class plaintiffs re operative bankruptcy court protective order and necessity of joinder to same	0.10	\$99.50
	RJP	Analyze correspondence and accompanying regulatory documents from New York OCP counsel re prepetition dispute on 91 LLC entity	0.20	\$199.00
6/12/2018	RJP	Preliminary review of Comerica's objections and responses to Debtors' Rule 2004 discovery	0.40	\$398.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Review exchange of email correspondence with New York OCP counsel re prepetition rent-regulation issues	0.10	\$99.50
	RJP	Review exchange of email correspondence with Connecticut OCP counsel re prepetition foreclosure litigation	0.10	\$99.50
	RJP	Exchange email correspondence with A. Schwartz and E. Kramer re production of documents produced to SEC in response to class plaintiffs' subpoena and timing/logistics of same	0.20	\$199.00
	RJP	Exchange email correspondence with defendant's counsel in Goose Rocks prepetition California state court action re substitution of counsel and notice of voluntary dismissal	0.20	\$199.00
	SCL	Monitor state-court docket for Substitution of Attorney form in Goose Rocks litigation	0.20	\$50.00
6/13/2018	RJP	Review notice of ruling in Loyola state court prepetition litigation re further stay of action	0.10	\$99.50
	RJP	Review class plaintiffs' joinders to protective order in connection with subpoena for SEC and Comerica documents	0.20	\$199.00
	RJP	Exchange email correspondence with M. Neiburg and E. Kramer re production of SEC and Comerica documents to class plaintiffs in response to subpoena	0.20	\$199.00
	SCL	Monitor state-court docket for Substitution of Attorney form in Goose Rocks litigation	0.10	\$25.00
6/14/2018	MLT	Analyze notice of service of responses and objections of Comerica Bank	0.10	No Charge
	RJP	Review email correspondence from M. Neiburg re production in response to class plaintiffs' subpoena	0.10	\$99.50
6/15/2018	MLT	Analyze joint motion for stay of proceedings in class action against Comerica	0.20	\$249.00
	RJP	Analyze draft California District Court notice re stay of action	0.20	\$199.00
	RJP	Review final, as filed California District Court notice re stay of action	0.10	\$99.50
	RJP	Analyze filing by defendant in prepetition Bellflower foreclosure action re summary judgment papers	0.10	\$99.50
	RJP	Review docket update in Goose Rocks prepetition litigation re substitution of counsel	0.10	\$99.50
	RJP	Analyze draft California District Court notice re stay of action	0.20	\$199.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Exchange email correspondence with D. Girard and J. Schneider re draft California District Court notice re stay of action	0.20	\$199.00
	RJP	Exchange email correspondence with B. Rich (OCP counsel), D. Stermer, and B. Sharp re Bellflower foreclosure action	0.10	\$99.50
	SCL	Monitor Superior Court docket for Notice of Substitution in Goose Rocks litigation	0.20	\$50.00
6/18/2018	RJP	Exchange email correspondence with B. Sharp, OCP counsel, and G. Shoup re Bellflower v. 91 LLC prepetition litigation	0.20	\$199.00
	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
6/19/2018	RJP	Review California District Court order staying Comerica class action	0.10	\$99.50
	RJP	Review entered order approving Sagebrook Investments settlement agreement	0.10	\$99.50
	MLT	Analyze correspondence from D. Girard re Comerica discovery	0.10	No Charge
	RJP	Review correspondence from D. Girard re ESI vendors for review of Comerica Rule 2004 discovery	0.10	\$99.50
	RJP	Exchange email correspondence with D. Stermer, I. Bambrick, and OCP counsel re order approving Sagebrook Investments settlement agreement and next steps following same	0.20	\$199.00
	SCL	Monitor state-court docket in Goose Rocks litigation	0.10	\$25.00
6/20/2018	RJP	Analyze mark-up of Bellflower draft settlement agreement in New York prepetition litigation	0.20	\$199.00
	RJP	Prepare correspondence to D. Stermer re analysis of bankruptcy issues in draft settlement agreement in Bellflower prepetition litigation	0.20	\$199.00
	RJP	Review correspondence from D. Stermer to OCP counsel re mark-up of Bellflower settlement agreement in prepetition litigation	0.10	\$99.50
	SCL	Monitor state-court docket in Goose Rocks litigation for Substitution of Attorney notice	0.10	\$25.00
6/21/2018	MLT	Analyze draft discovery responses re subpoena from class action plaintiffs	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Review production cover letter to class action plaintiffs re SEC documents in response to subpoena	0.10	\$99.50
	RJP	Analyze correspondence from counsel to Comerica re further production of materials responsive to Rule 2004 requests	0.10	\$99.50
	RJP	Exchange email correspondence with E. Grand (securities counsel) re production of SEC documents to class action plaintiffs in response to subpoena	0.10	\$99.50
	RJP	Prepare correspondence to M. Neiburg re production of Comerica materials to class action plaintiffs in response to subpoena	0.10	\$99.50
	RJP	Exchange email correspondence with E. Kramer re deadline to serve objections and responses to class action plaintiffs' subpoena	0.10	\$99.50
	MLT	Exchange e-mail correspondence with R. Pachulski re committee standing motion	0.10	\$124.50
	SCL	Monitor state-court docket in Goose Rocks litigation	0.10	\$25.00
6/22/2018	RJP	Review state court docket update re Goose Rocks litigation	0.10	\$99.50
	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
6/25/2018	RJP	Review status conference order in Warren Lex prepetition litigation	0.10	\$99.50
	MLT	Exchange e-mail correspondence with J. Schneider and D. Girard re document review and Comerica	0.10	\$124.50
	RJP	Exchange email correspondence with D. Girard and J. Schneider re Comerica investigation	0.20	\$199.00
	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
6/26/2018	RJP	Analyze email correspondence re status of D. Owen workers compensation prepetition litigation	0.10	\$99.50
	JMW	Exchange e-mail correspondence with N. Troszak, M. Clews re electronic discovery services	0.20	\$145.00
	RJP	Exchange email correspondence with D. Stermer re Warren Lex prepetition litigation	0.20	\$199.00
	MLT	Analyze correspondence from E. Kramer re class action litigation and Comerica discovery	0.10	No Charge
	RJP	Exchange email correspondence with E. Kramer re discussion of Comerica investigation	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
6/27/2018	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
	RJP	Review correspondence from D. Stermer re Warren Lex prepetition litigation	0.10	\$99.50
	MLT	Conference call with J. Schneider, D. Girard, E. Kramer, and R. Pfister re review and analysis of Comerica discovery	0.40	\$498.00
	RJP	Conference call with J. Schneider, D. Girard, E. Kramer, and M. Tuchin re review and analysis of Comerica discovery	0.40	\$398.00
6/28/2018	RJP	Analyze correspondence and supporting documentation from Connecticut OCP counsel re UCC financing statements in effect in connection with satisfied prepetition loan obligations	0.20	\$199.00
	RJP	Review correspondence from D. Stermer re D. Owen workers compensation prepetition litigation	0.10	\$99.50
	SCL	Monitor state court docket in Goose Rocks litigation for substitution notice	0.10	\$25.00
6/29/2018	RJP	Telephone conference with N. Troszak re status of forensic review of Comerica accounts and next steps in connection with same	0.10	\$99.50
	RJP	Review correspondence from OCP counsel re status and next steps in connection with D. Owen workers compensation prepetition litigation	0.10	\$99.50
	RJP	Review correspondence with OCP counsel, D. Stermer, and G. Shoup re lien release requests in connection with paid-off mortgages	0.10	\$99.50
	SCL	Monitor state court docket in Goose Rocks litigation	0.10	\$25.00
Professional Services Rendered			30.40	\$26,561.50

For Services Rendered Through 6/30/2018

In Reference To: Meetings and Communications With Creditors

File No.: 2314-0014

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	SDP	Telephone conference with R. Orchid re proof of claim	0.10	\$37.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/5/2018	SDP	Analyze correspondence from J. Weiss re creditor inquiries	0.10	\$37.50
	DAF	Analyze correspondence from S. Persichilli re communications protocol	0.10	\$107.50
	SDP	Telephone conference with S. Hamilton re case status	0.10	\$37.50
	SDP	Analyze correspondence from S. Persichilli of Garden City Group re creditor inquiries	0.10	\$37.50
	JMW	Exchange e-mail correspondence with S. Persichilli re structured settlement creditor inquiries	0.10	\$72.50
6/6/2018	MLT	Prepare for weekly call with committees	0.10	\$124.50
	DAF	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.40	\$430.00
	MLT	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.40	\$498.00
	JMW	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.40	\$290.00
6/7/2018	JMW	Analyze correspondence from S. Persichilli re inquiry by R. Joos	0.10	\$72.50
6/11/2018	JMW	Telephone conference with attorney for noteholder Malianni Trust re case status	0.10	\$72.50
	JMW	Telephone conference with R. Joos (investment advisor) re case status	0.20	\$145.00
6/15/2018	JMW	Analyze uncategorized investors inquiry log	0.10	\$72.50
	JMW	Exchange email correspondence with S. Persichilli re investor inquiries re claims website	0.10	\$72.50
6/18/2018	SDP	Exchange e-mail correspondence with B. Tydines re status of cases	0.20	\$75.00
	JMW	Analyze correspondence from S. Heckert re inquiry from K. Kwiatel re structured settlements	0.10	\$72.50
6/20/2018	DAF	Prepare for weekly update call with committee, noteholder group and unitholder group	0.50	\$537.50
	DMS	Prepare for update call with Committees	0.20	\$249.00
	DAF	Email exchanges with B. Sharp re preparation for committee update call	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchange with F. Chin re preparation for committee update call	0.10	\$107.50
	DMS	Attend weekly call with UCC, noteholder, and unitholder professionals to discuss strategy and next steps	0.20	\$249.00
	DAF	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.20	\$215.00
	JMW	Attend weekly call with UCC, noteholder, and unitholder professionals to discuss strategy and next steps	0.20	\$145.00
6/21/2018	DAF	Analyze noteholder and unitholder websites re updated communications	0.20	\$215.00
	MLT	Analyze updated websites for unitholders and noteholders	0.10	\$124.50
	JMW	Analyze revisions to committees' websites	0.20	\$145.00
6/26/2018	SDP	Telephone conference with D. Brooks re case status	0.10	\$37.50
	SDP	Telephone conference with C. Patel re case status	0.10	\$37.50
	SDP	Telephone conference with G. Mackenzie re case status; follow-up email re same	0.20	\$75.00
6/27/2018	MLT	Prepare for weekly call with committees	0.30	\$373.50
	DAF	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.70	\$752.50
	MLT	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.70	\$871.50
	JMW	Attend weekly call with UCC, Noteholder, and Unitholder professionals to discuss strategy and next steps	0.70	\$507.50
6/28/2018	SDP	Telephone conference with D. Lawless re status of cases; follow-up email re same	0.10	\$37.50
6/29/2018	JMW	Analyze "unknown" inquiry log	0.10	\$72.50
Professional Services Rendered			7.90	\$7,222.50

For Services Rendered Through 6/30/2018

In Reference To: Non-Working Travel

File No.: 2314-0015

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/2018	DMS	One-half non-working travel (unbilled) to Delaware for 6/5 hearing	2.00	No Charge
	DMS	One-half non-working travel to Delaware for 6/5 hearing	2.00	\$2,490.00
6/5/2018	DMS	Return to LA from Delaware (non-working time billed)	4.00	\$4,980.00
	DMS	Return to LA from Delaware (non-working time unbilled)	4.00	No Charge
Professional Services Rendered			<u>12.00</u>	<u>\$7,470.00</u>

