

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 13, 2018

**SUMMARY OF FOURTH MONTHLY APPLICATION OF CONWAY MACKENZIE, INC.
FOR PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MAY 1, 2018 THROUGH MAY 31, 2018**

Name of Applicant: Conway MacKenzie, Inc. (“Conway MacKenzie”)
Authorized to Provide Professional Services to: Ad Hoc Noteholder Group
Date of Retention: April 5, 2018 (*nunc pro tunc* to February 5, 2018)
Period for which compensation and reimbursement is sought: May 1, 2018 – May 31, 2018
(the “Fourth Application Period”)
Amount of Compensation sought as actual, reasonable, and necessary: \$63,810.00 (interim compensation sought for 80% of that amount, or \$51,048.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$820.19

This is a X monthly ___ interim ___ final application.

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

The Conway MacKenzie professionals who rendered services in these cases during the Fourth Application Period are:

Professional	Title	Hourly Rate	Hours	Fees
Matthew D. Sedigh	Managing Director	\$550.00	47.0	\$ 25,850.00
Michael D. Dery	Director	\$400.00	42.8	\$ 17,120.00
Frank J. Sesì	Director	\$400.00	52.1	\$ 20,840.00
Total Professional Hours and Fees			141.9	\$63,810.00
Blended Rate		\$449.68		

The total hours and fees incurred, by Task Code, during the Fourth Application Period are:

Task Code	Hours	Fees
Asset Disposition	9.2	\$5,060.00
Business Analysis	11.3	\$6,215.00
Cash Flow Analysis & Reporting	2.1	\$1,155.00
Fraud / Forensic Analysis	87.8	\$35,120.00
Meet / Conference	21.3	\$10,650.00
Plan / Disclosure Statement	10.2	\$5,610.00
Total Hours and Fees	141.9	\$63,810.00

The total amounts of expenses, by expense type, during the Fourth Application Period are:

Expense Category	Amount
Office Supplies	\$816.20
Telecommunications	\$3.99
Total Out-of-Pocket Expenses	\$820.19

UNITED STATES BANKRUPTCY COURT
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In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

Objection Deadline: August 13, 2018

**FOURTH MONTHLY APPLICATION OF CONWAY MACKENZIE, INC. FOR
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MAY 1, 2018 THROUGH MAY 31, 2018**

Pursuant to 11 U.S.C. §§ 328(a), 330, 331, and 1103; Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); the *Order Authorizing Employment and Retention of Conway MacKenzie, Inc. as Financial Advisor for the Ad Hoc Noteholder Group* (the “Retention Order”); the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “Interim Compensation Order”); and the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Conway MacKenzie, Inc. (“Conway MacKenzie”), Financial Advisor to the Ad Hoc Noteholder Group (the “Noteholder Group”), hereby files this application (the “Fourth Monthly Application”) for an order allowing it: (a) compensation in the amount of \$51,048.00, representing 80% of the \$63,810.00 of fees incurred in connection with the reasonable and necessary financial advisory services Conway MacKenzie rendered to the Noteholder Group during the period from May 1, 2018 through May 31,

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

2018 (the “Fourth Application Period”); and (b) reimbursement of \$820.19 of actual and necessary expenses incurred by Conway MacKenzie during the Fourth Application Period. In support of this Fourth Monthly Application, Conway MacKenzie respectfully states as follows.

BACKGROUND

1. On December 4, 2017, approximately 270 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”).

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.

3. 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.

4. 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 the Noteholder Group and an ad hoc unitholder group (the “Unitholder Group”).

5. On March 19, 2018, the *Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Conway MacKenzie, Inc. as Financial Advisor Nunc Pro Tunc to January 23, 2018* (the “Employment Application”) was filed.

6. On April 5, 2018, the Retention Order was filed.

RETENTION AND CONTINUING DISINTERESTEDNESS
OF CONWAY MACKENZIE

7. Pursuant to the Retention Order, the Noteholder Group was authorized to retain Conway MacKenzie as their financial advisor effective as of February 5, 2018, with regard to certain financial matters related to these chapter 11 cases (the “Chapter 11 Cases”). The Retention Order authorizes the Debtors to compensate Conway MacKenzie in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines established by the U.S. Trustee and such other procedures as may be fixed by order of the Court.

