

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

In re:)	
)	Chapter 11
)	
Woodbridge Group of Companies, LLC, <i>et</i>)	Case No. 17-12560 (KJC)
<i>al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: September 20, 2018 at 4:00 p.m. (ET)
)	

**SEVENTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM JULY 1, 2018 THROUGH JULY 31, 2018**

Name of Applicant:	Homer Bonner Jacobs, P.A.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Effective Date of Retention:	December 4, 2017
Period for which compensation and reimbursement is sought:	July 1, 2018 through July 31, 2018
Amount of Compensation sought as actual, reasonable and necessary:	\$17,388.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$11,263.27

This is an: X interim ___ final application

This monthly application includes a value of \$1,971.00 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

Prior applications:

Date Filed; Docket No.	Period Covered	Requested		Approved to be Paid		
		Fees	Expenses	Fees	Expenses	Order Entered
2/28/18; 671	1/1/18- 1/31/18	\$125,077.50	\$253,572.78 ²			7/9/18 2122
4/2/18; 877	2/1/18- 2/28/18	\$56,408.50 ³	\$14,019.64			7/9/18 2122
				\$181,486.00	\$263,942.42	7/9/18 2122
5/10/18; 1742	3/1/18- 3/31/18	\$50,684.50	\$11,551.32	Pending	Pending	
6/18/18; 1989	4/1/18- 4/30/18	\$34,182.00	\$12,085.70	Pending	Pending	
7/06/18; 2119	5/1/18- 5/31/18	\$44,028.00	\$11,443.78	Pending	Pending	
8/16/18; 2351	6/1/18- 6/30/18	\$13,270.50	\$11,819.93	Pending	Pending	

² After discussions with the Fee Examiner, Homer Bonner Jacobs, P.A. obtained agreement from its eDiscovery vendor to a reduction in expenses in the amount of \$3,650.00.

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

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Adam L. Schwartz (ALS)	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005.	\$495.00	29.6	\$14,652.00
Kevin P. Jacobs (KPJ)	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; admitted to the Florida Bar in 1999.	\$495.00	2.1	\$1,039.50
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	7.3	\$1,642.50
Peter W. Homer (PWH)	Founding Partner of the Homer Bonner Jacobs, P.A. firm (1986); AV rated; admitted to the Florida Bar in 1980; member of the Maryland Bar since 1978; member of the Washington Bar since 2015.	\$545.00	0.1	\$54.50
Grand Total:			39.1	\$17,388.50
Blended Rate:		\$444.72		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$148.50
SEC Enforcement Action Litigation (B002)	\$3,267.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$10,939.50
Bankruptcy Case Administration (B005)	\$1,062.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,971.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$17,388.50

COMPENSATION BY PROJECT CATEGORY
FOR PREPETITION AND POST-PETITION SERVICES

SERVICES ENGAGED TO PERFORM PREPETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$0.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$0.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$0.00
SERVICES ENGAGED TO PERFORM POST-PETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$148.50
SEC Enforcement Action Litigation (B002)	\$3,267.50
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$10,939.50
Bankruptcy Case Administration (B005)	\$1,062.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,971.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$17,388.50

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Photocopies	\$2.80
Long Distance Telephone	\$6.43
CS Disco Professional Services Including eDiscovery Hosting and Project Management	\$11,254.04
TOTAL DISBURSEMENTS	\$11,263.27

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

)	
In re:)	Chapter 11
)	
Woodbridge Group of Companies, LLC, <i>et</i>)	Case No. 17-12560 (KJC)
<i>al.</i> , ¹)	
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Debtors.)	(Jointly Administered)
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)	Objection Deadline: September 20, 2018 at 4:00 p.m. (ET)

**SEVENTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM JULY 1, 2018 THROUGH JULY 31, 2018**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA As Special Litigation Counsel to the Debtors and Debtors in Possession, Nunc Pro Tunc to Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “**Interim Compensation Order**”), the law firm of Homer Bonner Jacobs, P.A. (hereinafter “**HBJ**”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) in the amount of \$17,388.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$11,263.27, for the

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

period commencing July 1, 2018 through and including July 31, 2018 (the “**Fee Period**”). In support of its Application, HBJ respectfully represents as follows:

1. Pursuant to the Retention Order, HBJ was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, *nunc pro tunc* to the petition date. The Retention Order authorized HBJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by HBJ were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$17,388.50 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$11,263.27 for reimbursement of expenses.

4. The services rendered by HBJ during the Fee Period are grouped into the categories set forth in Exhibit A. The attorneys who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

5. Pursuant to the Retention Order, fees for services HBJ was retained to provide prepetition—i.e., the representation of the Debtors in two subpoena enforcement actions brought by the SEC in the Southern District of Florida (the “Prepetition Services”)—were capped at \$100,000 per month. *See* Retention Order at ¶ 3. There is no cap on fees incurred for services that the Debtors retained HBJ to provide post-petition, which include, among other things, representing Debtors in the SEC enforcement action filed against the Debtors on December 20,

2017, responding to subsequent SEC administrative subpoenas, and coordinating the Debtors' defense of the related state regulatory investigations and enforcement actions (the "Post-petition Services"). *See id.* For July 2018, the Debtors budgeted for HBJ's Prepetition and Post-petition Services a total of \$75,000. As explained below, the fees incurred for HBJ's services for July 2018 came in under budget for a total of \$17,388.50.