For Services Rendered Through 6/30/2018

In Reference To: Plan and Disclosure Statement

File No.: 2314-0016

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	DAF	Revise disclosure statement	3.80	\$4,085.00
	DAF	Revise plan	0.40	\$430.00
	MLT	Revise SEC letter re trust interest registration	0.70	\$871.50
	JMW	Draft securities law consequences section of disclosure statement	3.20	\$2,320.00
	JMW	Draft tax law consequences section of disclosure statement	4.40	\$3,190.00
	JMW	Revise disclosure statement section re status and progress of cases	2.30	\$1,667.50
	WLH	Revise current draft Chapter 11 plan, including to incorporate YCST comments	2.10	\$1,879.50
	WLH	Revise current draft form of Confirmation Order	0.20	\$179.00
	WLH	Revise draft SEC letter re request for waivers	0.70	\$626.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Further revise working draft plan re transfer restrictions	0.30	\$268.50
	SMK	Draft ballots and notice of non-voting status	1.10	\$742.50
	DAF	Analyze additional plan comments	0.50	\$537.50
	DAF	Analyze draft SEC letter re trust interest registration	0.40	\$430.00
	KNK	Analyze correspondence from P. Jackson re plan edits	0.10	\$147.50
	KNK	Analyze correspondence from W. Holt re plan edits	0.10	\$147.50
	MLT	Analyze corporate and tax plan comments	0.50	\$622.50
	MLT	Analyze plan comments from Drinker Biddle	0.10	\$124.50
	MLT	Analyze draft letter from D. Barton re SEC letter re trust interest registration	0.60	\$747.00
	JMW	Analyze draft SEC letter re trust interest registration	0.20	\$145.00
	RJP	Analyze draft plan provision re trading moratorium and consent issues	0.50	\$497.50
	WLH	Analyze new Drinker and Young Conaway plan comments	0.60	\$537.00
	WLH	Analyze turn of draft Disclosure Statement	0.40	\$358.00
	JDY	Comment on draft letter to SEC re reporting SEC requirements	1.10	\$825.00
	DAF	Confer with M. Tuchin, J. Weiss re SEC letter regarding trust interest registration	0.50	\$537.50
	MLT	Confer with D. Fidler and J. Weiss re SEC letter re trust interest registration	0.50	\$622.50
	JMW	Confer with M. Tuchin, D. Fidler re SEC letter re trust interest registration	0.50	\$362.50
	DAF	Email exchanges with W. Holt and T. Jeremiassen re plan ballot information	0.20	\$215.00
	DAF	Confer with R. Pachulski, M. Tuchin re plan revisions	0.20	\$215.00
	DAF	Confer with F. Reiss re plan and disclosure statement status and timing	0.30	\$322.50
	MLT	Confer with R. Pachulski and D. Fidler re plan revisions	0.20	\$249.00
	WLH	Exchange e-mail correspondence with D. Boyce and V. Calder re tax issues re Liquidation Trust Interests (numerous)	0.30	\$268.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Exchange emails with D. Fidler and T. Jeremiassen re investor balloting details and Unsecured Creditors' Committee requests re same	0.20	\$179.00
6/2/2018	MLT	Further revise letter to SEC re registration of trust interests	0.90	\$1,120.50
	DAF	Email exchanges with F. Chin re revised business plan	0.20	\$215.00
6/3/2018	WLH	Analyze correspondence from R. Pachulski re plan revisions	0.10	\$89.50
6/4/2018	MLT	Prepare comments to disclosure statement	1.50	\$1,867.50
	JMW	Revise background, facts, and legal argument portions of letter to SEC re plan process and registration and transferability of trust interests	6.30	\$4,567.50
	WLH	Revise draft forms of non-voting notice and Class 3,4, and 6 ballots	1.30	\$1,163.50
	WLH	Revise current draft plan to address tax counsel comments	0.20	\$179.00
	SMK	Analyze and incorporate W. Holt revisions to ballots for voting classes	0.40	\$270.00
	JDY	Draft operating agreement for wind-down entity	3.80	\$2,850.00
	JDY	Revise draft letter to SEC re securities law issues	1.70	\$1,275.00
	MLT	Analyze revised disclosure statement	2.40	\$2,988.00
	WLH	Telephone conference with J. Yi re wind-down governance issues	0.10	\$89.50
	SMK	Email to W. Holt re ballots for voting classes	0.10	\$67.50
	SMK	Email D. Fidler and J. Weiss re ballots for voting classes	0.10	\$67.50
	MLT	Exchange e-mail correspondence with B. Sharp re SEC letter	0.10	No Charge
	MLT	Analyze correspondence from D. Boyce re draft letter to SEC re registration and plan issues	0.10	\$124.50
	MLT	Confer with R. Pachulski re F. Chin's employment by wind-down entity	0.40	\$498.00
6/5/2018	MLT	Revise correspondence to SEC re registration of trust interest	1.90	\$2,365.50
	JMW	Revise SEC letter re trust interest registration	0.60	\$435.00
	WLH	Revise current draft Chapter 11 plan	0.80	\$716.00
	WLH	Revise draft Wind-Down Governance Agreement	0.60	\$537.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMK	Draft disclosure statement order, including ballots as exhibits thereto	1.90	\$1,282.50
	DAF	Analyze revised business plan	0.40	\$430.00
	MLT	Analyze business plan cash flows	0.30	\$373.50
	MLT	Telephone conference with F. Chin re revised business plan	0.10	\$124.50
	MLT	Prepare correspondence to D. Barton re SEC registration issues	0.10	\$124.50
6/6/2018	DAF	Prepare comments to revised business plan	0.40	\$430.00
	WLH	Revise current working draft Chapter 11 plan	0.50	\$447.50
	KNK	Analyze correspondence from W. Holt re updated chart of Ch. 11 plan	0.10	\$147.50
	KNK	Analyze revised draft of Ch. 11 plan	0.30	\$442.50
	MLT	Analyze cash flow reconciliation	0.40	\$498.00
	MLT	Analyze revised SEC letter from D. Barton (re registration)	0.20	\$249.00
	MLT	Analyze revised plan	0.50	\$622.50
	JMW	Analyze Pachulski revisions to SEC letter	0.10	\$72.50
	JMW	Analyze updated 6/6 plan redline	0.30	\$217.50
	WLH	Analyze revised draft of SEC letter and related emails	0.10	\$89.50
	WLH	Analyze further revised SEC letter and emails re process respecting same	0.10	\$89.50
	JDY	Comment on draft letter to SEC re securities law issues	0.70	\$525.00
	JMW	Telephone conference with M. Tuchin, J. Yi re SEC letter revisions pursuant to call with D. Barton	0.10	\$72.50
	MLT	Analyze correspondence from B. Sharp re revised SEC letter	0.10	No Charge
	JDY	Conference call with D. Barton, M. Tuchin and J. Weiss re revised SEC letter	0.30	\$225.00
	MLT	Confer with R. Pachulski and F. Chin re cash flow	0.80	\$996.00
	MLT	Telephone conference with D. Barton, J. Yi, and J. Weiss re revised SEC letter	0.20	\$249.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Telephone conference with D. Barton, M. Tuchin, J. Yi re revised SEC letter	0.20	\$145.00
	WLH	Prepare correspondence to full Committees working group re revised plan draft	0.10	\$89.50
6/7/2018	DAF	Prepare revisions to plan ballots	0.50	\$537.50
	SMK	Draft revisions to ballots to incorporate D. Fidler and J. Weiss comments	0.60	\$405.00
	DAF	Analyze draft plan ballots	0.40	\$430.00
	DAF	Confer with W. Holt re plan ballots issues	0.20	\$215.00
	JMW	Analyze correspondence from W. Holt and S. Kidder re ballot treatment of Class 6 creditors	0.20	\$145.00
	WLH	Exchange e-mail correspondence with J. Weiss and S. Kidder re plan ballot issues	0.10	\$89.50
	WLH	Telephone conference with D. Fidler re plan ballot issues	0.20	\$179.00
	SMK	Exchange emails with W. Holt, J. Weiss re ballots	0.20	\$135.00
	MLT	Analyze correspondence from E. Held and B. Sharp re DOJ letter	0.10	\$124.50
	JMW	Analyze correspondence from B. Sharp, E. Held re SEC letter comments	0.10	\$72.50
	DAF	Call with J. Pomerantz, J. Fried, C. Nelson, T. Jeremiassen, N. Tronszak, W. Holt, J. Weiss re solicitation procedures	0.50	\$537.50
	JMW	Call with J. Pomerantz, J. Fried, C. Nelson, T. Jeremiassen, N. Troszak, D. Fidler, W. Holt re solicitation procedures	0.50	\$362.50
	WLH	Telephone conference with J. Pomerantz, J. Fried, C. Nelson, T. Jeremiassen, N. Trosak, J. Weiss and D. Fider re solicitation procedures	0.50	\$447.50
6/8/2018	JMW	Provide suggested revisions on draft plan ballots for impaired class solicitation	0.50	\$362.50
	WLH	Revise current draft Class 6 Ballot	0.20	\$179.00
	WLH	Revise current draft plan including based on R. Orgel comments	0.30	\$268.50
	WLH	Revise current working draft form of Confirmation Order	0.10	\$89.50
	SMK	Draft further revisions to ballots to incorporate D. Fidler and J. Weiss comments	0.50	\$337.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JDY	Further revise draft letter to SEC per committee comments to Ch. 11 plan and auditor comments and prepare for submission	0.70	\$525.00
	DAF	Analyze revised Class 6 ballot	0.10	\$107.50
	DAF	Analyze committee plan comments re Riverdale issues	0.20	\$215.00
	KNK	Analyze correspondence from R. Orgel re comments on plan	0.40	\$590.00
	MLT	Analyze revised plan from R. Orgel	0.50	\$622.50
	MLT	Analyze revised SEC letter (several versions)	0.50	\$622.50
	JMW	Analyze draft plan ballots for impaired class solicitation	0.70	\$507.50
	JMW	Analyze committees' suggested revisions to SEC letter re trading of trust interests	0.40	\$290.00
	JMW	Analyze final version of SEC letter re trading of trust interests prior to execution	0.30	\$217.50
	JMW	Analyze revised version of plan (incorporating R. Orgel (committee) comments)	0.40	\$290.00
	RJP	Review scheduling order and related deadlines in connection with motion to terminate exclusivity	0.20	\$199.00
	WLH	Analyze new rounds of R. Orgel plan comments	0.50	\$447.50
	WLH	Analyze Drinker comments on SEC letter	0.10	\$89.50
	JDY	Analyze comments from P. Jackson to SEC letter	0.20	\$150.00
	DAF	Confer with J. Weiss re plan ballots	0.20	\$215.00
	WLH	Prepare emails to D. Filder and J. Weiss re disclosure statement excerpt	0.10	\$89.50
	WLH	Prepare emails to M. Tuchin, D. Fidler and J. Weiss re plan service issues	0.10	\$89.50
	WLH	Exchange e-mail correspondence with D. Fidler, J. Weiss and S. Kidder re ballot issues (numerous)	0.30	\$268.50
	DAF	Call with B. Sharp re plan solicitation and ballots	0.20	\$215.00
	DAF	Analyze correspondence from B. Sharp re plan comments and auditor	0.10	\$107.50
	DAF	Analyze emails from B. Sharp re SEC letter re liquidation trust and reporting	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Analyze correspondence from B. Sharp, V. Calder re R. Orgel's comments to plan	0.10	\$124.50
	MLT	Prepare correspondence to board re SEC letter	0.10	\$124.50
	JMW	Analyze correspondence from B. Sharp re auditor comments to SEC letter	0.10	\$72.50
	JDY	Exchange emails with B. Sharp re auditor comments to SEC letter	0.20	\$150.00
	DAF	Email exchange with E. Young re plan ballots	0.10	\$107.50
	JDY	Call with D. Barton re SEC letter	0.20	\$150.00
	DAF	Prepare detailed email to K. Brountzas, E. Westberg re plan ballots and solicitation materials	0.40	\$430.00
	DAF	Confer with R. Pachulski re plan solicitation procedures and executive summary	0.80	\$860.00
	DAF	Email to R. Pachulski re plan executive summary	0.10	\$107.50
	DAF	Email exchange with S. Persichilli re plan ballots	0.10	\$107.50
	DAF	Confer with F. Reiss re plan solicitation and disclosure statement	0.20	\$215.00
	MLT	Exchange e-mail correspondence with J. Sabin re draft SEC letter	0.10	\$124.50
	MLT	Exchange e-mail correspondence with D. Barton, P. Jackson, E. Held, B. Sharp re SEC letter	0.20	\$249.00
6/9/2018	MLT	Prepare for meeting with R. Nevins and J. Sabin re letter to SEC re registration	0.10	No Charge
	JMW	Research regarding availability of exemption under Bankruptcy Code § 1145 to issue securities under plan	2.40	\$1,740.00
	WLH	Analyze Sabin email re section 1145 questions	0.10	\$89.50
	RJP	Review correspondence from J. Weiss re opposition to exclusivity termination motion and motion to further extend exclusivity	0.10	\$99.50
	JMW	Analyze correspondence from J. Sabin re comment to SEC letter re transferability of trust interests	0.10	\$72.50
6/10/2018	JMW	Further research re section 1145 and registration and transferability of trust interests	1.10	\$797.50
6/11/2018	MLT	Revise business plan update	1.20	\$1,494.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Revise draft Class 6 ballot	0.10	\$89.50
	WLH	Revise current working draft form of Confirmation Order	0.50	\$447.50
	WLH	Revise current working draft Chapter 11 plan	1.20	\$1,074.00
	SMK	Draft disclosure statement/plan procedures motion and proposed order, and exhibits thereto	3.60	\$2,430.00
	DAF	Analyze updated California property business plan	0.50	\$537.50
	MLT	Analyze business plan update	0.60	\$747.00
	MLT	Analyze revised tax section of disclosure statement	0.30	\$373.50
	JMW	Analyze updated business plan dated 6/11	0.40	\$290.00
	WLH	Analyze redline of tax insert for the disclosure statement	0.10	\$89.50
	DAF	Confer with J. Weiss re motion to extend exclusivity	0.30	\$322.50
	JMW	Confer with R. Pfister re opposition to Sarachek exclusivity termination	0.20	\$145.00
	JMW	Confer with D. Fidler re motion to extend exclusivity	0.30	\$217.50
	RJP	Confer with J. Weiss re opposition to Saracheck exclusivity	0.20	\$199.00
	DAF	Email exchange with M. Sorenson re plan conditions to occurrence of effective date	0.10	\$107.50
	RJP	Exchange email correspondence with I. Bambrick, S. Beach re preparation of opposition to motion to terminate exclusivity and cross-motion to further extend exclusivity	0.20	\$199.00
	WLH	Exchange e-mail correspondence with D. Boyce re plan revisions	0.10	\$89.50
	DAF	Call with S. Persichilli, K. Broutzas, E. Young, W. Holt, J. Weiss re plan solicitation procedures and ballots	0.50	\$537.50
	MLT	Analyze correspondence from F. Reiss and M. Fong re business plan update	0.10	No Charge
	JMW	Telephone conference with S. Persichilli, K. Broutzas, E. Young, D. Fidler, W. Holt re solicitation procedures	0.50	\$362.50
	WLH	Telephone conference with S. Persichilli, K. Broutzas, E. Young, D. Fidler, J. Weiss re solicitation procedures	0.50	\$447.50
6/12/2018	JMW	Revise plan language re calculation of claims for disputed noteholders	0.80	\$580.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Revise current working drafts of plan procedures motion and proposed order	1.80	\$1,611.00
	SMK	Draft plan procedures motion and proposed order	1.80	\$1,215.00
	WLH	Analyze issues re potential revisions to plan based on alternative approach to claim numbers for netting and distributions	0.40	\$358.00
	WLH	Analyze further revised Class 6 ballot	0.10	\$89.50
	DAF	Confer with J. Weiss re plan solicitation procedures and ballots	0.20	\$215.00
	DAF	Confer with J. Weiss re opposition to Sarachek motion to terminate exclusivity	0.10	\$107.50
	DAF	Confer with M. Tuchin, J. Weiss re plan solicitation procedures and ballots	0.40	\$430.00
	KNK	Confer with D. Fidler re disclosure statement and confirmation hearing timing	0.10	No Charge
	MLT	Confer with D. Fidler and J. Weiss re plan solicitation procedures and ballots	0.40	\$498.00
	JMW	Confer with D. Fidler re plan solicitation and ballots	0.20	\$145.00
	JMW	Confer with D. Fidler re opposition to Sarachek motion to terminate exclusivity	0.10	\$72.50
	JMW	Confer with M. Tuchin, D. Fidler re plan solicitation procedures and ballots	0.40	\$290.00
	SMK	Draft email to M. Tuchin re ballots	0.10	\$67.50
6/13/2018	DAF	Revise executive summary of plan and disclosure statement	0.50	\$537.50
	MLT	Revise form of ballot	0.70	\$871.50
	MLT	Revise Plan Overview and Summary for Solicitation Package	0.50	\$622.50
	MLT	Telephone conference with J. Freed re opposition to Sarachek exclusivity motion and disclosure statement comments	0.10	\$124.50
	JMW	Revise motion to establish voting and solicitation procedures	6.80	\$4,930.00
	JMW	Revise draft executive summary of plan for solicitation package as requested by committee	1.40	\$1,015.00
	WLH	Prepare new standalone short summary of the Plan	1.60	\$1,432.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Revise draft plan procedures motion	0.20	\$179.00
	WLH	Revise current draft Chapter 11 plan	0.20	\$179.00
	WLH	Further revise standalone plan summary	0.20	\$179.00
	WLH	Revise draft plan procedures order	0.10	\$89.50
	SMK	Draft disclosure statement order, including changes to conform to J. Weiss revisions to motion	0.80	\$540.00
	WLH	Analyze proposed changes to plan procedures motion and related emails	0.30	\$268.50
	DAF	Confer with W. Holt, J. Weiss re motion to approve plan solicitation procedures	0.30	\$322.50
	DAF	Confer with J. Weiss re opposition to Sarachek motion to terminate exclusivity	0.30	\$322.50
	DAF	Confer with W. Holt re executive summary of plan	0.40	\$430.00
	JMW	Confer with D. Fidler re opposition to Sarachek motion to terminate authority	0.30	\$217.50
	JMW	Confer with D. Fidler, W. Holt re motion to approve plan solicitation procedures	0.30	\$217.50
	WLH	Confer with D. Fidler and J. Weiss re motion to approve plan solicitation procedures	0.30	\$268.50
	WLH	Confer with D. Fidler re plan executive summary	0.40	\$358.00
	MLT	Confer with F. Chin and R. Pachulski re business plan issues	2.80	\$3,486.00
	MLT	Analyze correspondence from W. Holt to R. Pachulski, J. Pomerantz, and C. Nelson re solicitation package	0.10	\$124.50
	WLH	Prepare correspondence to unsecured creditors' committee advisors re draft standalone plan summary	0.20	\$179.00
6/14/2018	JMW	Legal research re opposition to Sarachek exclusivity termination motion	3.80	\$2,755.00
	JMW	Draft opposition to Sarachek exclusivity termination motion	2.40	\$1,740.00
	WLH	Review and revise current drafts of all solicitation package materials, including motion, order, notices, and ballots	1.70	\$1,521.50
	WLH	Revise updated version of Liquidation Trust Agreement	0.70	\$626.50
	SMK	Further drafting of solicitation materials to incorporate, inter alia, Garden City timeline	1.30	\$877.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JDY	Review and comment on draft liquidation trust agreement	1.20	\$900.00
	DAF	Revise plan solicitation and balloting procedures	1.30	\$1,397.50
	DAF	Analyze liquidation trust agreement re trading issues	0.40	\$430.00
	MLT	Analyze Garden City estimate for solicitation options	0.10	\$124.50
	JMW	Analyze revised updated business plan 6-14-18	0.40	\$290.00
	WLH	Analyze status of items for the plan supplement	0.20	\$179.00
	WLH	Exchange e-mail correspondence with J. Yi re LTA transfer restrictions	0.10	\$89.50
	MLT	Call with F. Chin, M. Fong, and M. Kemper re revisions to business plan	0.70	\$871.50
	JMW	Telephone conference with W. Holt, T. Jeremiassen, and N. Troszak re consolidated amounts on Class 3, 5, and 6 ballots	0.30	\$217.50
	WLH	Telephone conference with J. Weiss, T. Jeremiassen, and N. Troszak re consolidated amounts on Class 3, 5, and 6 ballots	0.30	\$268.50
	DAF	Email to R. Pachulski re plan solicitation package	0.10	\$107.50
	MLT	Telephone conference with D. Baddley re plan issues	0.50	\$622.50
	MLT	Exchange email correspondence with D. Baddley re solicitation materials	0.10	\$124.50
	MLT	Confer with R. Pachulski re solicitation issues	0.60	\$747.00
	MLT	Confer with R. Pachulski re business plan issues	0.20	\$249.00
	DAF	Email exchanges with S. Persichilli re preparation of plan solicitation packages and cost estimates	0.30	\$322.50
	JMW	Telephone conference with S. Persichilli, E. Young, K. Brountzas, I. Bambrick, E. Morton, W. Holt, N. Troszack, E. Held, re solicitation procedures and mailing options	0.30	\$217.50
	WLH	Telephone conference with S. Persichilli, E. Young, K. Brountzas, I. Bambrick, E. Morton, J. Weiss, N. Troszack, E. Held, re solicitation procedures and mailing options	0.30	\$268.50
6/15/2018	JMW	Continue legal research re case law for opposition to Sarachek exclusivity termination	3.10	\$2,247.50
	MLT	Revise business plan update	0.80	\$996.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Continue drafting opposition to Sarachek termination of exclusivity motion	2.20	\$1,595.00
	DAF	Analyze revised business plan	0.40	\$430.00
	DAF	Analyze plan provisions re transfer and vesting of assets in wind-down entity (response to issues raised by E. Held)	0.30	\$322.50
	MLT	Analyze revised business plan update (two versions)	0.70	\$871.50
	JMW	Analyze revisions to business plan	0.20	\$145.00
	WLH	Analyze issues re clearing title under the plan	0.10	\$89.50
	WLH	Analyze follow-up points re payment data questions	0.10	\$89.50
	WLH	Analyze correspondence re solicitation cost estimates	0.10	\$89.50
	WLH	Analyze liquidity facility term sheet and possible plan revisions re same	0.30	\$268.50
	DAF	Confer with W. Holt and J. Weiss re Committee comments to disclosure statement	0.20	\$215.00
	JMW	Confer with D. Fidler and W. Holt re committee comments to disclosure statement	0.20	\$145.00
	WLH	Confer with D. Fidler and J. Weiss re committee comments to disclosure statement	0.20	\$179.00
	DAF	Confer with F. Chin re business plan	0.10	\$107.50
	MLT	Exchange email correspondence with F. Chin and M. Fong re business plan update	0.20	\$249.00
	WLH	Telephone conference with R. Orgel (Pachulski) re plan and disclosure statement issues	0.90	\$805.50
	DAF	Email exchanges with S. Persichilli re plan solicitation packages	0.20	\$215.00
	WLH	Prepare correspondence to GCG re draft plan procedures and solicitation materials	0.10	\$89.50
6/16/2018	DAF	Analyze updated Riverdale title report and collateral assignment review re schedule of Plan Class 6 members	0.40	\$430.00
	WLH	Analyze mechanics re alternative approach to application of Prepetition Distributions	0.20	\$179.00
6/17/2018	JMW	Research re opposition to Sarachek exclusivity motion	1.80	\$1,305.00
	DAF	Prepare initial comments to confirmation order	0.50	\$537.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Continue drafting opposition to Sarachek exclusivity motion	1.30	\$942.50
	DAF	Analyze draft confirmation order	0.70	\$752.50
	JMW	Analyze updated business plan as circulated by M. Fong on 6-17	0.20	\$145.00
	DAF	Confer with J. Weiss re netting of claims	0.20	\$215.00
	JMW	Confer with D. Fidler re netting of claims	0.20	\$145.00
	WLH	Prepare issues re Liquidation Analysis draft	0.20	\$179.00
6/18/2018	JMW	Research re case law and legislative history in support of opposition to Sarachek exclusivity termination motion	2.30	\$1,667.50
	RJP	Review case law re motion to terminate exclusivity	0.30	\$298.50
	SCL	Research on U.S.C. 1121(d) and "cause" for terminating exclusivity	2.50	\$625.00
	JMW	Finish draft of opposition to Sarachek exclusivity termination motion	4.80	\$3,480.00
	RJP	Revise opposition to motion to terminate exclusivity	1.40	\$1,393.00
	WLH	Revise current draft notes to Liquidation Analysis	0.10	\$89.50
	SMK	Further revision to solicitation/procedures motion and order	0.60	\$405.00
	DAF	Analyze revised business plan	0.40	\$430.00
	DMS	Review La Rochelle motion to terminate exclusivity	0.30	\$373.50
	DMS	Revise opposition to La Rochelle motion to terminate exclusivity	1.00	\$1,245.00
	JMW	Analyze draft plan liquidation analysis	0.40	\$290.00
	WLH	Analyze new draft of the Liquidation Analysis and explanatory notes thereto	0.50	\$447.50
	DAF	Confer with W. Holt re netting of claims and calculation of trust interests	0.40	\$430.00
	RJP	Exchange email correspondence with J. Weiss and D. Stern re opposition to motion to terminate exclusivity	0.20	\$199.00
	WLH	Confer with D. Fidler re netting of claims and calculation of trust interests	0.40	\$358.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze numerous correspondence from S. Ferrero re Riverdale Class 6 analysis	0.30	\$322.50
	MLT	Analyze correspondence from M. Fong re business plan update	0.30	\$373.50
6/19/2018	EBZ	Research re mechanisms for calculation of investor claims in Ponzi schemes	1.80	\$1,251.00
	DAF	Prepare claims netting calculation scenarios	0.50	\$537.50
	MLT	Revise opposition to motion to termination exclusivity	0.90	\$1,120.50
	MLT	Exchange e-mail correspondence with R. Orgel re comments to plan and disclosure statement	0.30	\$373.50
	JMW	Final revisions to opposition to Sarachek exclusivity termination motion	3.10	\$2,247.50
	SMG	Prepare motion to extend exclusivity	1.10	\$687.50
	DAF	Analyze committee plan and disclosure statement revisions	0.60	\$645.00
	MLT	Analyze revised plan and disclosure statement from R. Orgel	1.40	\$1,743.00
	JMW	Analyze creditors' committee plan comments	0.60	\$435.00
	JMW	Analyze creditors' committee disclosure statement comments	0.70	\$507.50
	WLH	Analyze new round of R. Orgel comments on draft Plan and Disclosure Statement	0.60	\$537.00
	WLH	Analyze Young Conway comments on draft Disclosure Statement	0.20	\$179.00
	DAF	Confer with J. Weiss re committee comments to disclosure statement	0.30	\$322.50
	JMW	Confer with D. Fidler re committee comments to disclosure statement	0.30	\$217.50
	RJP	Review opposition to motion to terminate exclusivity final version revisions	0.10	\$99.50
	MLT	Exchange e-mail correspondence with M. Fong and B. Sharp re business plan	0.10	No Charge
	DAF	Analyze correspondence from S. Beach re disclosure statement comments	0.30	\$322.50
	WLH	Prepare correspondence to R. Orgel (Pachulski) re questions re his proposed presentation of recovery numbers	0.20	\$179.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Exchange further emails with R. Orgel re recovery calculations (multiple)	0.20	\$179.00
	JMW	Exchange e-mail correspondence with R. Orgel re committee disclosure statement comments	0.40	\$290.00
6/20/2018	EBZ	Research re mechanisms for calculation of investor claims in Ponzi schemes	2.50	\$1,737.50
	SMK	Research re plan procedures issues	2.40	\$1,620.00
	SMK	Further revisions on plan procedures motion, order, and ballots	1.40	\$945.00
	DAF	Analyze Young Conaway comments to opposition to Sarachek motion to terminate exclusivity	0.10	\$107.50
	DAF	Analyze updated schedules of Riverdale noteholders for inclusion in Class 6 of the Plan	0.40	\$430.00
	MLT	Analyze updated business plan and model	0.70	\$871.50
	MLT	Analyze Young Conaway's comments to disclosure statement	0.40	\$498.00
	JMW	Analyze Young Conaway suggested revisions to exclusivity opposition	0.20	\$145.00
	RJP	Analyze near-final and final, as-filed opposition to motion to terminate exclusivity and supporting exhibit thereto	0.40	\$398.00
	WLH	Analyze email from E. Young (GCG) re solicitation procedures issues	0.10	\$89.50
	WLH	Prepare emails to D. Fidler, J. Weiss, and S. Kidder re balloting issues (multiple)	0.10	\$89.50
	DAF	Analyze correspondence from B. Sharp re company business plan	0.10	\$107.50
	DAF	Email exchange with E. Young re plan solicitation procedures and timing, ballots	0.20	\$215.00
	RJP	Exchange email correspondence with B. Feldman re opposition to motion to terminate exclusivity	0.20	\$199.00
	JMW	Analyze correspondence from E. Young (Garden City) re solicitation topics for 6/21 call	0.10	\$72.50
	SMK	Analyze email from E. Young of Garden City re plan procedures	0.20	\$135.00
6/21/2018	JMW	Prepare for call with solicitation procedures team	0.20	\$145.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	EBZ	Research re caselaw regarding calculation of investor claims in Ponzi schemes	3.20	\$2,224.00
	JMW	Research re standards for plan-incorporated consolidation in Third Circuit	1.30	\$942.50
	SMG	Research re substantive consolidation standards and options	3.10	\$1,937.50
	WLH	Revise current draft Chapter 11 plan, including to address most recent R. Orgel comments	1.30	\$1,163.50
	WLH	Revise current working draft confirmation order	0.80	\$716.00
	WLH	Revise standalone short summary document, including to address R. Orgel comments	1.00	\$895.00
	SMG	Prepare second motion to extend exclusivity	2.60	\$1,625.00
	DAF	Analyze updated Riverdale noteholder summary for inclusion in Class 6	0.30	\$322.50
	WLH	Analyze necessary revisions to solicitation materials	0.10	\$89.50
	WLH	Analyze issues re plan impact on leasehold matters	0.20	\$179.00
	WLH	Close review of R. Orgel comments and questions re draft disclosure statement	0.70	\$626.50
	DAF	Confer with J. Weiss re solicitation procedures and confirmation timeline	0.30	\$322.50
	DAF	Confer with J. Weiss re motion to extend exclusivity	0.20	\$215.00
	DAF	Confer with E. Zisblatt re calculation of investor claims in Ponzi scheme	0.30	\$322.50
	EBZ	Confer with D. Fidler re calculation of investor claims in Ponzi schemes	0.30	\$208.50
	JMW	Confer with D. Fidler re solicitation procedures and confirmation timeline	0.30	\$217.50
	JMW	Confer with D. Fidler re motion to extend exclusivity	0.20	\$145.00
	DAF	Analyze correspondence from I. Bambrick re proposed plan solicitation timeline	0.10	\$107.50
	WLH	Telephone conference with R. Orgel re disclosure statement issues	0.20	\$179.00
	SMK	Analyze I. Bambrick email re solicitation/confirmation schedule	0.20	\$135.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Telephone conference with K. Broutzas, E. Young, S. Persichilli, W. Holt, N. Troszak, I. Bambrick re solicitation procedures	0.70	\$507.50
	WLH	Telephone conference with K. Broutzas, E. Young, S. Persichilli, J. Weiss, N. Troszak, I. Bambrick re solicitation procedures	0.70	\$626.50
6/22/2018	EBZ	Research re caselaw regarding calculation of investor claims in Ponzi schemes	3.70	\$2,571.50
	SMG	Research re substantive consolidation standards and options	2.60	\$1,625.00
	SMG	Research re unfair discrimination and classification issues	0.60	\$375.00
	DAF	Revise plan and disclosure statement	0.60	\$645.00
	KNK	Prepare correspondence to W. Holt, D. Fidler, J. Weiss re revision to revised plan	0.10	No Charge
	JMW	Revise disclosure statement to incorporate comments from official committee and tax counsel	1.60	\$1,160.00
	WLH	Revise current working draft Chapter 11 plan	1.40	\$1,253.00
	WLH	Revise working draft short summary document	0.30	\$268.50
	WLH	Further revise draft Chapter 11 plan, including to address K. Klee's comments	0.20	\$179.00
	SMK	Further drafting of plan procedures motion/order and ballots	2.50	\$1,687.50
	SCL	Research on unfair discrimination and equal treatment in Ch. 11 plans	1.50	\$375.00
	KNK	Analyze correspondence from W. Holt re revised plan	0.10	\$147.50
	KNK	Analyze revised Ch. 11 plan	0.70	\$1,032.50
	MLT	Analyze revised plan and summary	0.80	\$996.00
	JMW	Analyze redline of revised plan incorporating committee comments	0.50	\$362.50
	WLH	Analyze revised draft plan procedures order	0.10	\$89.50
	DAF	Confer with W. Holt re classification of Riverdale noteholders under plan	0.30	\$322.50
	JMW	Confer with W. Holt re committee comments to disclosure statement	0.40	\$290.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	WLH	Confer with D. Fidler re classification of Riverdale noteholders under Plan	0.30	\$268.50
	WLH	Confer with J. Weiss re committee comments to disclosure statement	0.40	\$358.00
	JMW	Prepare correspondence to E. Held re vesting of properties in wind down entity	0.10	\$72.50
	DAF	Confer with F. Reiss re status of plan and disclosure statement	0.30	\$322.50
	WLH	Exchange e-mail correspondence with GCG re solicitation timeline	0.10	\$89.50
	WLH	Prepare correspondence to full Committees working group re revised plan and next steps	0.10	\$89.50
	WLH	Prepare correspondence to Unsecured Creditors' Committee advisors re revised short summary document	0.10	\$89.50
6/24/2018	DAF	Revise second motion to extend exclusivity	0.60	\$645.00
6/25/2018	EBZ	Research re caselaw regarding calculation of investor claims in Ponzi schemes	1.70	\$1,181.50
	SCL	Research unfair discrimination / equal treatment under Ch. 11 plans	3.80	\$950.00
	DAF	Revise liquidation analysis	0.50	\$537.50
	DAF	Prepare additional disclosure statement revisions	0.80	\$860.00
	EBZ	Prepare memo re caselaw regarding calculation of investor claims in Ponzi schemes	2.50	\$1,737.50
	JMW	Revise (continue) disclosure statement pursuant to committee and tax counsel comments and case developments	5.70	\$4,132.50
	WLH	Revise draft Liquidation Analysis, including based on D. Fidler's comments	0.40	\$358.00
	WLH	Revise current working draft LLC Agreement for the Wind-Down Entity	0.50	\$447.50
	WLH	Revise current draft Liquidation Trust Agreement	0.80	\$716.00
	WLH	Revise proposed form of Confirmation Order	0.50	\$447.50
	WLH	Prepare Plan Supplement notice and compilation	0.50	\$447.50
	DAF	Analyze updated liquidation analysis	0.30	\$322.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze further revised disclosure statement (incorporating committee comments)	0.40	\$430.00
	JMW	Analyze revised liquidation analysis	0.30	\$217.50
	WLH	Analyze revised draft of disclosure statement and related emails	0.90	\$805.50
	DAF	Confer with J. Weiss re disclosure statement revisions	0.20	\$215.00
	JMW	Confer with D. Fidler re disclosure statement revisions	0.20	\$145.00
	WLH	Prepare correspondence to E. Held (DSI) re revised Liquidation Analysis and notes thereto	0.10	\$89.50
6/26/2018	SCL	Research unfair discrimination and equal treatment in Ch. 11 plans	0.20	\$50.00
	DAF	Revise solicitation procedures motion	0.50	\$537.50
	DAF	Analyze claims "netting" research memo re treatment of claims in Ponzi schemes	0.30	\$322.50
	KNK	Analyze disclosure statement	1.90	\$2,802.50
	MLT	Analyze revised disclosure statement	1.70	\$2,116.50
	JMW	Analyze confirmation order provisions re vesting of assets	0.20	\$145.00
	WLH	Analyze pleading re title implications for revesting properties	0.20	\$179.00
	WLH	Analyze open plan content and process-related issues	0.40	\$358.00
	DAF	Confer with W. Holt re business plan and disclosure statement	0.20	\$215.00
	DAF	Email exchanges with J. Weiss re motion to extend exclusivity	0.10	\$107.50
	JMW	Exchange e-mail correspondence with D. Fidler re motion to extend exclusivity	0.10	\$72.50
	WLH	Confer with D. Fidler re business plan and disclosure statement	0.20	\$179.00
	DAF	Email exchanges with F. Chin re disclosure statement exhibits	0.20	\$215.00
	DAF	Analyze correspondence from D. Boyce re revisions to tax section of disclosure statement	0.10	\$107.50
	MLT	Analyze correspondence from V. Calder re revised disclosure statement	0.10	No Charge