8. As disclosed in the *Declaration of Matthew D. Sedigh Pursuant to 28 U.S.C. 1746 in Support of the Application of the Ad Hoc Noteholder Group Formed Pursuant to January 23, 2018 Order, for Entry of an Order Authorizing the Employment and Retention of Conway MacKenzie, Inc. as its Financial Advisor Nunc Pro Tunc to January 23, 2018* (the “Sedigh Declaration”), filed on March 19, 2018, Conway MacKenzie does not hold or represent any interest adverse to the Debtors’ estates, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code.

9. Conway MacKenzie may have in the past represented, may currently represent, and likely in the future will represent, parties-in-interest in connection with matters unrelated to the Debtors in these Chapter 11 Cases. In the Sedigh Declaration, Conway MacKenzie disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Conway MacKenzie will update the Sedigh Declaration, as necessary, if and when Conway MacKenzie becomes aware of material new information.

10. During the Fourth Application Period, Conway MacKenzie performed the services for which it is seeking compensation on behalf of the Noteholder Group, and not on behalf of any other

person.

11. Except as provided herein, in the Sedigh Declaration, and in the Employment Application, Conway MacKenzie has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity in connection with these Chapter 11 Cases.

12. Pursuant to Bankruptcy Rule 2016(b), Conway MacKenzie has not shared, nor has Conway MacKenzie agreed to share (a) any compensation it received or may receive with another person other than with the shareholders and employees of Conway MacKenzie.

PAYMENT AND REIMBURSEMENT REQUESTED

13. Conway MacKenzie submits this Fourth Monthly Application (a) for payment of compensation for actual, reasonable, and necessary professional services performed by it as financial advisor for the Noteholder Group during the Fourth Application Period, and (b) for reimbursement of actual, reasonable, and necessary disbursements incurred in representing the Noteholder Group during the Fourth Application Period. This Fourth Monthly Application is made pursuant to the provisions of the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and the Interim Compensation Order.

14. During the Fourth Application Period, Conway MacKenzie rendered financial advisory services to the Noteholder Group having a value of \$63,810.00 in fees, calculated at Conway MacKenzie's usual and customary hourly rates as more specifically set forth herein. In addition, Conway MacKenzie made disbursements to pay expenses on behalf of the Noteholder Group in the amount of \$820.19 during the Fourth Application Period. Thus, the total amount of fees (80% of the aggregate amount of fees for the Fourth Application Period) and disbursements for which Conway MacKenzie seeks approval and payment on an interim basis for the Fourth Application Period is \$51,868.19.

15. Professional services and disbursements for which compensation and reimbursement are sought were rendered and expended on behalf of the Noteholder Group pursuant to Chapter 11 of the Bankruptcy Code. Conway MacKenzie believes it is appropriate that it be compensated for the services rendered and reimbursed for the disbursements incurred in connection with these matters. All of the fees and disbursements sought to be paid or reimbursed in this Fourth Monthly Application were actual, necessary, and reasonable, and benefited the Debtors' estates and creditors.

16. As set forth in the Employment Application, the Noteholder Group retained Conway MacKenzie as its financial advisor to provide the following professional services:

- (a). Analysis and potential litigation support and/or negotiation assistance on any aspects of Noteholder treatment in the chapter 11 cases;
- (b). Investigation and analysis of facts and issues related to whether Noteholders are secured;
- (c). Analysis of possible Noteholder benefits of substantive consolidation of the Debtors' estates;
- (d). Presenting at meetings of the Noteholder Group, as well as meetings with other key stakeholders and parties;
- (e). Assistance in the analysis, review and monitoring of the restructuring process, including, but not limited to an assessment of potential recoveries for Noteholders;
- (f). Review and analysis of financial information prepared by the Debtors, including, but not limited to, cash flow projections and budgets, business plans, cash receipts and disbursement analysis, asset and liability analysis, and the economic analysis of proposed transactions for which Court approval is sought;
- (g). Review and analysis of any tax issues associated with Noteholder treatment and recoveries;