6. The Debtors did not incur any fees from HBJ for Prepetition Services for the Fee Period. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$17,388.50. A detailed statement of HBJ's fees is attached as Exhibit A.

DISBURSEMENTS

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$11,263.27. This disbursement sum is broken down into categories of charges, including telephone charges, photocopying charges, and expenses related to the ediscovery vendor CS Disco. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), HBJ respectfully requests that the Court waive strict compliance with such rule.

8. Costs incurred for computer assisted research are not included in HBJ's normal hourly billing rates and, therefore, are itemized and included in HBJ's disbursements. Pursuant to Local Rule 2016-2, HBJ represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long-distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

9. The \$75,000 July legal fees budget did not include the expenses related to

CS Disco's eDiscovery services. The CS Disco services utilized by HBJ included managing and hosting the email database.

VALUATION OF SERVICES

10. Attorneys of HBJ have expended a total of 39.1 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. In July 2018, HBJ provided, among other services, assistance to the Debtors in navigating investigations by state regulatory agencies and negotiating consent orders with those agencies. In addition, HBJ provided assistance with the Debtors' ongoing discussions with the SEC regarding cooperation and settlement of any potential disgorgement or civil monetary penalties that the SEC has reserved the right to seek against the Debtors. These are HBJ's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by HBJ for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$17,388.50.

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

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

14. This Application covers the Fee Period July 1, 2018 through and including July 31, 2018. HBJ has and will continue to perform additional necessary services subsequent to

July 31, 2018, for which HBJ will file subsequent fee applications.

BUDGET AND STAFFING PLAN

15. In accordance with the Retention Order and Interim Compensation Order, attached hereto as Exhibit C is the budget and staffing plan for HBJ approved by the Debtors for the Fee Period.

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$17,388.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$11,263.27 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: August 31, 2018

HOMER BONNER JACOBS, P.A.

/s/ Adam Schwartz

Adam L. Schwartz

Email: aschwartz@homerbonner.com

Florida Bar No: 0103163

Kevin P. Jacobs

Email: kjacobs@homerbonner.com

Florida Bar No: 169821

*COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION*

VERIFICATION

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY)

SS:

Adam L. Schwartz, Esquire, after being duly sworn according to law, deposes and says:

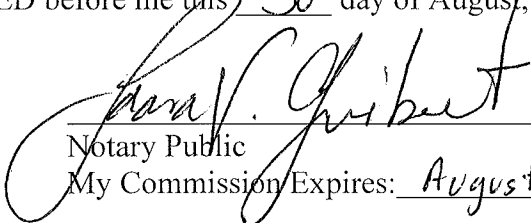
1. I am a Partner in the applicant firm, Homer Bonner Jacobs, P.A., and have been admitted to the bar of the Supreme Court of Florida since 2013 and the bar of the Supreme Court of New York since 2005.
2. I have personally performed many of the legal services rendered by Homer Bonner Jacobs, P.A., as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



ADAM L. SCHWARTZ

SWORN TO AND SUBSCRIBED before me this 30th day of August, 2018.





Notary Public
My Commission Expires: August 12, 2022

EXHIBIT A

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

August 23, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 972002

Account No: 56024-0002

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

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
07/02/18	ALS	0.40	Review draft interim report and verify accuracy of information included.
07/02/18	CJG	0.20	Review email correspondence with Debbie Laskin and Adam Schwartz regarding consolidated final report.
07/03/18	ALS	0.20	Confer with Cara Grand regarding May fee application
07/03/18	ALS	0.00	Review Fee Examiner's Consolidated Final Report Regarding First Interim Quarterly Fee Requests of (1) Young Conway Stargatt & Taylor LLP; (II) Homer Bonner Jacobs, PA; (III) Garden City Group, LLC; (IV) Klee, Tuchin, Bogdanoff & Stern LLP; (V) Province, Inc.; (VI) Pachulski Stang Ziehl & Jones LLP; (VII) Berger Singerman LLP; (VIII) FTI Consulting, Inc.; and (IX) Venable LLP.
07/03/18	KPJ	0.40	Review Fee Examiner's Consolidated Final Report Regarding First Interim Quarterly Fee Requests of (1) Young Conway Stargatt & Taylor LLP; (II) Homer Bonner Jacobs, PA; (III) Garden City Group, LLC; (IV) Klee, Tuchin, Bogdanoff & Stern LLP; (V) Province, Inc.; (VI) Pachulski Stang Ziehl & Jones LLP; (VII) Berger Singerman LLP; (VIII) FTI Consulting, Inc.; and (IX) Venable LLP.
07/03/18	ALS	0.40	Review and revise May fee application.
07/03/18	ALS	0.50	Review correspondence from Minnesota regulator regarding status of document production (.2); correspond with DSI to provide update (.1); respond to regulator regarding same (.2).
07/03/18	CJG	0.20	Confer with Adam Schwartz regarding May fee application.
07/03/18	CJG	2.70	Draft May fee application.
07/06/18	ALS	0.10	Confer with Cara Grand regarding fifth monthly fee application.
07/06/18	ALS	0.20	Finalize May fee application.
07/06/18	CJG	0.10	Review correspondence with Betsy Feldman and Adam Schwartz regarding first interim quarterly fee application order.
07/06/18	CJG	0.10	Correspond with Young Conway Stargatt Taylor regarding filing of fifth monthly fee application.
07/06/18	CJG	0.20	Finalize fifth monthly fee application for submission.
07/06/18	CJG	0.10	Confer with Adam Schwartz regarding fifth monthly fee application.
07/09/18	KPJ	1.20	Conference with Adam Schwartz and Shapiro's counsel regarding approval of SEC settlement.