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Exchange e-mail correspondence with V. Calder re disclosure statement tax comments	0.20	\$145.00
6/27/2018	SCL	Research unfair discrimination and equal treatment under Ch. 11 plans	3.90	\$975.00
	SMK	Revise ballots to conform to GCG proposed changes	0.40	\$270.00
	DAF	Analyze committee comments to disclosure statement	0.30	\$322.50
	DAF	Analyze revised ballot	0.20	\$215.00
	DAF	Analyze Riverdale property title reports and collateral assignments re schedule of Class 6 noteholders	0.40	\$430.00
	MLT	Analyze revised disclosure statement from R. Orgel	0.30	\$373.50
	MLT	Analyze Notice of Hearing re Motion to Terminate Exclusivity	0.10	No Charge
	JMW	Analyze revised Class 3 ballot	0.40	\$290.00
	JMW	Analyze further committee revisions to disclosure statement	0.30	\$217.50
	JMW	Analyze Joseph Sarachek notice of hearing on exclusivity termination motion	0.10	\$72.50
	WLH	Analyze further R. Orgel comments re disclosure statement; related emails	0.20	\$179.00
	WLH	Analyze GCG ballot mark-up and related issues	0.20	\$179.00
	WLH	Analyze plan timing issues	0.10	\$89.50
	RJP	Prepare email correspondence to D. Fidler and J. Weiss re potential reply in further support of motion to terminate exclusivity	0.10	\$99.50
	DAF	Analyze correspondence from F. Chin re Colorado business plan	0.20	\$215.00
	MLT	Exchange e-mail correspondence with R. Orgel re comments to plan and disclosure statement and exclusivity	0.20	\$249.00
	JMW	Exchange e-mail correspondence with R. Orgel re committee tax comments to disclosure statement	0.10	\$72.50
6/28/2018	EBZ	Research re Third Circuit caselaw re claims calculations in Ponzi scheme cases	1.50	\$1,042.50
	SCL	Research chapter 11 plan standards for unfair discrimination and equal treatment	3.10	No Charge

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Prepare comments to revised ballot	0.20	\$215.00
	DAF	Revise certain plan definitions	0.30	\$322.50
	MLT	Revise exclusivity motion	0.50	\$622.50
	JMW	Revise second motion to extend debtors' exclusive periods	3.80	\$2,755.00
	JMW	Revise solicitation and voting procedures pleadings	1.80	\$1,305.00
	DAF	Analyze revised solicitation procedures	0.40	\$430.00
	JMW	Analyze further edits to proposed ballots	0.30	\$217.50
	JMW	Analyze voting procedures motion for required changes in light of call with DSI and Garden City Group	0.50	\$362.50
	JMW	Analyze plan provisions re net claim mechanics	0.30	\$217.50
	RJP	Analyze draft motion to further extend exclusivity periods	0.50	\$497.50
	WLH	Analyze revised set of solicitation materials	0.60	\$537.00
	WLH	Analyze issues and implications of alternative definitions for the Plan's netting feature	0.70	\$626.50
	WLH	Analyze confirmation of agreed approach re netting certain referral fees paid to noteholders	0.10	\$89.50
	WLH	Analyze issues for call with Fidelity re title language	0.10	\$89.50
	DAF	Confer with M. Tuchin re exclusivity extension	0.20	\$215.00
	DAF	Confer with M. Tuchin re ballots and solicitation procedures	0.20	\$215.00
	DAF	Confer with J. Weiss re list of excluded parties	0.20	\$215.00
	MLT	Confer with D. Fidler re exclusivity extension	0.20	\$249.00
	MLT	Confer with D. Fidler re ballots and solicitation procedures	0.20	\$249.00
	JMW	Confer with D. Fidler re list of excluded parties	0.20	\$145.00
	RJP	Prepare email correspondence to D. Fidler and D. Stern re absence of reply in further support of motion to terminate exclusivity	0.10	\$99.50
	WLH	Exchange emails with D. Fidler and J. Weiss re implications of revised netting approaches (numerous)	0.30	\$268.50
	DAF	Email exchange with M. Sorenson re title insurer language for confirmation order	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Telephone conference with S. Persichilli, E. Young, S. Kidder, S. Beach, N. Troszak re solicitation procedures and ballots	0.40	\$290.00
	JMW	Telephone conference with N. Troszak and T. Jeremiassen re net claim mechanics (twice)	0.10	\$72.50
	RJP	Review email correspondence from S. Beach re draft motion to further extend exclusivity periods	0.10	\$99.50
	SMK	Call with S. Persichilli, N. Troszak, E. Young, S. Beach, J. Weiss re solicitation procedures and ballots	0.40	\$270.00
6/29/2018	EBZ	Research re Third Circuit caselaw re claims calculations in Ponzi scheme cases	3.20	\$2,224.00
	WLH	Research re case law regarding §548(c) defenses and arguments	2.10	\$1,879.50
	SCL	Prepare memo on unfair discrimination and equal treatment in ch. 11 plans	4.70	\$1,175.00
	DAF	Revise exclusivity motion	0.20	\$215.00
	JMW	Revise exclusivity extension motion	1.20	\$870.00
	DAF	Analyze revised schedule of Class 6 claimholders for plan solicitation	0.20	\$215.00
	MLT	Analyze revised motion to extend exclusivity	0.20	\$249.00
	RJP	Analyze M. Tuchin comments on draft motion to extend exclusivity and J. Weiss response re same	0.20	No Charge
	RJP	Analyze final draft and as-filed versions of motion to extend exclusivity	0.30	\$298.50
	WLH	Analyze plan timing issues	0.10	\$89.50
	WLH	Analyze Confirmation Order language and approaches	0.10	\$89.50
	DAF	Confer with J. Weiss re solicitation procedures for excluded parties	0.20	\$215.00
	JMW	Confer with D. Fidler re solicitation procedures for excluded parties	0.20	\$145.00
	DAF	Confer with R. Pachulski, M. Tuchin re plan issues	0.80	\$860.00
	DAF	Call with C. Nelson, M. Litvak, M. Tuchin re trading of trust interests	0.20	\$215.00
	MLT	Confer with R. Pachulski and D. Fidler re plan issues	0.80	\$996.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Telephone conference with M. Litvak, C. Nelson and D. Fidler re trading of trust interests	0.20	\$249.00
	SMK	Analyze B. Feldman email re solicitation procedures	0.10	\$67.50
6/30/2018	MLT	Revise solicitation documents (disclosure statement motion, disclosure statement order, and ballot)	1.60	\$1,992.00
Professional Services Rendered			<u>294.30</u>	<u>\$242,935.00</u>