- (h). Review and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;
- (i). Attendance at meetings and assistance in discussions with the Debtors, the Official Committee of Unsecured Creditors, the Ad Hoc Unitholder Group, and other parties in interest and professionals hired by the same, as requested;
- (j). Review and analysis of financial related disclosures required by the Court, including Schedules of Assets and Liabilities, Statements of Financial Affairs and Monthly Operating Reports;
- (k). Review and analysis of issues on disposition of executory contracts and unexpired leases;
- (l). Review, analysis and investigation of potential causes of action, including fraudulent conveyances and preferential transfers and certain transactions between the Debtors and affiliated entities;
- (m). Assistance in the prosecution of Noteholder Group responses/objections to case motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Noteholder Group;
- (n). Summary review of financial and operational information furnished by the Debtors to the Noteholder Group, insofar as it relates to consolidation issues and cash management requirements that mandate accurate and complete post-petition intercompany accounting and allocation of professional fees and DIP draws;
- (o). Assisting on issues of unencumbered assets, insofar as they affect DIP draw requirements and adequate protection for Noteholders' existing liens;

- (p). Representing Noteholders interests, as the cases' largest economic constituency, in keeping the cases' professional fee budgeting to the minimum amounts necessary;
- (q). Representing Noteholder interests in any sale of assets of the Debtors' estates; and
- (r). Performing such other advisory services for the Noteholder Group as may be necessary or proper in these proceedings, subject to the aforementioned scope.

REASONABLE AND NECESSARY SERVICES RENDERED

17. The following summary highlights the major areas in which Conway MacKenzie rendered services during the Fourth Application Period. Additional detail regarding Conway MacKenzie's services performed during the Fourth Application Period is reflected in the time records attached hereto as Exhibit A. Attached as Exhibit B is a summary of the total hours billed and fees incurred, segregated among the six (6) billing categories referenced below (the "Task Codes"), during the Fourth Application Period. Attached as Exhibit C is a summary of the total hours billed and fees incurred, among the Conway MacKenzie professionals assigned to these Chapter 11 Cases.

18. During the Fourth Application Period, Conway MacKenzie, as financial advisor to the Noteholder Group, conferred significant value collecting and analyzing information related to the prepetition affairs of the Debtors. Further, as described in more detail below, during the Fourth Application Period, Conway MacKenzie advised the Noteholder Group on a broad range of issues, began a preliminary analysis of the Debtors' assets and causes of action, and commenced its investigation into the Debtors' prepetition liens through necessary forensic accounting activities.

Asset Disposition

(Fees: \$5,060.00 Hours: 9.2)

19. Included within this Task Code classification are services rendered by Conway MacKenzie to provide guidance to the Noteholder Group and Noteholder Counsel with respect to the ongoing sale processes being undertaken by the Debtors. Specific activities include, but are not limited to, the following:

- a) Analyzing and reviewing the materials prepared by the Debtors and their advisors regarding the proposed sales of assets;
- b) Analyzing, reviewing, and tracking various pre-petition and post-petition indications of interest received by the Debtors' related to the various assets; and
- c) Meeting, discussing and corresponding with the Debtors' and/or their advisors regarding the sales processes and related matters.

Business Analysis

(Fees: \$6,215.00 Hours: 11.3)

20. Incorporated within this Task Code is work performed by Conway MacKenzie personnel related to the evaluation and analysis of the Debtors' business operations and projected results in the context of these Chapter 11 Cases. Services performed by Conway MacKenzie in this regard include the review and analysis of various financial projections and models prepared by Debtors' management and advisors including, but not limited to, the Debtors' operating budgets, monthly financial statements, publicly filed documents, and other related materials.

21. Also incorporated within this Task Code are services rendered by Conway MacKenzie to analyze and review the information contained in the online data room (the "Data Room") established by the Debtors and their advisors to facilitate due diligence and monitoring efforts. Specific services rendered by Conway MacKenzie during the Fourth Application Period include the following:

- a) Researching and retrieving documents and additional materials posted in the Data Room; and
- b) Performing detailed analysis of pertinent documents and other materials that were posted to the Data Room.

22. Also included within this Task Code are analyses and efforts rendered by Conway MacKenzie to ascertain the condition of the Debtors' operations, the achievability of projected results, and its overall viability as a going concern. In connection therewith, Conway MacKenzie performed a variety of research and analyses including, but not limited to, the following:

- a) Reviewing and analyzing various projected and historical financial statements and reports including the Debtors' operating projections, construction cost estimates, operating results and financial statements for the years 2013 through 2017, and various other financial and accounting records;
- b) Creating a compendium of real property acquisitions from inception through filing; and
- c) Participating in conferences with management and the Debtors' Advisors regarding various aspects of the Debtors' business operations.

Cash Flow Analysis and Reporting

(Fees: \$1,155.00 Hours: 2.1)

23. In connection with the Debtors' reorganization efforts, Conway MacKenzie developed a cash flow forecasting tool (the "Cash Flow Analysis"). Among other things, the Cash Flow Analysis was designed to provide the Noteholder Group with a strategic tool for analyzing the Debtors' cash receipts and disbursements on a weekly basis.

Fraud / Forensic Analysis

(Fees: \$35,120.00 Hours: 87.8)

24. Incorporated within this Task Code is work performed by Conway MacKenzie personnel directly related to performing a forensic analysis of various accounting records and other materials made available by the Debtors. Services performed by Conway MacKenzie in this regard include the review and analysis of the Debtors' various historical financial and accounting reports and statements, a detailed review of the Debtors' pre-petition disbursement activities, and other matters related to determining the extent to which any causes of action may exist or arise.

25. Also reviewed in great detail was the *Declaration of Soneet R. Kapila*, which served as a limited basis for establishing a foundation to analyze the complex prepetition activities of the Debtors and their operations.

Meet / Conference

(Fees: \$10,850.00 Hours: 21.3)

26. Conway MacKenzie personnel have participated in numerous meetings, teleconferences and discussions with members of the Noteholder Group and attorneys at Drinker Biddle & Reath LLP ("Noteholder Group Counsel"), Debtors' senior management team, attorneys at Gibson Dunn & Crutcher, LLP and Klee Tuchin Bogdanoff & Stern LLP (collectively, "Debtors' Counsel"), professionals at DSI Management, Inc. ("Debtors' Financial Advisor", and together with Debtors' Counsel, "Debtors' Advisors"), attorneys at Pachulski Stang Ziehl & Jones LLP ("Committee Counsel") and professionals at FTI Consulting, Inc. ("Committee Financial Advisor", and together with Committee Counsel, "Committee Advisors") regarding ongoing reorganization efforts. Topics addressed during such interactions generally relate to global restructuring issues and/or the status of multiple projects being worked on by Conway MacKenzie and/or other

professionals.

27. These meetings/teleconferences provided a forum for the Debtors' management, Debtors' Advisors, Committee Advisors, Noteholder Counsel and Conway MacKenzie and served as valuable working sessions for the purpose of pursuing restructuring efforts and tactics as well as to coordinate the efforts of such parties with respect to the prosecution of the Chapter 11 Cases. The active coordination of efforts among such parties served to improve the efficiency of the restructuring/reorganization process and to avoid any duplication of efforts.

Plan / Disclosure Statement

(Fees: \$5,610.00 Hours: 10.2)

28. Incorporated within this Task Code are services rendered by Conway MacKenzie directly related to the research, analysis and review of proposed settlement terms related to a proposed plan of reorganization term sheet and other materials related to consummating a consensual Plan of Reorganization filed in connection with these Chapter 11 Cases.

29. This Task Code also includes services rendered by Conway MacKenzie directly related to the preparation and review of analyses for the benefit of the Noteholder Group to develop and respond to proposals and counter-proposals for global settlement discussions with the Debtors and the Debtors' advisors.

30. These meetings/teleconferences provided a forum for the Debtors' management, Debtors' Advisors, Committee Advisors, Noteholder Counsel and Conway MacKenzie and served as valuable working sessions for the purpose of pursuing restructuring efforts and tactics as well as to coordinate the efforts of such parties with respect to the prosecution of the Chapter 11 Cases. The active coordination of efforts among such parties served to improve the efficiency of the restructuring/reorganization process and to avoid any duplication of efforts.