For Services Rendered Through 6/30/2018

In Reference To: Real Estate Matters (Not Dispositions)

File No.: 2314-0017

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	SDP	Research data room for title reports	1.50	\$562.50
	RJS	Analyze real property title reports	1.20	\$720.00
	DAF	Confer with M. Tuchin re Nimes loan payoff	0.10	\$107.50
	MLT	Confer with D. Fidler re Nimes loan payoff	0.10	\$124.50
	DAF	Email to B. Sharp re seller notes	0.10	\$107.50
	DAF	Prepare detailed email to J. Kuffel, S. Breskal re Nimes loan payoff and re-conveyance	0.30	\$322.50
	DAF	Draft email to M. Ashley, J. Reisner re Nimes loan payoff and re-conveyance	0.20	\$215.00
6/3/2018	DAF	Revise 805 Nimes payoff letter	0.40	\$430.00
	DAF	Analyze 805 Nimes payoff letter and substitution of trustee and full reconveyance documents	0.40	\$430.00
	DAF	Analyze 805 Nimes stipulation re payoff of loan and promissory note	0.10	\$107.50
	DAF	Email exchanges with J. Kuffel re 805 Nimes payoff documents	0.20	\$215.00
6/4/2018	DAF	Analyze 805 Nimes title report	0.10	\$107.50
	DAF	Emails with B. Sharp re calculation of Nimes payoff amount	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchanges with J. Kuffel re payoff calculation	0.10	\$107.50
	DAF	Call with J. Kuffel re Nimes payoff letter	0.20	\$215.00
	DAF	Emails with J. Kuffel re Nimes payoff letter	0.20	\$215.00
	DAF	Emails with S. Breskal, J. Kuffel re 805 Nimes title report	0.20	\$215.00
	DAF	Follow up email to S. Breskal re 805 Nimes title report and APN	0.10	\$107.50
6/5/2018	DAF	Revise Nimes payoff letter (multiple drafts)	0.30	\$322.50
	DAF	Analyze 805 Nimes lender comments to payoff letter and reconveyance	0.20	\$215.00
	DAF	Analyze final form of agreed payoff letter and exhibits	0.20	\$215.00
	RJS	Analyze real property title reports	1.20	\$720.00
	DAF	Email exchanges with B. Sharp re Nimes payoff letter	0.10	\$107.50
	DAF	Email to B. Sharp re final 805 Nimes payoff amount	0.10	\$107.50
	DAF	Emails with J. Kuffel re payoff letter and reconveyance for 805 Nimes	0.20	\$215.00
	DAF	Email exchange with S. Breskal re Nimes full reconveyance documents	0.10	\$107.50
	DAF	Calls with J. Kuffel re 805 Nimes lender comments to payoff letter and reconveyance	0.30	\$322.50
6/6/2018	DAF	Analyze Owlwood property title report	0.20	\$215.00
	JMW	Analyze Las Vegas code enforcement letters re compliance at 6445 Aliante property	0.20	\$145.00
	DAF	Confer with J. Weiss re landscape construction compliance deadline at 6445 Aliante property	0.30	\$322.50
	JMW	Confer with D. Fidler re landscape construction compliance issue at 6445 Aliante	0.30	\$217.50
	DAF	Emails with B. Sharp re Nimes transaction	0.10	\$107.50
	DAF	Confer with F. Chin, J. Weiss re property construction and contractor issues	0.40	\$430.00
	DAF	Emails with B. Sharp, J. Kuffel re 805 Nimes note payoff	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Emails with F. Chin, E. Paster, S. Breskal re 800 Stradella permits	0.20	\$215.00
	JMW	Confer with F. Chin, D. Fidler re property construction and contractors	0.40	\$290.00
	DAF	Email to S. Breskal re Owlwood mechanic's liens	0.10	\$107.50
	DAF	Call with C. Robinson re Meyer Davis mechanic's lien	0.10	\$107.50
	DAF	Email to S. Breskal re mechanic's lien claims and perfection	0.10	\$107.50
	JMW	Analyze correspondence from D. Dachelet, P. Ralston, D. Adams, C. Vangeal re 6445 Aliante construction compliance	0.20	\$145.00
6/7/2018	JMW	Analyze bid for construction at 6445 Aliante property	0.10	\$72.50
	JDY	Analyze real property title reports	2.40	\$1,800.00
	RJS	Analyze real property title reports	0.40	\$240.00
	DAF	Analyze correspondence from F. Chin re 800 Stradella permit status	0.10	\$107.50
	DAF	Email exchange with I. Bambrick re property title reports	0.10	\$107.50
6/8/2018	DAF	Analyze schedules re Riverdale noteholders and collateral assignment releases	0.30	\$322.50
	DAF	Analyze correspondence from E. Paster re 800 Stradella permit issues	0.10	\$107.50
6/10/2018	DAF	Email to J. Kuffel, S. Breskal re 805 Nimes reconveyance	0.10	\$107.50
6/11/2018	JMW	Research re foreclosure of mechanic's lien on Stradella property	0.30	\$217.50
	DAF	Analyze executed 805 Nimes payoff and reconveyance package	0.10	\$107.50
	DAF	Analyze notice of lis pendens filed by Associated Ready Mixed Concrete against 10733 Stradella	0.10	\$107.50
	DAF	Email to M. Sorenson re MD mechanic's lien analysis	0.10	\$107.50
	DAF	Email exchange with M. Sorenson re notice of lis pendens and response	0.10	\$107.50
	MLT	Exchange e-mail correspondence with F. Chin and R. Pachulski re analysis of properties for business plan update	0.10	\$124.50
	DAF	Emails with S. Breskal, J. Kuffel re 805 Nimes reconveyance and title report	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchanges with S. Breskal re MD mechanic's lien analysis	0.20	\$215.00
	DAF	Call with L. Shimoto re withdrawal of lis pendens action against 10733 Stradella property	0.20	\$215.00
	DAF	Email to L. Shimoto re withdrawal of lis pendens action and mechanic's lien procedures order	0.10	\$107.50
	JMW	Analyze correspondence from D. Adams re construction at 6445 Aliante	0.10	\$72.50
6/12/2018	DAF	Analyze documents re Riverdale property noteholder releases	0.40	\$430.00
	DAF	Emails with M. Sorenson re MD mechanic's lien claim and 20-day notice	0.20	\$215.00
	DAF	Email to S. Breskal re MD mechanic's lien claim	0.10	\$107.50
	DAF	Emails with L. Shinmoto re withdrawal of lis pendens action	0.20	\$215.00
6/13/2018	DAF	Analyze Associated Ready Mixed Concrete lien statement per construction vendor order	0.30	\$322.50
	JMW	Analyze mechanic's lien statement on Stradella property (10733 Stradella)	0.20	\$145.00
	DAF	Email to M. Sorenson, S. Breskal re Associated Ready Mixed Concrete lien statement	0.10	\$107.50
	DAF	Email exchanges with L. Shinmoto re withdrawal of lis pendens action and vendor lien notice	0.20	\$215.00
	DAF	Analyze correspondence from J. Okerlund re updated Owlwood title report	0.10	\$107.50
6/14/2018	DAF	Analyze correspondence and documents re 1432 Tanager dispute	0.30	\$322.50
	MLT	Analyze documents re Tanager development and dispute with neighbor	0.40	\$498.00
	JMW	Analyze CC+Rs and neighbor correspondence re 1432 Tanager neighbor dispute	0.20	\$145.00
	MLT	Confer with J. Weiss re 1432 Tanager neighbor dispute	0.10	\$124.50
	JMW	Confer with M. Tuchin re 1432 Tanager neighbor dispute	0.10	\$72.50
	DAF	Email exchange with C. Robinson re 10733 Stradella mechanic's lien claims and committee position	0.20	\$215.00
6/15/2018	DAF	Analyze Owlwood property title report re mechanic's liens	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze notice of withdrawal of Associated Ready Mixed Concrete lis pendens action	0.10	\$107.50
	DAF	Confer with F. Reiss re repayment of third-party debt	0.20	\$215.00
	DAF	Email to M. Sorenson re Associated Ready Mixed Concrete contractor claim and lien procedures	0.10	\$107.50
	DAF	Emails to S. Breskal re analysis of validity of asserted mechanic's liens	0.20	\$215.00
	DAF	Email exchanges with L. Shinmoto re withdrawal of Associated Ready Mixed Concrete lis pendens action	0.20	\$215.00
	DAF	Email to S. Breskal re Associated Ready Mixed Concrete lis pendens action	0.10	\$107.50
	DAF	Email exchanges with S. Breskal re mechanic's lien analysis	0.20	\$215.00
6/18/2018	RJS	Analyze real property title reports	0.70	\$420.00
6/19/2018	DAF	Emails with M. Sorenson re asserted mechanic's lien on 10733 Stradella and expiration of evaluation period	0.20	\$215.00
	DAF	Prepare correspondence to L. Shinmoto re response to lien notice	0.20	\$215.00
6/20/2018	DAF	Email to M. Sorenson re payment of ARMC mechanic's lien	0.10	\$107.50
	DAF	Email to L. Shinmoto re compliance with lien procedures order	0.10	\$107.50
	DAF	Email to C. Robinson re ARMC mechanic's lien	0.10	\$107.50
6/22/2018	DAF	Email to F. Chin re 10733 Stradella project	0.10	\$107.50
	DAF	Email to S. Breskal re Meyer Davis asserted mechanic's and design liens on 10733 Stradella	0.10	\$107.50
	DAF	Analyze correspondence from L. Shinmoto re release of ARMC mechanic's lien	0.10	\$107.50
	DAF	Email to P. Weil re release of ARMC mechanic's lien and requirements	0.10	\$107.50
	DAF	Prepare detailed correspondence to B. Harvey re evaluation and objection to Meyer Davis asserted mechanic's and design liens on 10733 Stradella	0.30	\$322.50
6/25/2018	DAF	Email exchanges with J. Shields re 800 Stradella property purchase and secured debt	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Follow up emails to P. Weil, S. Breskal re release of ARMC mechanic's lien	0.10	\$107.50
6/26/2018	DAF	Email exchanges with S. Breskal re procedure for withdrawal of satisfied mechanic's liens	0.20	\$215.00
6/27/2018	JMW	Analyze A. Beck and D. Dechelet memo re 1432 Tanager legal disputes	0.40	\$290.00
	DAF	Email exchange with N. Troszak re 805 Nimes loan agreement and seller note	0.20	\$215.00
	DAF	Emails with N. Troszak re Nimes settlement and stipulation, releases	0.20	\$215.00
	MLT	Analyze correspondence from F. Chin re Tanager dispute	0.60	\$747.00
	JMW	Analyze correspondence from F. Chin re 1432 Tanager legal disputes	0.20	\$145.00
6/28/2018	DAF	Call with F. Chin, M. Tuchin re 1432 Tanager development dispute	0.20	\$215.00
	MLT	Telephone conference with F. Chin and D. Fidler re Tanager development dispute	0.20	\$249.00
6/29/2018	DAF	Call with N. Troszak, J. Weiss re Shapiro Colorado property acquisitions	0.20	\$215.00
	JMW	Call with D. Fidler, N. Troszak re Shapiro property Colorado acquisitions	0.20	\$145.00
Professional Services Rendered			<u>25.60</u>	<u>\$23,267.50</u>

For Services Rendered Through 6/30/2018

In Reference To: Relief From Stay and Adequate Protection

File No.: 2314-0018

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/22/2018	JMW	Analyze correspondence from V. Reddy re stipulated relief from stay proposal for Lane Powell firm retainer funds	0.10	\$72.50
6/25/2018	JMW	Research re Lane Powell request for relief from stay re prepetition retainer	0.30	\$217.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/26/2018	JMW	Exchange e-mail correspondence with I. Bambrick re Lane Powell relief from stay	0.10	\$72.50
6/29/2018	JMW	Exchange e-mail correspondence with V. Reddy re Lane Powell request for relief from stay	0.10	\$72.50
Professional Services Rendered			<u>0.60</u>	<u>\$435.00</u>

For Services Rendered Through 6/30/2018

In Reference To: Reporting Matters

File No.: 2314-0019

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/2018	DAF	Analyze draft of March 2018 monthly operating report	0.50	\$537.50
	JMW	Analyze draft March 2018 monthly operating report	0.30	\$217.50
6/5/2018	DAF	Analyze debtor schedules re noteholder claim listings	0.40	\$430.00
	MLT	Analyze Monthly Operating Report	0.40	\$498.00
6/7/2018	DAF	Analyze schedules in connection with review of noteholder claims and collateral assignments	1.20	\$1,290.00
Professional Services Rendered			<u>2.80</u>	<u>\$2,973.00</u>

For Services Rendered Through 6/30/2018

In Reference To: Tax Matters

File No.: 2314-0020

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/2018	EBZ	Research re California tax issues	2.30	\$1,598.50
	DAF	Emails with B. Sharp, J. Kuffel re Woodbridge property taxes	0.20	\$215.00
	DAF	Email exchange with B. Sharp re IRS tax lien	0.10	\$107.50
6/5/2018	DAF	Factual research re IRS proof of claim	0.60	\$645.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	EBZ	Research re California tax issues	1.40	\$973.00
	DAF	Email with M. Sorenson re 805 Nimes property tax statement	0.10	\$107.50
	DAF	Email to J. Kuffel re 805 Nimes property taxes	0.10	\$107.50
6/6/2018	EBZ	Research re California tax issues	3.80	\$2,641.00
6/7/2018	EBZ	Research re California tax issues	4.60	\$3,197.00
6/8/2018	EBZ	Research re California tax issues	3.30	\$2,293.50
6/11/2018	EBZ	Research re California tax issues	1.90	\$1,320.50
	JMW	Analyze D. Boyce (tax counsel) comments to disclosure statement tax section	0.20	\$145.00
6/12/2018	EBZ	Research re California tax issues	0.60	\$417.00
	MLT	Analyze IRS information requests; exchange e-mail correspondence with B. Sharp, V. Calder, N. Troszak, and D. Stermer re same	0.20	\$249.00
	DAF	Confer with M. Tuchin, J. Weiss re IRS tax claim	0.50	\$537.50
	MLT	Confer with D. Fidler and J. Weiss re IRS tax claim	0.50	\$622.50
	JMW	Confer with M. Tuchin, D. Fidler re IRS tax claim	0.50	\$362.50
	DAF	Email to B. Sharp re unitholder tax questions	0.10	\$107.50
	DAF	Analyze correspondence from B. Sharp re IRS information requests	0.10	\$107.50
	MLT	Exchange e-mail correspondence with B. Sharp re filing of California tax returns	0.10	\$124.50
	JMW	Analyze correspondence from B. Sharp, N. Troszak re IRS information requests	0.10	\$72.50
	DAF	Email exchanges with I. Bambrick re IRS tax claim and motion to extend filing deadline	0.20	\$215.00
	DAF	Analyze correspondence from I. Bambrick re IRS bar date extension motion	0.10	\$107.50
	WLH	Exchange e-mail correspondence with C. Levy and J. Sabin (Venable) re tax questions	0.20	\$179.00
6/13/2018	EBZ	Research re California tax issues	2.30	\$1,598.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze correspondence from D. Fidler re email to E. Slight (DOJ) re tax lien	0.10	\$72.50
	DAF	Email exchanges with I. Bambrick re IRS motion to extend bar date	0.10	\$107.50
	DAF	Email to E. Slight re IRS tax lien and request for information	0.20	\$215.00
6/20/2018	RJP	Prepare for meeting with D. Fidler and J. Weiss re tax lien and IRS issues	0.20	\$199.00
	DAF	Prepare summary of IRS tax lien situation re potential discovery	0.40	\$430.00
	DAF	Confer with R. Pfister, J. Weiss re IRA tax lien and discovery	0.40	\$430.00
	JMW	Confer with D. Fidler, R. Pfister re IRS tax lien and discovery thereof	0.40	\$290.00
	RJP	Confer with D. Fidler and J. Weiss re tax lien and IRS issues	0.40	\$398.00
	JMW	Exchange e-mail correspondence with B. Sharp, V. Calder, N. Troszak re correspondence from IRS re tax treatment under plan	0.20	\$145.00
	DAF	Email exchanges with I. Bambrick re IRS tax lien	0.20	\$215.00
6/21/2018	DAF	Email exchange with E. Slight re IRS tax lien	0.10	\$107.50
	DAF	Email exchanges with S. Beach, I. Bambrick re IRS tax lien	0.20	\$215.00
	RJP	Analyze correspondence from E. Slight (IRS) re Tax Division representative handling IRS lien matters	0.10	\$99.50
	RJP	Review correspondence from M. Nestor re potential Rule 2004 application re IRS tax liens on certain Debtor property	0.10	\$99.50
6/22/2018	JMW	Analyze additional tax counsel comments to disclosure statement	0.10	\$72.50
6/25/2018	DAF	Email exchanges with W. Benson re IRS tax lien	0.20	\$215.00
	JMW	Analyze correspondence from W. Benson re IRS \$6 million lien claim	0.10	\$72.50
6/26/2018	WLH	Analyze correspondence from V. Calder (BRG) re tax disclosures	0.10	\$89.50
6/27/2018	DAF	Call with W. Benson re IRS tax lien	0.50	\$537.50
6/28/2018	DAF	Email exchanges with W. Benson re motion to extend IRS bar date	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze correspondence from V. Calder re tax issues relating to SEC-Shapiro settlement	0.10	\$107.50
6/29/2018	DAF	Factual research re California Franchise Tax Board lien	0.50	\$537.50
	MLT	Analyze Notice of State Tax Lien	0.10	\$124.50
	JMW	Analyze FTB state tax lien against Woodbridge Funding Group	0.10	\$72.50
	DAF	Email exchange with B. Sharp re Franchise Tax Board tax lien	0.20	\$215.00
	DAF	Call with B. Sharp, M. Tuchin, J. Weiss re tax issues associated with SEC-Shapiro settlement	0.20	\$215.00
	MLT	Telephone conference with B. Sharp, J. Weiss and D. Fidler re tax issues associated with SEC-Shapiro settlement	0.20	\$249.00
	JMW	Telephone conference with M. Tuchin, D. Fidler, B. Sharp re tax issues associated with Shapiro settlement	0.20	\$145.00
Professional Services Rendered			30.00	\$23,943.00