ACTUAL AND NECESSARY EXPENSES

1. Conway MacKenzie has incurred out-of-pocket expenses in the amount of \$820.19 in connection with the services it provided to the Noteholder Group during the Fourth Application Period. These expenses were incurred for items including charges for ground transportation, lodging, airfare, mileage, parking, telecommunication and working meals.

2. A detailed itemization and description of the expenses, by type, incurred during the Fourth Application Period is attached hereto as Exhibit D. In addition, a breakdown by category of all expenses incurred by Conway MacKenzie is included in the cover pages to the Fourth Monthly Fee Application, in accordance with the Local Rules.

3. In a future application, Conway MacKenzie may seek reimbursement of additional expenses advanced or incurred during this Fourth Application Period that do not appear on Exhibit D.

CONCLUSION

WHEREFORE, by this Fourth Monthly Application, Conway MacKenzie respectfully requests interim approval of fees and expenses incurred during the Fourth Application Period in the total amount of \$51,868.19 consisting of: (a) \$51,048.00, which represents 80% of the \$63,810.00 in fees incurred for reasonable and necessary professional services rendered; and (b) \$820.19 for actual and necessary costs and expenses incurred. Conway MacKenzie further requests that the Debtors be authorized to remit to Conway MacKenzie all amounts due and owing as an administrative expense in accordance with the Interim Compensation Order, and grant such other and further relief as this Court may deem just and proper.

Executed this 24th of July, 2018 in Los Angeles, California.

CONWAY MACKENZIE, INC.

By: /s/ Matthew D. Sedigh
Matthew D. Sedigh
333 South Hope Street, Suite 3625
Los Angeles, CA 90036
Phone: (213) 416-6215
MSedigh@ConwayMacKenzie.com