For Services Rendered Through 6/30/2018

In Reference To: Noteholder Matters

File No.: 2314-0022

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Analyze first draft Owlwood motion to dismiss	0.60	\$597.00
	SMK	Analyze local rules re scheduling/deadlines in connection with MTD Owlwood Adversary	0.30	\$202.50
	RJP	Prepare email correspondence to D. Stern, M. Tuchin, and S. Kidder re timing of Owlwood motion to dismiss and potential briefing schedule thereon	0.30	\$298.50
	JMW	Exchange e-mail correspondence with T. Casey, C. Greer, D. Fidler re certain noteholder inquiry	0.10	\$72.50
6/4/2018	RJP	Prepare for meeting with M. Tuchin re Owlwood motion to dismiss scheduling and strategy	0.30	\$298.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Draft Owlwood motion to dismiss	4.50	\$4,477.50
	SMK	Incorporate R. Pfister comments to Owlwood MTD	0.50	\$337.50
	MLT	Confer with R. Pfister re Sarachek complaint and motion to dismiss	0.30	\$373.50
	RJP	Confer with M. Tuchin re Owlwood motion to dismiss scheduling and strategy	0.30	\$298.50
	SMK	Exchange emails with R. Pfister re scheduling/deadlines in Owlwood adversary	0.30	\$202.50
6/5/2018	MLT	Research re Sarachek conflict in representing adverse parties	0.50	\$622.50
	RJP	Legal and factual research re Owlwood motion to dismiss	1.20	\$1,194.00
	SMK	Research re constructive trust and equitable lien issues in Owlwood complaint	1.40	\$945.00
	RJP	Revise Owlwood motion to dismiss and accompanying declaration	1.60	\$1,592.00
	SMK	Further drafting of motion to dismiss Owlwood complaint, including incorporate R. Pfister changes	1.70	\$1,147.50
	SMK	Draft declaration in support of motion to dismiss Owlwood complaint	0.50	\$337.50
	DAF	Analyze Sarachek amended 2019 statement	0.20	\$215.00
	DAF	Analyze issues re Sarachek amended 2019 statement	0.30	\$322.50
	MLT	Analyze Sarachek's Amended Rule 2019 Statement	0.10	\$124.50
	DMS	Revise motion to dismiss La Rochelle (Owlwood) complaint	1.80	\$2,241.00
	JMW	Analyze updated Sarachek Rule 2019 statement	0.10	\$72.50
	RJP	Review J. Sarachek Rule 2019 statement	0.10	\$99.50
	RJP	Exchange email correspondence with R. Smith re Owlwood intercreditor agreements	0.20	\$199.00
	RJP	Prepare email correspondence to D. Stern and S. Kidder re Owlwood motion to dismiss	0.50	\$497.50
	SMK	Respond to D. Stern email re Owlwood motion to dismiss	0.10	\$67.50
6/6/2018	DMS	Legal research re constructive notice of improperly recorded instruments	0.50	\$622.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Legal research re Owlwood motion to dismiss	0.70	\$696.50
	SMK	Further research re equitable remedies sought in Owlwood complaint	1.80	\$1,215.00
	SMK	Revise MTD Owlwood complaint	1.30	\$877.50
	SMK	Draft memo to D. Stern and R. Pfister re equitable remedies re: Owlwood complaint	1.60	\$1,080.00
	DMS	Review constructive trust research	2.00	\$2,490.00
	DMS	Revise motion to dismiss La Rochelle (Owlwood) complaint	2.20	\$2,739.00
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Preliminary review of B. Feldman draft of Owlwood scheduling order	0.10	\$99.50
	DMS	Confer with S. Kidder and R. Pfister re Owlwood motion to dismiss	0.60	\$747.00
	JMW	Analyze correspondence from R. Pfister re update on response to Owlwood complaint	0.10	\$72.50
	RJP	Exchange extensive email correspondence with D. Stern and S. Kidder re open issues and strategy in connection with Owlwood motion to dismiss	0.80	\$796.00
	RJP	Confer with D. Stern and S. Kidder re Owlwood motion to dismiss	0.60	\$597.00
	SMK	Confer with D. Stern and R. Pfister re Owlwood motion to dismiss	0.60	\$405.00
	SMK	Email R. Pfister re stip to extend response deadline in Owlwood adversary	0.20	\$135.00
	RJP	Telephone conference with J. Sarachek re scheduling order in Owlwood adversary proceeding	0.20	\$199.00
	RJP	Exchange email correspondence with J. Sarachek, S. Beach, and E. Morton re draft scheduling stipulation for Owlwood adversary proceeding	0.70	\$696.50
	MLT	Confer with R. Pachulski re Sarachek discovery	0.20	\$249.00
	MLT	Analyze correspondence from R. Pfister re Owlwood / Sarachek complaint / motion to dismiss briefing stipulation	0.10	\$124.50
6/7/2018	SMK	Further research re motion to dismiss Owlwood complaint	1.70	\$1,147.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMK	Further drafting of motion to dismiss Owlwood complaint	3.40	\$2,295.00
	DMS	Review revised brief re equitable lien and constructive trust	0.30	\$373.50
6/8/2018	RJP	Revise scheduling stipulation for Owlwood adversary proceeding	0.50	\$497.50
	SMK	Draft motion to dismiss Owlwood complaint, including equitable remedies analysis	1.90	\$1,282.50
	DAF	Analyze Sarachek investor claim schedule	0.30	\$322.50
	MLT	Analyze schedule of Sarachek clients	0.20	\$249.00
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Analyze revisions to draft motion to dismiss Owlwood adversary complaint	0.50	\$497.50
	RJP	Prepare email correspondence to D. Stern and S. Kidder re next steps in connection with draft motion to dismiss Owlwood adversary complaint	0.20	\$199.00
	DAF	Emails with N. Troszak re Sarachek investor claim schedule	0.10	\$107.50
	RJP	Exchange email correspondence with J. Sarachek, B. Feldman, and J. Gibson re scheduling stipulation for Owlwood adversary proceeding	0.20	\$199.00
	MLT	Exchange e-mail correspondence with R. Pachulski re schedule of Sarachek clients	0.10	\$124.50
6/9/2018	RJP	Revise Owlwood motion to dismiss	0.50	\$497.50
	DMS	Revise motion to dismiss La Rochelle (Owlwood) complaint (includes review of cited cases and legal research)	3.60	\$4,482.00
	RJP	Review correspondence from D. Stern re Owlwood motion to dismiss	0.10	\$99.50
6/10/2018	RJP	Prepare email correspondence to D. Stern and S. Kidder re Owlwood motion to dismiss and revisions/timing of same	0.20	\$199.00
6/11/2018	SMK	Revise MTD Owlwood complaint, including incorporating D. Stern comments	2.60	\$1,755.00
	DAF	Analyze Sarachek letter to clients	0.10	\$107.50
	MLT	Analyze Sarachek's letter to clients	0.10	\$124.50
	MLT	Analyze stipulation re briefing, order, and certification of counsel re Sarachek/Owlwood complaint	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DMS	Review further edits to motion to dismiss La Rochelle (Owlwood) complaint	0.20	\$249.00
	RJP	Review entered briefing order re Owlwood motion to dismiss	0.10	\$99.50
	RJP	Review certification of counsel and accompanying exhibit (exemplar client letter) re resolution of J. Sarachek pro hac vice dispute	0.10	\$99.50
6/12/2018	RJP	Review additional case law authorities re Owlwood adversary proceeding	0.20	\$199.00
	MLT	Revise motion to dismiss Owlwood complaint	2.30	\$2,863.50
	RJP	Revise motion to dismiss Owlwood adversary proceeding	0.60	\$597.00
	DMS	Further revision of motion to dismiss La Rochelle (Owlwood) complaint	1.20	\$1,494.00
	JMW	Analyze draft of Owlwood motion to dismiss	0.30	\$217.50
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Analyze correspondence from M. Tuchin suggesting edits and revisions to Owlwood motion to dismiss	0.20	\$199.00
	RJP	Prepare email correspondence to D. Stern and S. Kidder re motion to dismiss Owlwood adversary proceeding and revisions to same	0.40	\$398.00
	SMK	Analyze M. Tuchin email re MTD Owlwood complaint	0.10	\$67.50
6/13/2018	RJP	Legal and factual research and analysis re Owlwood motion to dismiss	0.40	\$398.00
	DMS	Edit motion to dismiss La Rochelle (Owlwood) complaint	0.20	\$249.00
	RJP	Revise Owlwood motion to dismiss to incorporate comments to date	0.30	\$298.50
	RJP	Revise attorney declaration in support of Owlwood motion to dismiss	0.20	\$199.00
	SMK	Draft declaration ISO motion to dismiss Owlwood complaint	0.40	\$270.00
	SMK	Further revisions to motion to dismiss Owlwood complaint	1.70	\$1,147.50
	DAF	Analyze Ciardi, Ciardi & Astin 2019 statements re noteholder representations	0.20	\$215.00
	MLT	Analyze verified statement of Ciardi Ciardi & Austin	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DMS	Edit version of motion to dismiss La Rochelle (Owlwood) complaint for circulation	0.40	\$498.00
	DMS	Review comments on motion to dismiss La Rochelle (Owlwood) complaint	0.20	\$249.00
	MLT	Confer with D. Stern re motion to dismiss Sarachek Owlwood complaint	0.20	\$249.00
	DMS	Confer with M. Tuchin re motion to dismiss Sarachek (Owlwood) complaint	0.20	\$249.00
	DMS	Confer with R. Pfister and S. Kidder re motion to dismiss La Rochelle (Owlwood) complaint	0.40	\$498.00
	RJP	Confer with D. Stern and S. Kidder re revisions to Owlwood motion to dismiss	0.40	\$398.00
	SMK	Confer with D. Stern and R. Pfister re motion to dismiss Owlwood complaint	0.40	\$270.00
	MLT	Analyze correspondence from D. Stern to P. Jackson re motion to dismiss Owlwood complaint	0.10	\$124.50
	RJP	Exchange email correspondence with I. Bambrick, and J. Morris re Owlwood motion to dismiss	0.30	\$298.50
	SMK	Email S. Beach, E. Morton, I. Bambrick re MTD Owlwood complaint	0.10	\$67.50
	SMK	Email R. Pachulski and J. Morris re MTD Owlwood complaint	0.10	\$67.50
	DMS	Email P. Johnson (Noteholder Group counsel) re La Rochelle (Owlwood) complaint	0.20	\$249.00
6/14/2018	DMS	Search California Bureau of Real Estate database of brokers	0.20	\$249.00
	DAF	Email to B. Sharp re motion to dismiss Sarachek complaint	0.10	\$107.50
	SMK	Further revision on declaration ISO Owlwood motion to dismiss	0.20	\$135.00
	SMK	Further drafting of motion to dismiss Owlwood complaint	0.40	\$270.00
	DMS	Revise declaration in support of motion to dismiss La Rochelle (Owlwood) complaint	0.30	\$373.50
	DMS	Edit motion to dismiss La Rochelle (Owlwood) complaint	2.50	\$3,112.50
	DMS	Review email from P. Jackson (Noteholder Group counsel) re intercreditor agreement issues	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Review revisions to Owlwood motion to dismiss and attorney declaration in support of same	0.60	\$597.00
	MLT	Telephone conference with D. Baddley re Sarachek/Owlwood complaint	0.10	\$124.50
	MLT	Analyze correspondence from P. Jackson re motion to dismiss Sarachek/Owlwood complaint	0.10	\$124.50
	RJP	Analyze correspondence from P. Jackson re Noteholder Committee's views on draft Owlwood motion to dismiss	0.10	\$99.50
6/15/2018	DMS	Research Restatement of Restitution in connection with motion to dismiss La Rochelle (Owlwood) complaint	2.60	\$3,237.00
	SMK	Revise MTD Owlwood compl., including incorporating YCST suggestions	1.20	\$810.00
	MLT	Analyze correspondence from I. Bambrick re motion to dismiss Sarachek/Owlwood complaint	0.10	\$124.50
	DMS	Suggest edits to motion to dismiss Owlwood complaint	0.20	\$249.00
	DMS	Suggest edits to proposed order granting motion to dismiss	0.20	\$249.00
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	RJP	Analyze mark-up of Owlwood motion to dismiss from YCS&T (E. Morton, S. Beach, I. Bambrick)	0.30	\$298.50
	RJP	Review Utah Noteholder Group's Rule 2019 statement	0.10	\$99.50
	SMK	Analyze YCST suggestions re: MTD Owlwood complaint	0.30	\$202.50
	RJP	Exchange email correspondence with I. Bambrick re revisions to Owlwood motion to dismiss and finalization of same for filing on June 18	0.30	\$298.50
	SMK	Email R. Pachulski and J. Morris re MTD Owlwood complaint	0.10	\$67.50
6/16/2018	MLT	Analyze revised memorandum in support of motion to dismiss Owlwood complaint	0.30	\$373.50
	DMS	Review email from B. Sharp, M. Tuchin and R. Pfister re motion to dismiss	0.30	\$373.50
	MLT	Exchange email correspondence with B. Sharp re motion to dismiss Sarachek/Owlwood complaint	0.10	\$124.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMK	Analyze D. Stern email to B. Sharp re MTD Owlwood complaint	0.20	\$135.00
	RJP	Exchange extensive email correspondence with B. Sharp, D. Stern, and M. Tuchin re Owlwood motion to dismiss and strategy in connection with same	0.70	\$696.50
6/17/2018	MLT	Exchange email correspondence with B. Sharp and R. Pfister re motion to dismiss Sarachek/Owlwood complaint	0.10	\$124.50
	RJP	Exchange email correspondence with B. Sharp and M. Tuchin re Owlwood motion to dismiss	0.10	\$99.50
6/18/2018	DMS	Finalize Stern declaration	0.20	\$249.00
	SMK	Finalize MTD Owlwood adversary and declaration and order for filing	2.30	\$1,552.50
	DMS	Review motion and order re La Rochelle (Owlwood) complaint	0.20	\$249.00
	DMS	Edit final version of motion to dismiss Rochelle (Owlwood) complaint	0.40	\$498.00
	JMW	Analyze motion to dismiss Owlwood complaint (as-filed)	0.30	\$217.50
	RJP	Review near-final and final, filed Owlwood motion to dismiss papers (motion, memorandum, supporting declaration, exhibits)	1.20	\$1,194.00
	RJP	Review correspondence from D. Stern re J. Sarachek solicitation efforts	0.10	\$99.50
	DAF	Email to R. Pachulski re Sarachek advertising	0.10	\$107.50
	MLT	Analyze correspondence from J. Morris re motion to dismiss Owlwood/Sarachek complaint	0.10	No Charge
6/19/2018	DMS	Review emails between J. Sarachek and R. Pachulski re conflict issues	0.30	\$373.50
	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	JMW	Analyze letter from investor Mike Marshall re broker status	0.10	\$72.50
	JMW	Analyze claims scheduled for and filed by Mike Marshall	0.20	\$145.00
	SMK	Analyze further notice re assignment of notes	0.20	\$135.00
	DAF	Confer with J. Weiss re M. Marshall noteholder inquiry	0.10	\$107.50
	JMW	Confer with D. Fidler re Mike Marshall noteholder inquiry	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	RJP	Exchange email correspondence with D. Stern and D. Fidler re J. Sarachek conflict issues and correspondence from UCC counsel re same	0.10	\$99.50
	DAF	Analyze correspondence from J. Sarachek re noteholder representations	0.10	\$107.50
	MLT	Analyze correspondence from J. Sarachek and R. Pachulski re conflict issues and meeting request; exchange e-mail correspondence with D. Stern re same	0.10	\$124.50
	JMW	Prepare correspondence to T. Casey, C. Greer (noteholder counsel) re inquiry of noteholder J. Boeddeker	0.10	\$72.50
6/20/2018	JMW	Analyze Rust Omni contract for noteholder committee website in connection with request for B. Sharp signature	0.10	\$72.50
	DAF	Call with B. Sharp re Sarachek motion to dismiss	0.10	\$107.50
	MLT	Analyze correspondence from S. Kortanek re Rust Omni agreement; analyze Rust Omni agreement; prepare correspondence to B. Sharp re same	0.20	\$249.00
	JMW	Analyze correspondence from S. Kortanek re noteholder committee website	0.10	\$72.50
6/21/2018	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	JMW	Analyze draft contract for noteholder website	0.30	No Charge
6/22/2018	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	MLT	Exchange e-mail correspondence with E. Morton re Rust Omni services to noteholders' committee; prepare correspondence to S. Kortanek re same	0.10	\$124.50
6/24/2018	JMW	Analyze correspondence from J. Shields re noteholder 2019 and address update	0.10	\$72.50
6/27/2018	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	DAF	Analyze correspondence from C. Greer re noteholder proof of claim inquiries	0.10	\$107.50
	JMW	Exchange e-mail correspondence with S. Kortanek re Knowles Systems bankruptcy case noteholder issues	0.10	\$72.50
6/28/2018	JMW	Draft letter from B. Sharp to S. Kortanek re noteholder website	0.30	\$217.50
	DAF	Confer with J. Weiss re noteholder website	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Confer with D. Fidler re noteholder website	0.20	\$145.00
	MLT	Exchange e-mail correspondence with S. Kortanek re website and call center services	0.10	\$124.50
6/29/2018	JMW	Analyze noteholder inquiry log	0.10	\$72.50
	MLT	Analyze correspondence from R. Pfister re Contrarian note motion	0.10	No Charge
	JMW	Exchange e-mail correspondence with S. Kortanek re noteholder website	0.10	\$72.50
Professional Services Rendered			82.50	\$78,773.00