Financial Advisor to the Ad Hoc Noteholder
Group

Woodbridge Group of Companies, LLC

Exhibit A

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

TIME RECORD DETAIL

<u>Date</u>	<u>Professional</u>	<u>Task Code</u>	<u>Detailed Description</u>	<u>Hours</u>
5/1/2018	Matthew D. Sedigh	Meet / Conference	Prepare for and participate in AHNG conference call with DB, Dundon	1.7
5/1/2018	Matthew D. Sedigh	Business Analysis	Prepare and review business analysis update of property sales and other matters effecting noteholder recovery	1.1
5/1/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Attend (telephonically) court hearing	0.9
5/3/2018	Frank J. Sesì	Fraud / Forensic Analysis	Upload and review of quickbooks files for net winners analysis	3.5
5/3/2018	Frank J. Sesì	Meet / Conference	Call with MDD and DSI regarding net winners analysis	0.3
5/3/2018	Matthew D. Sedigh	Cash Flow Analysis & Reporting	Prepare and review analysis of cash flow variance reporting	0.7
5/3/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Call with Richard Houchin (Noteholder) re case status, estimated recovery, and guidance on POC filing	1.3
5/4/2018	Frank J. Sesì	Fraud / Forensic Analysis	Upload and review of quickbooks files to develop net winners/losers analysis	3.0
5/4/2018	Frank J. Sesì	Fraud / Forensic Analysis	Continue upload and review of quickbooks files to develop net winners/losers analysis	1.6
5/4/2018	Michael D. Dery	Fraud / Forensic Analysis	Preparation for and participation in conference call with DSI regarding net winner and loser analysis	1.0
5/4/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files to develop forensic analysis of net flow of funds for each investor	3.0
5/4/2018	Michael D. Dery	Fraud / Forensic Analysis	Continue review of quickbooks files to develop forensic analysis of net flow of funds for each investor	2.0
5/7/2018	Frank J. Sesì	Fraud / Forensic Analysis	Continued reconciliation of data within quickbooks files	3.7
5/7/2018	Michael D. Dery	Fraud / Forensic Analysis	Continue review of quickbooks files to develop forensic analysis of net flow of funds for each investor	3.5
5/7/2018	Michael D. Dery	Fraud / Forensic Analysis	Continue review of quickbooks files to develop forensic analysis of net flow of funds for each investor	2.5
5/8/2018	Frank J. Sesì	Fraud / Forensic Analysis	Review of various transactions withing quickbooks files	1.9
5/8/2018	Matthew D. Sedigh	Meet / Conference	Prepare for and participate in AHNG conference call with DB, Dundon	1.8
5/8/2018	Matthew D. Sedigh	Business Analysis	Prepare and review business analysis update of property sales and other matters effecting noteholder recovery	1.5
5/8/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Call with Gary Wosley (Noteholder) re case status, estimated recovery, and guidance on POC filing	0.9
5/9/2018	Frank J. Sesì	Fraud / Forensic Analysis	Continued review of various transactions in quickbooks files fo vouch flow of funds	3.0
5/9/2018	Frank J. Sesì	Fraud / Forensic Analysis	Preparation of detailed balance sheets for all woodbridge entities	2.3
5/9/2018	Frank J. Sesì	Fraud / Forensic Analysis	Continued review of various transactions in quickbooks files fo vouch flow of funds	1.9
5/10/2018	Frank J. Sesì	Fraud / Forensic Analysis	Preparation of summary of certain transtions to depict flow of funds	3.2
5/10/2018	Frank J. Sesì	Fraud / Forensic Analysis	Continued tracing of various transaction for net winner and losser analysis	3.9
5/10/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files, team meetings regarding same	3.9
5/10/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files, team meetings regarding same	2.9
5/14/2018	Frank J. Sesì	Meet / Conference	Call with DSI. Call with MDD and MDS.	0.7
5/14/2018	Frank J. Sesì	Fraud / Forensic Analysis	Review of various transactions within Quickbooks to traced note holder payments	1.5
5/14/2018	Frank J. Sesì	Fraud / Forensic Analysis	Review of QuickBooks to understand recording of income statement transactions and interest payments	2.8
5/14/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of sample transactions and prepare for conference call with DSI	2.0
5/14/2018	Matthew D. Sedigh	Business Analysis	Review Province fee application	0.4
5/14/2018	Matthew D. Sedigh	Business Analysis	Review Monthly Operating Report for January 2018	1.6
5/14/2018	Matthew D. Sedigh	Business Analysis	Review motion for settlement and Sharp declaration re OBDK	0.7
5/14/2018	Matthew D. Sedigh	Business Analysis	Review motion for settlement and Sharp declaration re 805 Nimes	0.9
5/14/2018	Matthew D. Sedigh	Business Analysis	Review Monthly Operating Report for February 2018	0.9
5/14/2018	Matthew D. Sedigh	Meet / Conference	Call with DSI. Call with MDD and FJS.	0.7

Woodbridge Group of Companies, LLC

Exhibit A

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

TIME RECORD DETAIL

<u>Date</u>	<u>Professional</u>	<u>Task Code</u>	<u>Detailed Description</u>	<u>Hours</u>
5/15/2018	Frank J. Sesi	Fraud / Forensic Analysis	Review of 1099 summaries for various entities	3.1
5/15/2018	Frank J. Sesi	Fraud / Forensic Analysis	Review of various vendor listings for Woodbridge transactions and tracing of payments to noteholders	1.4
5/15/2018	Frank J. Sesi	Fraud / Forensic Analysis	Continued review of vendor transactions	2.2
5/15/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files for selected investments, analysis of transactions, analyze interest payments, continued performance of net winner, loser analysis.	3.5
5/15/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files for selected investments, analysis of transactions, analyze interest payments, continued performance of net winner, loser analysis.	3.5
5/15/2018	Michael D. Dery	Meet / Conference	Teleconference with Sedigh, Dundon, DB and AHNG regarding status of forensic analysis	1.2
5/15/2018	Michael D. Dery	Fraud / Forensic Analysis	Review of quickbooks files for selected investments, analysis of transactions, analyze interest payments, continued performance of net winner, loser analysis.	2.0
5/15/2018	Matthew D. Sedigh	Meet / Conference	Teleconference with AHNG, DB, Dundon, Dery and Sesi regarding status of forensic analysis	1.2
5/15/2018	Matthew D. Sedigh	Meet / Conference	Prepare for and participate in AHNG conference call with DB, Dundon	1.6
5/15/2018	Matthew D. Sedigh	Business Analysis	Prepare and review business analysis update of property sales and other matters effecting noteholder recovery	0.9
5/15/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Attend (telephonically) court hearing	1.1
5/16/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 995/981 cowen	0.9
5/16/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 446 diamond	0.9
5/16/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 809 Grand	0.7
5/16/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 747 Davis	1.2
5/16/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 403/417 Crystal Canyon	0.8
5/17/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 302 Wildflower	0.9
5/17/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 14115 Moorpark	0.8
5/17/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 342/368 River Bend	0.7
5/17/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 63 Sweetgrass	1.2
5/17/2018	Matthew D. Sedigh	Cash Flow Analysis & Reporting	Prepare and review analysis of cash flow variance reporting	0.9
5/17/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Call with Tracy Weaver (Noteholder) re case status, estimated recovery, and guidance on POC filing	0.9
5/18/2018	Matthew D. Sedigh	Business Analysis	Review BRG staffing report	0.4
5/18/2018	Matthew D. Sedigh	Asset Disposition	Review of sale motion and Sharp declaration re 215 n 12th	1.1
5/19/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Review LaRochelle motion to terminate exclusivity	1.8
5/20/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Review Contrarian motion / response re claim trading	1.4
5/20/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Discussion with Dundon re Contrarian claims	0.4
5/21/2018	Frank J. Sesi	Fraud / Forensic Analysis	Review of vendor and income statement transactions for sample investor	2.8
5/21/2018	Frank J. Sesi	Fraud / Forensic Analysis	Preparation of analysis documenting results of sample investor analysis	3.0
5/21/2018	Michael D. Dery	Fraud / Forensic Analysis	Continued review and analysis of quickbooks files to prepare net winner and loser analysis, matching of interest payments among Woodbridge entities and property investments.	3.5
5/21/2018	Michael D. Dery	Fraud / Forensic Analysis	Continued review and analysis of quickbooks files to prepare net winner and loser analysis, matching of interest payments among Woodbridge entities and property investments.	2.2
5/21/2018	Michael D. Dery	Fraud / Forensic Analysis	Continued review and analysis of quickbooks files to prepare net winner and loser analysis, matching of interest payments among Woodbridge entities and property investments.	3.5

Woodbridge Group of Companies, LLC

Exhibit A

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

TIME RECORD DETAIL

<u>Date</u>	<u>Professional</u>	<u>Task Code</u>	<u>Detailed Description</u>	<u>Hours</u>
5/22/2018	Frank J. Sesì	Meet / Conference	Preparation of slides for noteholder presentation. Call with MDS and MDD regarding presentation.	3.8
5/22/2018	Frank J. Sesì	Meet / Conference	Call with counsel and noteholder committee	1.1
5/22/2018	Michael D. Dery	Fraud / Forensic Analysis	Phone call with Noteholders and counsel	0.8
5/22/2018	Michael D. Dery	Fraud / Forensic Analysis	Preparation of presentation for conference all with Noteholder and counsel	1.8
5/22/2018	Matthew D. Sedigh	Meet / Conference	Preparation of slides for noteholder presentation. Call with FJS and MDD regarding presentation.	3.8
5/23/2018	Matthew D. Sedigh	Meet / Conference	Prepare for and participate in AHNG conference call with DB, Dundon	1.5
5/23/2018	Matthew D. Sedigh	Business Analysis	Prepare and review business analysis update of property sales and other matters effecting noteholder recovery	1.3
5/24/2018	Matthew D. Sedigh	Cash Flow Analysis & Reporting	Prepare and review analysis of cash flow variance reporting	0.5
5/30/2018	Frank J. Sesì	Fraud / Forensic Analysis	Review bankruptcy schedules for claims amount reconciliation of certain noteholders	1.4
5/30/2018	Matthew D. Sedigh	Meet / Conference	Prepare for and participate in AHNG conference call with DB, Dundon	1.9
5/30/2018	Matthew D. Sedigh	Business Analysis	Prepare and review business analysis update of property sales and other matters effecting noteholder recovery	1.6
5/31/2018	Matthew D. Sedigh	Plan / Disclosure Statement	Call with John Wilford(Noteholder) re case status, estimated recovery, and guidance on POC filing	1.5