For Services Rendered Through 6/30/2018

In Reference To: Unitholder Matters

File No.: 2314-0023

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	MLT	Analyze unitholder joinder in reply to Contrarian claim objection	0.10	\$124.50
	JMW	Analyze unitholder inquiry log	0.10	\$72.50
6/6/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50
6/8/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50
6/12/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50
	JMW	Analyze correspondence from C. Levy (unitholders) re tax return inquiry	0.10	\$72.50
6/13/2018	MLT	Analyze updated unitholder website	0.10	\$124.50
6/14/2018	JMW	Analyze updates to unitholders website	0.10	\$72.50
6/18/2018	MLT	Telephone conference with J. Sabin re liquidity facility, disclosure statement, business plan, and trading moratorium	0.10	\$124.50
6/19/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50
6/20/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/21/2018	RJP	Analyze correspondence from J. Edmonson re unitholder inquiry concerning required minimum distributions	0.10	\$99.50
6/25/2018	DAF	Analyze unitholder inquiry re required minimum distribution	0.10	\$107.50
	RJP	Prepare email correspondence to D. Fidler and J. Weiss re unitholder committee's inquiry concerning required minimum IRA distributions and review J. Weiss response re same	0.10	\$99.50
6/26/2018	JMW	Analyze requests from unitholders re minimum required distribution and plan timing	0.30	\$217.50
	DAF	Email exchanges with R. Pfister re unitholder inquiries regarding required minimum IRA distributions	0.20	\$215.00
	RJP	Exchange email correspondence with D. Fidler re unitholder inquiries regarding required minimum IRA distributions	0.20	\$199.00
	RJP	Prepare email correspondence to J. Edmonson re unitholder inquiries regarding required minimum IRA distributions	0.20	\$199.00
6/27/2018	JMW	Analyze unitholder inquiry log	0.10	\$72.50
	JMW	Analyze correspondence from R. Pfister re unitholder minimum distribution request response	0.10	\$72.50
	RJP	Prepare and send follow-up correspondence to J. Edmonson re unitholder inquiry concerning required minimum distributions for IRA accounts	0.20	\$199.00
6/28/2018	MLT	Exchange e-mail correspondence with J. Sabin re registration, SEC action, and class action	0.10	\$124.50
Professional Services Rendered			2.80	\$2,559.00

For Services Rendered Through 6/30/2018

In Reference To: Real Property Dispositions

File No.: 2314-0024

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/2018	DAF	Revise overbid procedures form	0.30	\$322.50
	DAF	Analyze offer sheet re 3843 Hayvenhurst property	0.20	\$215.00
	MLT	Analyze broker assignment summary and listing agreements	1.30	\$1,618.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Analyze overbid procedures	0.20	\$249.00
	DAF	Email exchange with M. Sorenson re 150 White Horse purchase agreement	0.10	\$107.50
	DAF	Email exchanges with F. Chin re listing of 805 Nimes	0.10	\$107.50
	DAF	Call with F. Chin, M. Tuchin re Electra offer	0.10	\$107.50
	MLT	Call with F. Chin and D. Fidler re Electra offer	0.10	\$124.50
	MLT	Analyze correspondence from F. Chin, F. Reiss, M. Goldberg, and R. Nevins re Hayvenhurst offer	0.10	\$124.50
	JMW	Exchange e-mail correspondence with L. Gee, M. Sorenson, F. Chin re contract bankruptcy provisions on 150 White Horse Springs sale	0.20	\$145.00
	MLT	Exchange e-mail correspondence with B. Safai, R. Pachulski, and F. Chin re Electra offer	0.20	\$249.00
6/2/2018	DAF	Email to M. Sorenson re 215 N 12th Street Colorado sale order	0.10	\$107.50
	DAF	Prepare correspondence to C. Rhee re Ashley Ridge sale order	0.20	\$215.00
6/3/2018	DAF	Analyze updated offer tracking chart	0.40	\$430.00
	JMW	Analyze updated master offer summary	0.10	\$72.50
6/4/2018	JMW	Factual research re broker commission issue on Ashley Ridge sale	0.20	\$145.00
	SMG	Prepare sale motion for 180A Seeburg Circle property	1.30	\$812.50
	DAF	Analyze sale orders re June 5 sales	0.30	\$322.50
	JMW	Analyze numerous entered sale orders	0.10	\$72.50
	SMG	Review documents re sale of 180A Seeburg Circle property and correspondence from M. Sorenson re thereto	0.30	\$187.50
	DAF	Confer with M. Tuchin re broker commissions	0.30	\$322.50
	DAF	Email exchange with M. Sorenson re Ashley closing and buyer assignment	0.10	\$107.50
	DAF	Email exchanges with M. Sorenson re Ashley Ridge broker commissions on sale	0.20	\$215.00
	DAF	Analyze correspondence from F. Chin re Compass listings	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Analyze correspondence from F. Chin and R. Pachulski re One Electra	0.10	\$124.50
	MLT	Exchange e-mail correspondence with F. Chin re Compass outreach	0.10	\$124.50
	JMW	Analyze correspondence from M. Sorenson re broker commission issue on Ashley Ridge sale	0.10	\$72.50
	JMW	Analyze correspondence from M. Sorenson re removal of contingencies on 26 Saddlehorn sale	0.10	\$72.50
	DAF	Email exchange with S. Breskal re Ashley Ridge sale closing	0.20	\$215.00
	JMW	Exchange e-mail correspondence with C. Rhee re Ashley Ridge closing and title insurance	0.10	\$72.50
6/5/2018	SMG	Prepare Sharp declaration for sale of 180A Seeburg Circle property	1.00	\$625.00
	SMG	Prepare proposed order for sale of 180A Seeburg Circle property	0.60	\$375.00
	SMG	Prepare brief memo re broker commissions for filed sale motions	1.30	\$812.50
	SMG	Prepare sale motion for 26 Saddlehorn property	1.30	\$812.50
	SMG	Prepare Sharp declaration for sale of 26 Saddlehorn property	0.90	\$562.50
	SMG	Prepare proposed order for sale of 26 Saddlehorn property	0.60	\$375.00
	DAF	Analyze executed agency termination agreement re 800 Stradella	0.10	\$107.50
	DAF	Analyze broker commission agreements for sale properties	0.40	\$430.00
	DAF	Analyze Ashley Ridge sale documents and single party listing agreements re broker commissions and allocations	0.40	\$430.00
	MLT	Analyze Agency Termination Agreement	0.20	\$249.00
	JMW	Analyze sale documents and pleadings re Ashley Ridge commission dispute	0.60	\$435.00
	JMW	Analyze go-forward property sale business plan	0.20	\$145.00
	JMW	Analyze signed release agreement for Stradella single party compensation agreement	0.10	\$72.50
	SMG	Review documents re sale of 26 Saddlehorn property and correspondence from M. Sorenson re same	0.30	\$187.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchanges with F. Chin re 800 Stradella purchase agreement	0.20	\$215.00
	DAF	Email to M. Sorenson re Ashley Ridge commission agreements	0.10	\$107.50
	DAF	Email with M. Sorenson re property lien releases	0.10	\$107.50
	MLT	Analyze correspondence from F. Chin and R. Pachulski re One Electra sale	0.10	\$124.50
	MLT	Telephone conference with F. Chin re Compass outreach and One Electra	0.10	\$124.50
	JMW	Exchange e-mail correspondence with M. Sorenson re property purchase inquiry from South State Management	0.10	\$72.50
	DAF	Analyze correspondence from S. Breskal re Ashley Ridge closing and escrow split	0.10	\$107.50
	JMW	Exchange e-mail correspondence with A. Schwartz re SEC implications of Stradella release agreement	0.10	\$72.50
	MLT	Telephone conference with R. Pachulski re asset dispositions	0.30	\$373.50
6/6/2018	JMW	Analyze final Stradella purchase offer	0.10	\$72.50
	DAF	Call with M. Sorenson, I. Bambrick, J. Weiss re sale closings	0.40	\$430.00
	DAF	Email to S. Breskal re 800 Stradella purchase agreement	0.10	\$107.50
	JMW	Call with D. Fidler, I. Bambrick, M. Sorenson re sale closing	0.40	\$290.00
	JMW	Analyze correspondence from S. Breskal, E. Paster re Stradella permits	0.20	\$145.00
	MLT	Confer with R. Pachulski and F. Chin re real estate dispositions	0.50	\$622.50
6/7/2018	DAF	Analyze comments to 800 Stradella purchase offer	0.30	\$322.50
	DAF	Analyze title reports for next round sale properties	0.60	\$645.00
	DAF	Analyze 2362 Apollo closing issues raised by First American title company	0.80	\$860.00
	JMW	Analyze S. Breskal comments on Stradella purchase agreement	0.20	\$145.00
	JMW	Analyze Apollo title report and service documents re closing issue raised by title company	0.60	\$435.00
	JMW	Analyze 25085 Ashley Ridge closing instructions	0.10	\$72.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Email exchanges with F. Chin re 800 Stradella purchase agreement	0.10	\$107.50
	JMW	Analyze correspondence from F. Chin re Stradella sale update	0.10	\$72.50
	DAF	Emails with S. Breskal re 800 Stradella purchase offer	0.20	\$215.00
	DAF	Call with I. Bambrick re Apollo sale motion	0.20	\$215.00
	DAF	Emails with S. Breskal re addendum to 800 Stradella purchase agreement	0.20	\$215.00
	DAF	Call with K. Broutzas, E. Westberg, J. Weiss re Apollo Drive sale closing	0.40	\$430.00
	JMW	Telephone conference with K. Broutzkas, E. Westberg and D. Fidler re Apollo Drive sale closing	0.40	\$290.00
6/8/2018	DAF	Analyze amended escrow instructions re 25085 Ashley Ridge sale closing	0.10	\$107.50
	DAF	Analyze further updated sales tracking chart (CA and CO properties)	0.20	\$215.00
	JMW	Analyze cancellation packages re collateral assignments on 2362 Apollo sale closing	0.30	\$217.50
	DAF	Call with B. Sharp re property sale closings and issues raised by title insurer	0.20	\$215.00
	DAF	Emails exchanges with M. Sorenson re 25085 Ashley Ridge closing and escrow company issues	0.30	\$322.50
	JMW	Exchange e-mail correspondence with M. Sorenson re sale motions for 7/10 hearing	0.10	\$72.50
	DAF	Email exchange with S. Breskal re addendum to 800 Stradella purchase agreement	0.10	\$107.50
	DAF	Emails exchanges with I. Bambrick re 2362 Apollo Drive closing and title insurer issues	0.20	\$215.00
	DAF	Email exchange with C. Rhee re collateral assignment releases for 2362 Apollo Drive property	0.10	\$107.50
	DAF	Email exchanges with S. Breskal re 25085 Ashley Ridge closing and timing	0.20	\$215.00
	DAF	Email exchange with B. Dorfman re 25085 Ashley Ridge amended escrow instructions	0.10	\$107.50
6/10/2018	DAF	Revise addendum to 800 Stradella purchase agreement	0.30	\$322.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Suggest edits to first addendum to Stradella PSA	0.30	\$217.50
	DAF	Analyze addendum to 800 Stradella purchase agreement	0.20	\$215.00
	DAF	Analyze 8124 S. 3rd Street purchase and sale counteroffer	0.50	\$537.50
	JMW	Analyze first addendum to Stradella PSA	0.20	\$145.00
	JMW	Analyze PSA for 1301 Fairfax	0.20	\$145.00
	JMW	Analyze draft counter offer for 8124 West 3rd Street	0.20	\$145.00
	DAF	Email exchanges with F. Chin re 800 Stradella purchase agreement and buyer issues	0.20	\$215.00
	MLT	Exchange e-mail correspondence with F. Chin re disposition of properties	0.10	\$124.50
	DAF	Prepare correspondence to S. Hayes re 800 Stradella purchase agreement	0.20	\$215.00
6/11/2018	DAF	Prepare revisions to 8124 W. 3rd Street purchase and sale agreement	0.60	\$645.00
	JMW	Revise 180A Seeburg Circle sale pleadings	0.70	\$507.50
	JMW	Revise 26 Saddlehorn Court sale pleadings	0.80	\$580.00
	DAF	Analyze revised addendum to 800 Stradella purchase offer	0.20	\$215.00
	DAF	Confer with J. Weiss re pending sale motions for July 10 omnibus hearing	0.20	\$215.00
	JMW	Confer with D. Fidler re pending sale motions for July 10 omnibus hearing	0.20	\$145.00
	DAF	Analyze correspondence from F. Chin re 800 Stradella purchase offer	0.10	\$107.50
	DAF	Email to M. Sorenson, I. Bambrick re Apollo Drive title insurer issues	0.10	\$107.50
	DAF	Email exchanges with M. Sorenson re notice of entry to 2362 Apollo Drive sale order	0.20	\$215.00
	DAF	Analyze correspondence from M. Sorenson re 14115 Moorpark sale closing	0.10	\$107.50
	JMW	Analyze correspondence from M. Sorenson re sale motions for 7/10 hearing	0.10	\$72.50
	JMW	Analyze correspondence from M. Sorenson re Moorpark closing	0.10	\$72.50

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<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze correspondence from S. Breskal re Ashley Ridge sale closing	0.10	\$107.50
	DAF	Email to S. Hayes re addendum to 800 Stradella purchase offer	0.10	\$107.50
	DAF	Email to S. Breskal, S. Hayes re 8124 W. 3rd Street purchase and sale agreement	0.20	\$215.00
	DAF	Analyze emails from C. Rhee re Apollo Drive sale order and First American title issues	0.20	\$215.00
6/12/2018	DAF	Revise notice of entry of 2362 Apollo Drive sale order	0.40	\$430.00
	JMW	Revise notice of Apollo Drive sale order	0.40	\$290.00
	DAF	Analyze draft notice of entry of 2362 Apollo Drive sale order	0.10	\$107.50
	DAF	Analyze updated master offer summary and pending sale offers	0.50	\$537.50
	MLT	Analyze sale documents for certain pending property sales	0.80	\$996.00
	JMW	Analyze brokerage listing agreement on 180 Seeburg re commission discrepancy	0.30	\$217.50
	JMW	Analyze Apollo title reports re service on collateral assignees	0.20	\$145.00
	JMW	Analyze 6/9 master offer summary	0.20	\$145.00
	DAF	Emails with M. Sorenson, I. Bambrick re notice of entry of 2362 Apollo Drive order and service list	0.20	\$215.00
	DAF	Email exchange with M. Sorenson re Colorado sales contracts	0.20	\$215.00
	DAF	Call with M. Sorenson re 8124 W. 3rd Street sale agreement	0.20	\$215.00
	SMG	Exchange e-mail correspondence with M. Sorenson re commission for Seeburg Circle property	0.10	\$62.50
	DAF	Email exchanges with I. Bambrick re notice of entry of 2362 Apollo Drive sale order	0.20	\$215.00
	DAF	Analyze correspondence from S. Breskal re Ashley Ridge sale closing	0.10	\$107.50
	JMW	Analyze correspondence from S. Breskal re 25085 Ashley Ridge closing	0.10	\$72.50
6/13/2018	SMG	Revise 180A Seeburg Circle sale motion	0.10	\$62.50
	DAF	Confer with J. Weiss re motion to sell 800 Stradella property	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Confer with D. Fidler re motion to sell 800 Stradella property	0.20	\$145.00
	MLT	Analyze correspondence from S. Beach and F.Chin re CNBC story on Owlwood	0.10	\$124.50
6/14/2018	SMG	Prepare sale motion for 800 Stradella Road property	0.60	\$375.00
	DAF	Analyze pending purchase offers for court approval	0.40	\$430.00
	JMW	Analyze updated 6-12 master offer summary	0.30	\$217.50
	JMW	Analyze updated broker assignment list	0.10	\$72.50
	SMG	Analyze transaction documents and correspondence re sale of 800 Stradella Road property	0.30	\$187.50
6/15/2018	SMG	Prepare 800 Stradella Road sale motion	1.30	\$812.50
	SMG	Prepare declaration in support of 800 Stradella sale motion	0.90	\$562.50
	SMG	Prepare 800 Stradella Road sale order	0.50	\$312.50
	DAF	Analyze revised addendum to 800 Stradella purchase and sale agreement	0.40	\$430.00
	MLT	Analyze correspondence from F. Chin and S. Beach re CNBC story	0.10	No Charge
	MLT	Analyze updated broker assignment summary	0.20	\$249.00
	DAF	Analyze correspondence from M. Sorenson re pending sales and status of contingency removals	0.10	\$107.50
	DAF	Confer with F. Chin and J. Weiss re 800 Stradella purchase agreement and contingencies	0.30	\$322.50
	DAF	Confer with F. Chin and J. Weiss re disposition of Riverdale properties	0.20	\$215.00
	DAF	Email exchanges with F. Chin re 800 Stradella purchase agreement and open issues	0.20	\$215.00
	JMW	Confer with D. Fidler and F. Chin re 800 Stradella purchase agreement and contingencies	0.30	\$217.50
	JMW	Confer with D. Fidler and F. Chin re disposition of Riverdale properties	0.20	\$145.00
	DAF	Email exchanges with S. Hayes re possible revisions to 800 Stradella purchase agreement addendum	0.30	\$322.50
6/16/2018	DAF	Analyze sale documents re preparation of motions to approve for July 10 hearing	0.50	\$537.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze further revised addendum to 800 Stradella purchase agreement	0.20	\$215.00
	JMW	Analyze final 800 Stradella first addendum to PSA	0.10	\$72.50
	DAF	Confer with M. Tuchin re 800 Stradella sale	0.10	\$107.50
	MLT	Confer with D. Fidler re 800 Stradella sale	0.10	\$124.50
	DAF	Emails with F. Chin re revisions to 800 Stradella purchase agreement addendum	0.20	\$215.00
	DAF	Follow up email exchanges with F. Chin re revisions to 800 Stradella addendum and target closing date	0.20	\$215.00
	DAF	Confer with F. Reiss re 800 Stradella sale	0.30	\$322.50
	DAF	Email to F. Chin re further revised addendum to 800 Stradella purchase agreement	0.10	\$107.50
	JMW	Analyze correspondence from M. Sorenson re 15655 Woodvale contingencies	0.10	\$72.50
	DAF	Email exchanges with S. Breskal, S. Hayes re 800 Stradella purchase agreement addendum and revisions	0.30	\$322.50
6/17/2018	SMG	Analyze revised 800 Stradella Road sale agreement	0.20	\$125.00
	JMW	Confer with D. Fidler re sale motions for 7/10 hearing	0.20	\$145.00
	DAF	Email exchanges with F. Chin re motion to approve 800 Stradella sale	0.20	\$215.00
6/18/2018	DAF	Analyze summary Stradella sale documents and history re preparation of motion	1.00	\$1,075.00
	JMW	Revise sale motion for 26 Saddlehorn	0.30	\$217.50
	JMW	Revise sale motion for 180A Seeburg Circle	0.20	\$145.00
	JMW	Revise sale motion for 800 Stradella Road	1.40	\$1,015.00
	JMW	Revise sale motion for 90 Primrose	0.70	\$507.50
	JMW	Revise sale motion for 15655 Woodvale	0.90	\$652.50
	JMW	Revise sale motion for 14112 Roscoe	0.70	\$507.50
	JMW	Revise sale motion for 108 West Diamond Ranch	0.60	\$435.00
	SMG	Prepare 15655 Woodvale Road sale motion	1.70	\$1,062.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	SMG	Prepare 15655 Woodvale sale declaration	0.80	\$500.00
	SMG	Prepare 15655 Woodvale sale order	0.40	\$250.00
	SMG	Prepare 800 Stradella Road sale motion	1.30	\$812.50
	SMG	Prepare 800 Stradella Road sale declaration	0.30	\$187.50
	SMG	Prepare 90 Primrose sale motion	1.50	\$937.50
	SMG	Prepare 90 Primrose sale declaration	0.90	\$562.50
	SMG	Prepare 90 Primrose sale order	0.30	\$187.50
	SMG	Prepare 108 Diamond sale motion	1.40	\$875.00
	SMG	Prepare 108 Diamond sale declaration	0.80	\$500.00
	SMG	Prepare 108 Diamond sale order	0.30	\$187.50
	SMG	Prepare 14112 Roscoe sale motion	1.70	\$1,062.50
	SMG	Prepare 14112 Roscoe sale declaration	0.70	\$437.50
	SMG	Prepare 14112 Roscoe sale order	0.30	\$187.50
	SMG	Analyze 15655 Woodvale Road sale documents	0.20	\$125.00
	SMG	Analyze 90 Primrose sale documents	0.20	\$125.00
	SMG	Analyze 108 Diamond sale documents	0.20	\$125.00
	SMG	Analyze 14112 Roscoe sale documents	0.20	\$125.00
	DAF	Email to F. Chin re 800 Stradella sale documents	0.10	\$107.50
	DAF	Email to M. Sorenson re 800 Stradella sale	0.20	\$215.00
	DAF	Call with F. Chin re Stradella purchase agreement	0.10	\$107.50
	DAF	Email to F. Chin re 800 Stradella sale agreements	0.10	\$107.50
	SMG	Exchange e-mail correspondence with M. Kemper re 800 Stradella Road sale motion (multiple)	0.10	\$62.50
	SMG	Exchange e-mail correspondence with M. Sorenson re 108 Diamond sale	0.10	\$62.50
	SMG	Exchange e-mail correspondence with M. Sorenson re 14112 Roscoe sale	0.10	\$62.50
	DAF	Email exchanges with I. Bambrick re 7/10 sale motions	0.20	\$215.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/19/2018	JMW	Revise Stradella sale pleadings, pursuant to company comments	0.40	\$290.00
	JMW	Revise final Saddlehorn sale pleadings for filing	0.30	\$217.50
	JMW	Revise final 180 Seeburg sale pleadings for filing	0.30	\$217.50
	JMW	Revise final Woodvale sale pleadings for filing	0.30	\$217.50
	JMW	Revise final Diamond Ranch sale pleadings for filing	0.20	\$145.00
	SMG	Revise 800 Stradella sale motion	0.10	\$62.50
	SMG	Update memo re sale orders and use of proceeds	0.50	\$312.50
	DAF	Analyze revised sale motions (15655 Woodvale, 108 Diamond, 800 Stradella)	0.70	\$752.50
	DAF	Analyze executed 800 Stradella purchase agreement and finalization of sale motion	0.20	\$215.00
	DAF	Analyze schedule of noteholders for 7/10 sale motions	0.30	\$322.50
	MLT	Analyze pleadings re property sales for 7/10 hearing	0.50	\$622.50
	JMW	Analyze final Stradella sale pleadings for filing	0.30	\$217.50
	SMK	Analyze real property sale motions in connection with potential NH objections	0.30	\$202.50
	DAF	Confer with M. Tuchin re 800 Stradella sale	0.30	\$322.50
	MLT	Confer with D. Fidler re 800 Stradella sale	0.30	\$373.50
	DAF	Email exchanges with F. Chin re status of Stradella purchase agreement and comments to sale motion	0.20	\$215.00
	DAF	Email exchange with M. Sorenson re pending sale motions	0.10	\$107.50
	DAF	Email exchanges with F. Chin re executed 800 Stradella purchase agreement	0.10	\$107.50
	DAF	Email to B. Sharp re 15655 Woodvale sale motion	0.10	\$107.50
	DAF	Email to B. Sharp, N. Troszak re 800 Stradella sale and title report	0.20	\$215.00
	DAF	Analyze correspondence from M. Sorenson re 14112 Roscoe sale motion and removal of contingencies	0.10	\$107.50
	DAF	Analyze correspondence from M. Sorenson re status of 90 Primrose sale	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze correspondence from F. Chin re Stradella public listing history	0.10	\$72.50
	JMW	Exchange e-mail correspondence with N. Troszak re use of sale proceeds	0.10	\$72.50
	SMG	Exchange e-mail correspondence with I. Bambrick re Hayvenhurst sale	0.10	\$62.50
	DAF	Email exchange with M. Haghani re status of real property sales	0.10	\$107.50
6/20/2018	MLT	Exchange e-mail correspondence with F. Chin re sale of 800 Stradella	0.10	No Charge
	JMW	Exchange e-mail correspondence with F. Chin re 633 N. Foothill offer	0.10	\$72.50
6/21/2018	DAF	Email exchanges with N. Troszak re use of real estate sale proceeds	0.20	\$215.00
	DAF	Email exchange with M. Sorenson re 810 Sarbonne and escrow issues	0.10	\$107.50
	JMW	Telephone conference with N. Troszak re uses of sale proceeds	0.20	\$145.00
	DAF	Email exchange with S. Breskal re 747 David Road sale closing	0.10	\$107.50
	DAF	Email to A. Delgado re 810 Sarbonne and escrow issues	0.20	\$215.00
	JMW	Analyze correspondence from S. Breskal re closing on 747 Stockbridge	0.10	\$72.50
6/22/2018	DAF	Call with M. Sorenson re 810 Sarbonne closing and escrow company issues	0.10	\$107.50
	JMW	Analyze correspondence from S. Melamed re offer on 633 N. Foothill	0.10	\$72.50
6/23/2018	DAF	Analyze A. Rosenfeld statement re Owlwood property	0.10	\$107.50
6/24/2018	JMW	Analyze signed Adam Rosenfeld statement re Owlwood property	0.10	\$72.50
6/25/2018	DAF	Analyze 800 Stradella and 14112 Roscoe title reports re issues raised by Utah noteholder group	0.30	\$322.50
	DAF	Analyze revised sale counteroffer forms (overbid and no overbid versions)	0.50	\$537.50
	DAF	Analyze 201 Main St. sale documents and title report	0.40	\$430.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DAF	Analyze correspondence from M. Sorenson re 201 Main St. sale	0.10	\$107.50
	JMW	Exchange e-mail correspondence with M. Sorenson re sale of 201 Main Street	0.10	\$72.50
	DAF	Analyze correspondence from J. Shields re 800 Stradella and 14112 Roscoe sale motions	0.10	\$107.50
	DAF	Emails with J. Shields re revisions to 800 Stradella and 14112 Roscoe sale orders	0.20	\$215.00
	DAF	Email exchanges with S. Hayes re revised sale counteroffer forms	0.20	\$215.00
	RJP	Analyze correspondence with Utah Noteholders' Group re Stradella Road and Roscoe Blvd. property sale orders and potential obviation of objections in connection with same	0.20	\$199.00
	JMW	Exchange e-mail correspondence with S. Melamed re offer on 633 N. Foothill	0.10	\$72.50
	JMW	Prepare draft reply to J. Shields (Utah noteholder group counsel) re 800 Stradella sale	0.30	\$217.50
6/26/2018	MJS	Met with D. Fidler and J. Weiss to discuss parameters of Woodbridge bankruptcy and motion for sale of 201 Main Street and supporting ancillary documents	0.30	No Charge
	DAF	Analyze correspondence from I. Bambrick re 2362 Apollo Drive sale order	0.10	\$107.50
	JMW	Analyze correspondence from C. Rhee re approval of supplemental notice of Apollo property sale	0.10	\$72.50
6/27/2018	MJS	Draft motion for sale, proposed order and declaration, in support of motion for sale for 201 Main Street	3.30	\$1,402.50
	MJS	Reviewed background documents and precedent documents for 201 Main Street sale	1.90	\$807.50
6/28/2018	MJS	Completed drafting motion for sale, proposed order, and declaration in support of motion for sale for 201 Main Street	2.20	No Charge
	DAF	Analyze property sales tracking schedule	0.30	\$322.50
	DAF	Email to M. Sorenson re sales tracking schedule and closings	0.10	\$107.50
	DAF	Email exchange with F. Chin re status of 150 White Horse sale	0.10	\$107.50
6/29/2018	JMW	Revise pleadings for sale free and clear of certain units at 201 Main Street, Colorado	1.60	\$1,160.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JMW	Analyze updated master sales tracking chart	0.20	\$145.00
	DAF	Email exchange with E. Karasik re property interest	0.10	\$107.50
	DAF	Call E. Karasik re Owlwood property and purchase offer	0.20	\$215.00
	WLH	Exchange e-mail correspondence with E. Karasik re potential asset purchase	0.10	\$89.50
6/30/2018	DAF	Research legal issues raised by potential sale of 8124 W. Third Street	0.70	\$752.50
	DAF	Revise 8124 W. Street purchase agreement	1.20	\$1,290.00
	DAF	Analyze 8124 W. Street purchase agreement (buyer mark-up)	0.40	\$430.00
	WLH	Analyze issues re potential sale of certain property and buyer use of same	0.50	\$447.50
	DAF	Email exchanges with F. Chin re Owlwood property	0.10	\$107.50
	DAF	Email exchanges with F. Chin re 8124 W. Third Street purchase offer	0.20	\$215.00
	DAF	Call with F. Chin re comments to 8124 W. Street purchase agreement	0.20	\$215.00
	DAF	Follow up email exchanges with E. Karasik re Owlwood property and interested purchaser	0.10	\$107.50
Professional Services Rendered			89.10	\$71,634.00

For Services Rendered Through 6/30/2018

In Reference To: Regulatory Matters

File No.: 2314-0025

Professional Services

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/2018	RJS	Research re disclosure obligations with respect to predecessors under Reg S-X	1.30	\$780.00
	SCL	Research regulatory issue re: SEC financial-statement reporting requirements for liquidation trust	4.60	\$1,150.00
	RJP	Exchange email correspondence with A. Schwartz re forthcoming subpoena for materials produced to SEC	0.10	\$99.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/5/2018	DAF	Analyze documents from Missouri attorney general re Woodbridge complaint	0.20	\$215.00
	JMW	Analyze complaint filed by noteholder Owen Snyder with Missouri regulatory agency	0.30	\$217.50
	RJP	Review notice from Missouri Attorney General's office re noteholder complaint/inquiry	0.20	\$199.00
	DAF	Analyze correspondence from A. Schwartz re SEC—Shapiro settlement	0.10	\$107.50
	DAF	Call with A. Schwartz, B. Sharp, M. Tuchin re SEC—Shapiro settlement	0.20	\$215.00
	DAF	Email to A. Schwartz re letter from Missouri attorney general	0.10	\$107.50
	MLT	Exchange e-mail correspondence with A. Schwartz re Shapiro—SEC settlement	0.10	\$124.50
	MLT	Confer with A. Schwartz, B. Sharp, and D. Fidler re Shapiro—SEC settlement	0.20	\$249.00
	RJP	Exchange email correspondence with A. Schwartz re Missouri Attorney General's office inquiry and response to same	0.10	\$99.50
6/6/2018	MLT	Analyze correspondence from Attorney General of Missouri	0.10	\$124.50
6/11/2018	RJP	Analyze inquiry from Minnesota Department of Commerce re Woodbridge note solicitations and salespersons	0.10	\$99.50
	DAF	Email exchange with I. Bambrick re Minnesota state regulator inquiries	0.20	\$215.00
	RJP	Exchange email correspondence with A. Schwartz, D. Fidler, and I. Bambrick re inquiry from Minnesota Department of Commerce re Woodbridge note solicitations and salespersons	0.10	\$99.50
6/19/2018	MLT	Analyze correspondence from A. Schwartz re SEC-Shapiro settlement	0.10	No Charge
6/22/2018	DAF	Analyze correspondence from South Dakota regulator re securities claims	0.10	\$107.50
	RJP	Exchange email correspondence with A. Schwartz re South Dakota regulatory inquiry	0.10	\$99.50
	JMW	Analyze correspondence from S. Persichilli re inquiry by South Dakota regulatory agency	0.10	\$72.50
6/26/2018	DAF	Research legal issues re SEC-Shapiro settlement and turnover of assets	1.40	\$1,505.00

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0000Woodbridge Group of Companies
Woodbridge ExpensesPage 106
Bill # 16565

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Prepare issues list re SEC-Shapiro settlement	0.50	\$622.50
	DAF	Analyze summary of SEC-Shapiro settlement	0.30	\$322.50
	MLT	Analyze summary of SEC-Shapiro settlement	0.20	\$249.00
	JMW	Analyze terms of proposed SEC-Shapiro settlement	0.30	\$217.50
	JMW	Analyze prepetition restructuring closing set of transactions in connection with proposed transfers in SEC-Shapiro settlement	1.30	\$942.50
	RJP	Analyze summary of proposed terms of SEC settlement with relief defendants and potential estate effects re same	0.30	\$298.50
	JDY	Analyze RS protection trust agreement	0.70	\$525.00
	JDY	Analyze terms of proposed Shapiro settlement with SEC	1.10	\$825.00
	RJS	Analyze materials related to assets subject to the SEC's settlement with R. Shapiro	1.40	\$840.00
	DAF	Confer with J. Yi re SEC-Shapiro settlement and transfer of assets	0.50	\$537.50
	JDY	Confer with D. Fidler re SEC-Shapiro settlement and transfer of assets	0.50	\$375.00
	MLT	Exchange e-mail correspondence with D. Baddley re registration, solicitation materials, and Gibson Dunn fee application	0.10	\$124.50
	MLT	Exchange e-mail correspondence with A. Schwartz re SEC-Shapiro settlement; prepare correspondence to board, CEO, and CRO re same	0.10	\$124.50
	RJP	Exchange email correspondence with A. Schwartz re proposed terms of SEC settlement with relief defendants and potential estate effects re same	0.20	\$199.00
6/27/2018	JMW	Research re mechanism to obtain escrowed Mercer Vine funds in SEC settlement	0.40	\$290.00
	DAF	Analyze 8692 Franklin sale documents re transfer of Mercer Vine commission per SEC-Shapiro settlement	0.40	\$430.00
	DAF	Analyze documents re Shapiro assets and corporate structure (regarding SEC-Shapiro settlement)	0.60	\$645.00
	KNK	Analyze correspondence from J. Weiss re Shapiro settlement terms	0.10	\$147.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Analyze documents re implementation of SEC-Shapiro settlement	1.80	\$2,241.00
	JMW	Analyze RS Protection Trust Agreement	0.70	\$507.50
	JMW	Analyze sale orders in connection with determination of sale proceeds escrows to recover in SEC-Shapiro settlement	0.30	\$217.50
	JMW	Analyze closing statements for Colorado properties proposed to be transferred in SEC-Shapiro deal	0.20	\$145.00
	WLH	Analyze summary of SEC-Shapiro settlement terms	0.10	\$89.50
	RJS	Analyze documents related to assets subject to the SEC's settlement with R. Shapiro	1.90	\$1,140.00
	DAF	Office conference with M. Tuchin, J. Yi, J. Weiss, R. Smith re implementation of SEC-Shapiro settlement	0.70	\$752.50
	DAF	Confer with J. Weiss re SEC-Shapiro settlement and transfer of assets	0.40	\$430.00
	KNK	Analyze SEC settlement with R. Shapiro and impact on Plan	0.20	\$295.00
	MLT	Office conference with D. Fidler, J. Yi, J. Weiss, and R. Smith re implementation of SEC-Shapiro settlement	0.70	\$871.50
	JMW	Confer with D. Fidler re SEC-Shapiro settlement and transfer of assets	0.40	\$290.00
	JMW	Confer with M. Tuchin, D. Fidler, J. Yi, R. Smith re implementation of SEC-Shapiro settlement	0.70	\$507.50
	JDY	Office conference with M. Tuchin, D. Fidler, J. Weiss and R. Smith re Shapiro SEC settlement	0.70	\$525.00
	RJS	Office conference with M. Tuchin, D. Fidler, J. Weiss and R. Smith re Shapiro SEC settlement	0.70	\$420.00
	DAF	Call with B. Sharp, F. Chin, M. Tuchin, J. Weiss, J. Yi re implementation of SEC-Shapiro settlement	0.50	\$537.50
	MLT	Call with B. Sharp, F. Chin, D. Fidler, J. Yi, J. Weiss, and R. Smith re implementation of SEC-Shapiro settlement	0.50	\$622.50
	MLT	Analyze correspondence from F. Chin, N. Troszak, and B. Sharp re SEC-Shapiro settlement	0.20	\$249.00
	JMW	Telephone conference with F. Chin, B. Sharp, E. Held, M. Tuchin, D. Fidler, J. Yi, R. Smith re implementation of Shapiro-SEC settlement	0.50	\$362.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JDY	Conference call with M. Tuchin, D. Fidler, J. Weiss, R. Smith, F. Chin and B. Sharp re implementation of Shapiro SEC settlement	0.50	\$375.00
	RJS	Conference call with M. Tuchin, D. Fidler, J. Weiss, J. Yi, F. Chin and B. Sharp re implementation of Shapiro SEC settlement	0.50	\$300.00
	JMW	Confer with D. Stern re Shapiro assets in connection with SEC-Shapiro settlement	0.20	\$145.00
	DMS	Confer with J. Weiss re Shapiro assets in connection with SEC - Shapiro settlement	0.20	\$249.00
6/28/2018	MLT	Prepare outline of agreements to implement SEC-Shapiro settlement	1.30	\$1,618.50
	MLT	Analyze RS Protection Trust re implementation of SEC-Shapiro settlement	0.70	\$871.50
	JMW	Call with M. Tuchin, B. Sharp, A. Schwartz re implementation of SEC-Shapiro settlement	0.40	\$290.00
	MLT	Call with A. Schwartz, B. Sharp, and J. Weiss re implementation of SEC settlement	0.40	\$498.00
	MLT	Telephone conference with D. Baddley re Snell & Wilmer, registration issues, and solicitation materials	0.20	\$249.00
6/29/2018	DAF	Analyze draft SEC stipulation to extend § 1141(d)(6) deadline	0.20	\$215.00
	MLT	Analyze § 1141(d)(6) stipulation, certification of counsel, and order	0.20	\$249.00
	JMW	Analyze proposed 1141(d)(6) stipulation with SEC	0.10	\$72.50
	WLH	Analyze and respond to M. Tuchin email re §1141(d)(6) issue	0.10	\$89.50
	MLT	Confer with J. Weiss re implementation of SEC-Shapiro settlement	0.10	\$124.50
	MLT	Exchange e-mail correspondence with W. Holt and J. Weiss re 1141(d)(6) issues	0.10	\$124.50
	JMW	Confer with M. Tuchin re implementation of Shapiro-SEC settlement	0.10	\$72.50
	JMW	Exchange e-mail correspondence with M. Tuchin, W. Holt re SEC's stipulation re 1141(d)(6) discharge exception	0.10	\$72.50
	DAF	Email to S. Beach re SEC stipulation to extend § 1141(d)(6) deadline	0.10	\$107.50