Woodbridge Group of Companies, LLC

Exhibit B

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

SUMMARY OF PROFESSIONAL HOURS AND FEES

<u>Professional</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Matthew D. Sedigh	Managing Director	\$ 550.00	47.0	\$ 25,850.00
Michael D. Dery	Director	\$ 400.00	42.8	\$ 17,120.00
Frank J. Sesì	Director	\$ 400.00	52.1	\$ 20,840.00
TOTAL HOURS AND FEES			<u>141.9</u>	<u>\$ 63,810.00</u>
BLENDED HOURLY RATE				\$ 449.68

Woodbridge Group of Companies, LLC

Exhibit C

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

SUMMARY OF FEES BY TASK

<u>Activity Code Description</u>	<u>Total Hours</u>	<u>Total Fees</u>
Asset Disposition	9.2	\$ 5,060.00
Business Analysis	11.3	\$ 6,215.00
Cash Flow Analysis & Reporting	2.1	\$ 1,155.00
Fraud / Forensic Analysis	87.8	\$ 35,120.00
Meet / Conference	21.3	\$ 10,650.00
Plan / Disclosure Statement	10.2	\$ 5,610.00
TOTAL HOURS AND FEES	<u>141.9</u>	<u>\$ 63,810.00</u>

Woodbridge Group of Companies, LLC

Exhibit D

Conway MacKenzie, Inc.

For Services Rendered May 1, 2018 through May 31, 2018

EXPENSE DETAIL

<u>Date</u>	<u>Professional</u>	<u>Type</u>	<u>Detail</u>	<u>Amount</u>
5/4/2018	Michael D. Dery	Office Supplies	Quickbooks software to develop forensic analysis	\$816.20
5/29/2018	Michael D. Dery	Telecommunications	Uberconference teleconferencing services for April 2018. Inv #UC1805010448.	\$3.99

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Obj. Deadline: August 13, 2018 at 4:00 p.m. (ET)
	:	

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that on July 24, 2018, Conway MacKenzie, Inc. (“Conway MacKenzie”), filed the **Fourth Monthly Fee Application of Conway MacKenzie, Inc., for Payment of Interim Compensation and Reimbursement of Expenses for the Period From May 1, 2018 Through May 31, 2018** (the “Application”), which seeks approval for compensation for professional services rendered in the amount of \$63,810.00 and reimbursement for the expenses it incurred in the amount of \$820.19 during the period from May 1, 2018 through May 31, 2018.

PLEASE TAKE FURTHER NOTICE that any objection or response to the relief sought in the Application must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **August 13, 2018 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response or objection upon the following: (i) the Debtors c/o Development Specialists, Inc., 333 South Grand Ave., Suite 4070, Los Angeles, California 90071 (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: Michael L. Tuchin, Esq. and David A. Fidler, Esq.) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Sean M. Beach, Esq.); (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017 (Attn: William Brody, Esq.); (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801 (Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.); (v) counsel for the Unitholders’ Committee, Venable LLP, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801 (Attn: Jamie L. Edmonson, Esq.); (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, NE, Suite 900, Atlanta, Georgia 30326 (Attn: David Baddley, Esq.); (vii) the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022 (Attn: Elise S. Freika); (viii) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn:

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. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Jane M. Leamy, Esq. and Timothy J. Fox, Esq.); and (ix) counsel for the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Ave, Suite 1410, Wilmington, Delaware 19801 (Attn: Steven K. Kortanek, Esq. and Patrick A. Jackson, Esq.) (collectively, the “Notice Parties”).

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 80% OF THE APPLICANT’S FEES (AS DETAILED IN THE APPLICATION) AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: July 24, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Steven K. Kortanek

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