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	MLT	Exchange e-mail correspondence with D. Baddley, J. Sabin, S. Beach, C. Robinson and P. Jackson re § 1141(d)(6) stipulation, certification of counsel, and order	0.10	\$124.50
	MLT	Telephone conference with A. Schwartz and J. Weiss re SEC-Shapiro settlement	0.20	\$249.00
	JMW	Telephone conference with M. Tuchin, A. Schwartz re implementation of Shapiro-SEC settlement	0.20	\$145.00
Professional Services Rendered			<u>36.00</u>	<u>\$30,048.00</u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Argiropoulos, Maria S	0.40	895.00	\$358.00
Pearson, Shanda D.	0.30	0.00	No Charge
Pearson, Shanda D.	11.90	375.00	\$4,462.50
Fidler, David A.	144.20	1075.00	\$155,015.00
Gurvitz, Sasha M	0.20	0.00	No Charge
Gurvitz, Sasha M	38.70	625.00	\$24,187.50
Holt, Whitman L.	46.30	895.00	\$41,438.50
Kidder, Samuel M	0.70	0.00	No Charge
Kidder, Samuel M	75.10	675.00	\$50,692.50
Klee, Kenneth N.	0.20	0.00	No Charge
Klee, Kenneth N.	4.00	1475.00	\$5,900.00
Love, Stefan C	3.10	0.00	No Charge
Love, Stefan C	25.40	250.00	\$6,350.00
Pfister, Robert J.	1.20	0.00	No Charge
Pfister, Robert J.	68.20	995.00	\$67,859.00
Pinsker, Elena C.	5.80	250.00	\$1,450.00
Salvucci, Martin J.	2.50	0.00	No Charge
Salvucci, Martin J.	5.20	425.00	\$2,210.00
Smith, Robert J.	22.20	600.00	\$13,320.00
Stern, David M.	6.00	0.00	No Charge
Stern, David M.	38.30	1245.00	\$47,683.50
Tuchin, Michael L.	2.80	0.00	No Charge

Tuchin, Michael L.	99.60	1245.00	\$124,002.00
Weiss, Jonathan M.	5.90	0.00	No Charge
Weiss, Jonathan M.	192.80	725.00	\$139,780.00
Yi, Justin D.	16.60	750.00	\$12,450.00
Zisblatt, Efrat B.	40.60	695.00	\$28,217.00
	<u>858.20</u>		<u>\$725,375.50</u>

Total fees and expenses incurred

\$731,028.67

EXHIBIT B

EXHIBIT B

(Itemized expenses for the period June 1, 2018 through June 30, 2018)

Date	Expense	Amount	Description	Travel Purpose	Invoice No.
06/19/2018	Telephone	\$264.89	Telephone Conference Service		16565
06/20/2018	Delivery Services/Messengers	\$73.50	Attorney Service delivery to LASC-Los Angeles on 06/11/18		16565
06/27/2018	Travel	\$328.90	Hotel on 06/04/18 for D. Stern	6/5/18 Omnibus Hearing	16565
06/28/2018	Other Expenses	\$255.00	Search Records - Lien (UCC)		16565
06/28/2018	Other Expenses	\$239.00	Search Records - Lien (UCC)		16565
06/30/2018	Copying	\$57.80	Photocopies - June 2018		16565
06/30/2018	Online Research	\$134.80	Pacer - June 2018		16565
06/30/2018	Online Research	\$850.38	Westlaw - June 2018		16565
06/30/2018	Online Research	\$3,374.43	Lexis - June 2018		16565
06/30/2018	Postage	\$0.47	Postage - June 2018		16565
06/30/2018	Court Fees	\$37.00	CourtCall fee to telephonically appear on 06/05/18 for D. Fidler		16565
06/30/2018	Court Fees	\$37.00	CourtCall fee to telephonically appear on 06/05/18 for M. Tuchin		16565
Total:		\$5,653.17			



Mr. David Stern
 Klee, Tuchin, Bogdanoff & Stern LLP
 1999 Avenue of the Stars
 39th floor
 Los Angeles CA 90067
 United States

Room No. : 1129
 Arrival : 06-04-18
 Departure : 06-05-18
 Page No. : 1 of 1
 Folio No. : 425341
 Conf. No. : 1096197
 Cashier No. : 46
 User ID : DENNIS

INVOICE

A/R Number :
 Group Code :
 Company Name : Young Conaway

Thank You For Staying With Us 06-05-18

Date	Text	Charges	Credits
06-04-18	Room Charge	299.00	
06-04-18	State Lodging Tax	23.92	
06-04-18	City Tax	5.98	
06-04-18	Valet Parking Overnight	22.00	
06-05-18	Room Service Breakfast	40.40	
06-05-18	Mastercard		391.30
	XXXXXXXXXXXX5035 XX/XX		
Total		391.30	391.30
Balance		0.00	

Guest Signature

*Hotel \$328.90
 Meal \$40.40
 Parking \$22.00*

INVOICE



ATTENTION: Robert J. Smith
 Klee, Tuchin, Bogdanoff & Stern LLP
 1999 Avenue of the Stars, 39th Floor
 Los Angeles, CA 90067

CUST #: 2483
INVOICE: 840938
ORDER: 695777
DATE: 06/27/2018

Ref #/Matter # UCC

WB

Carbondale Basalt Owners, LLC				
Jurisdiction: DE Secretary of State				
Description	Quantity	Rate	Amount	
Search Records - Lien (UCC) State	1	45.00	65.00	
Preferred Customer Discount			- 20.00	
State Fee	1	50.00	50.00	
Midland Loop Loan, LLC				
Jurisdiction: DE Secretary of State				
Search Records - Lien (UCC) State	1	50.00	65.00	
Preferred Customer Discount			- 15.00	
State Fee	1	45.00	45.00	
Scan Fee	1	10.00	10.00	
Carbondale Glen Owners, LLC				
Jurisdiction: CO Secretary of State				
Search Records - Lien (UCC) State	1	55.00	65.00	
Preferred Customer Discount			- 10.00	
State Fee	1	0.00	0.00	

ENTERED
WB

Subtotal	\$300.00
Payments/Credits	\$0.00
Discounts	\$45.00
Balance Due	\$255.00

THANK YOU FOR YOUR BUSINESS!

PAYMENT DUE UPON RECEIPT.

NOTE: THE RESPONSIBILITY FOR VERIFICATION AND ACCURACY OF THE INFORMATION ATTACHED, LIES WITH THE APPROPRIATE RECORDING AUTHORITY. WE ACCEPT NO LIABILITY FOR ERRORS OR OMISSIONS.

PAYMENTS MADE ON THIS INVOICE WITH A CREDIT CARD WILL INCUR A 3% SURCHARGE

[Click here to login and pay this invoice](#)

Corp2000 | 720 14th Street Sacramento, CA 95814 | **Local** (916) 448-1397 | **Toll Free**(800) 482-1497 | **Fax** (888) 211-5624

INVOICE



ATTENTION: Robert J. Smith
 Klee, Tuchin, Bogdanoff & Stern LLP
 1999 Avenue of the Stars, 39th Floor
 Los Angeles, CA 90067

CUST #: 2483
INVOICE: 840957
ORDER: 695814
DATE: 06/28/2018

Ref #/Matter # 3x A Charm, LLC et al

WB

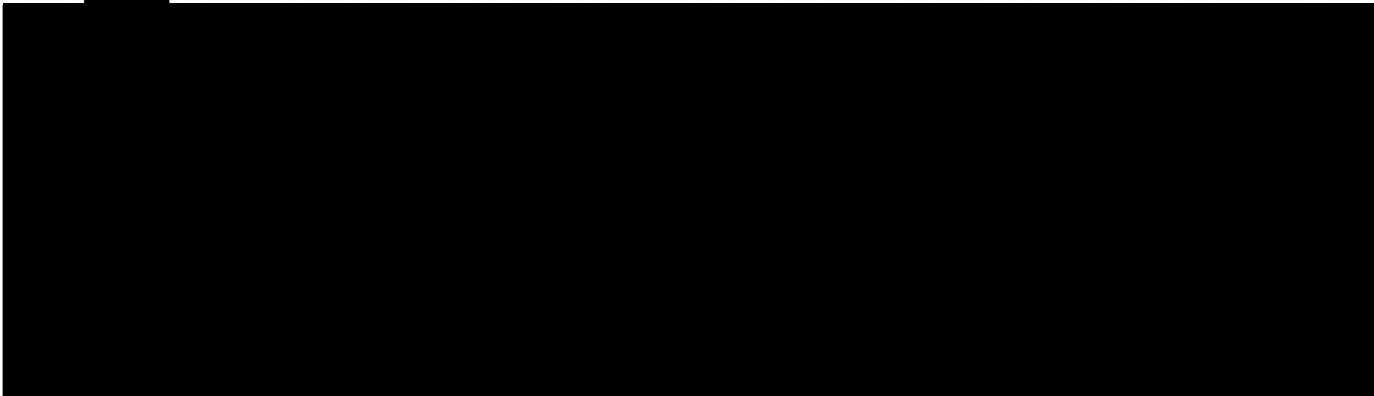
3x A Charm, LLC				
Jurisdiction: DE Secretary of State				
Description	Quantity	Rate	Amount	
Search Records - Lien (UCC) State	1	45.00	65.00	
Preferred Customer Discount			- 20.00	
State Fee	1	89.00	89.00	
Davana Sherman Oaks Owners, LLC				
Jurisdiction: DE Secretary of State				
Search Records - Lien (UCC) State	1	45.00	65.00	
Preferred Customer Discount			- 20.00	
State Fee	1	50.00	50.00	
Scan Fee	1	10.00	10.00	

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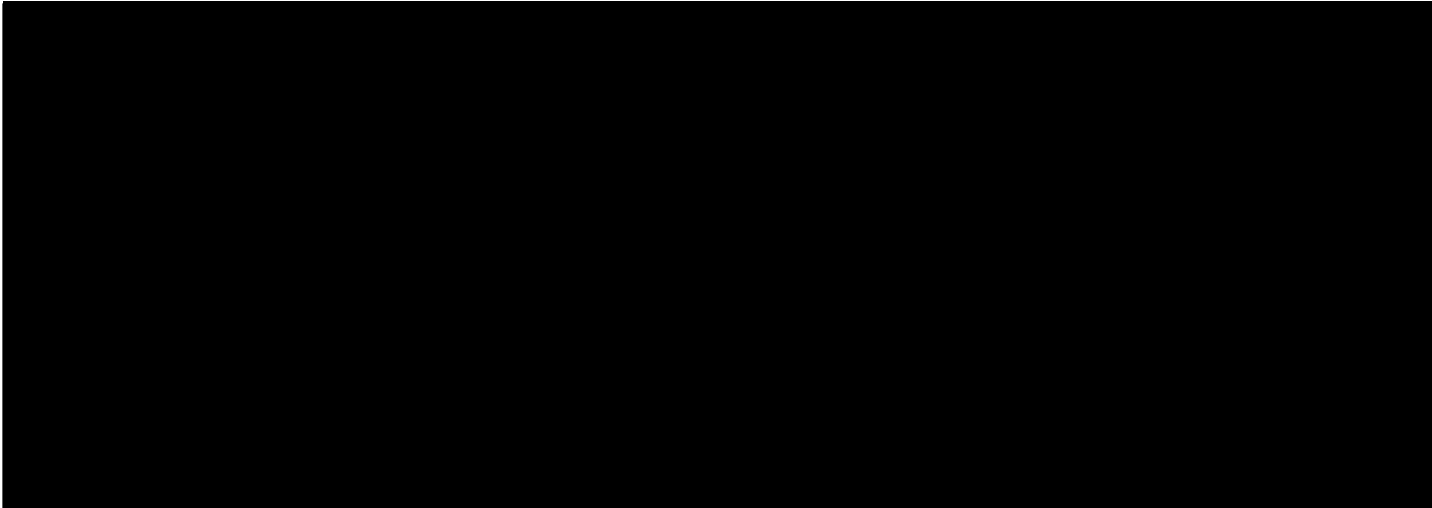
Subtotal	\$279.00
Payments/Credits	\$0.00
Discounts	\$40.00
Balance Due	\$239.00

Account: KLEE TUCHIN BOGDANOFF & STERN LLP, LOS ANGELES CA [REDACTED]
Date Range: June 01, 2018 - June 30, 2018
Report Format: Summary-Account by Client
Products: Westlaw, Westlaw Retired
Content Families: All Content Families

Account by Client	Database Time	Transactions	Docs/Lines	Connect Time	Standard Charge	Special Pricing Charge	Tax Amount	Total Charge
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Client 2314								
Totals for Included	692	38			1,723.34 USD	850.38 USD	0.00 USD	850.38 USD
Totals for Client 2314	692	38			1,723.34 USD	850.38 USD	0.00 USD	850.38 USD



ENTERED
WKB



REMOVAL OF TLS 1.0
PACER Service Center will disable TLS 1.0 on our web servers on June 17, 2018. Our servers will refuse connections using TLS 1.0 from that date.

BILLING HISTORY

Close

Summary Transaction Report by Client Code
All
from 06/01/2018 to 06/30/2018

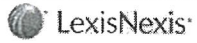
Mon Jul 02 13:09:46 CDT 2018

Back

New Search

Client Code	Pages	Audio	Cost
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2314	1348	0	\$134.80
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

ENTERED
[Handwritten signature]



PowerInvoice™

Date Range
06/01/2018 - 06/30/2018

Report Date
07/02/2018

SUMMARY BY CLIENT

CLIENT	CONTRACT USE			TRANSACTIONAL USE			TOTAL BEFORE TAX	TAX*	TOTAL CHARGES
	GROSS AMOUNT	ADJUSTMENT	NET AMOUNT	TRANSACTIONAL GROSS AMOUNT	TRANSACTIONAL ADJUSTMENT	TRANSACTIONAL NET AMOUNT			
[REDACTED]									
2314	\$27,978.00	(\$25,404.04)	\$2,573.96	\$95.00	\$0.00	\$95.00	\$2,668.96	\$0.00	\$2,668.96
2314-0016	\$6,908.00	(\$6,274.64)	\$633.36	\$0.00	\$0.00	\$0.00	\$633.36	\$0.00	\$633.36
2314-016	\$786.00	(\$713.89)	\$72.11	\$0.00	\$0.00	\$0.00	\$72.11	\$0.00	\$72.11

[REDACTED]

EXCHANGE RATE TO United States dollar

Date	Rate	From Currency	Base Currency
JUL-02-2018	1	UNITED STATES DOLLAR	UNITED STATES DOLLAR

Billing data reports include estimated taxes. The official invoice includes taxes based on actual usage for usage-based services or/and default location for non-usage-based services at invoice period end.

ENTERED
WB