SEC Enforcement		Invoice# 972002	Page 2
07/09/18	ALS	1.60	Review requests for documents from Alabama and Idaho (.4); telephone conference with DSI to discuss document requests and timing of same (.7); respond to state agencies regarding same (.4).
07/09/18	ALS	0.40	Correspond with bankruptcy counsel regarding meeting with Shapiro's counsel.
07/09/18	ALS	1.20	Meeting with counsel for Shapiro to discuss transfer of assets/control of assets to debtors pursuant to consent to judgment entered into between Shapiro and the SEC.
07/09/18	CJG	0.20	Review correspondence with Alabama Securities Commission and Adam Schwartz regarding information requested and conference call.
07/09/18	CJG	0.30	Correspond with Young Conaway Stargatt Taylor regarding draft of supplement to interim fee request and filing of certificate of no objection.
07/09/18	CJG	0.10	Correspond with fee examiner regarding filed fifth monthly fee application and excel files of invoices.
07/09/18	CJG	0.20	Receive instructions from Adam Schwartz regarding submission of documents to fee examiner and certificate of no objection for fourth fee application.
07/10/18	ALS	0.20	Telephone conference with Dan Stermer of DSI to discuss status of state investigations.
07/10/18	ALS	0.40	Review spreadsheet prepared by DSI for Idaho document request (.2); draft email to Idaho securities regulator regarding same (.2).
07/10/18	ALS	0.60	Telephone conference with Alabama securities regulator to discuss document request.
07/10/18	CJG	0.20	Review correspondence with Dan Stermer, Adam Schwartz, and Alabama Securities Commission.
07/10/18	CJG	0.60	Conference call with Alabama Securities Commission to discuss production of additional documents.
07/11/18	ALS	2.10	Review chapter 11 liquidation plan disclosure statement.
07/12/18	ALS	0.80	Review spreadsheet provided by Idaho regulator (.6); correspond with DSI regarding same (.2).
07/13/18	ALS	0.60	Review correspondence from Arizona Corporation Commission (.2); revise and provide draft consent order to same (.4).
07/13/18	ALS	0.60	Review additional documents prepared for Idaho regulator (.4); correspond with Idaho regulator regarding timing of production (.2).
07/13/18	ALS	1.10	Correspond with South Dakota regulator regarding document request (.2); telephone conference with South Dakota regulator to discuss requests and priorities for production (.7); correspond with DSI regarding timing of completion of production of records to South Dakota (.2).
07/13/18	CJG	0.20	Review correspondence with Adam Schwartz and Arizona Corporation Commission regarding draft consent order.
07/16/18	ALS	0.30	Review revised request for documents from Alabama securities regulator (.2); correspond with DSI for production of same (.1).
07/16/18	ALS	1.10	Review proposed consent order provided by Michigan (.6); telephone conference with Dan Stermer to discuss same (.3); correspond with bankruptcy counsel regarding same (.2).
07/16/18	ALS	0.40	Correspond with Idaho securities regulator regarding its request for documents and suggesting methodology for production.
07/17/18	ALS	1.40	Review documents provided by DSI in response to Mississippi Secretary of State and review for responsiveness (1.2); prepare cover letter and transmit same to Mississippi Secretary of State (.2).
07/17/18	ALS	0.20	Correspond with DSI regarding document production schedule.

SEC Enforcement

Invoice# 972002

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SEC Enforcement	Invoice#	972002	Page 3
07/17/18	ALS	1.30	Review draft consent order mark-up provided by Arizona Corporations Commission (1.1); correspond with Dan Stermer and bankruptcy counsel regarding same (.2).
07/17/18	CJG	0.10	Review correspondence with Arizona Corporation Commission regarding draft consent order.
07/18/18	ALS	0.20	Review and confirm numbers in draft second interim fee application.
07/18/18	ALS	1.20	Review documents provided by DSI related to Alabama production request.
07/18/18	CJG	0.10	Review correspondence with Debbie Laskin and Adam Schwartz regarding second interim fee request.
07/19/18	PWH	0.10	Correspond with Kevin Jacobs and Adam Schwartz regarding SEC's monetary claims.
07/19/18	ALS	0.30	Review and revise supplement to second interim fee application.
07/19/18	ALS	0.20	Telephone conference with Dan Stermer of DSI to discuss state regulator's settlement strategy.
07/19/18	ALS	0.60	Review cancelled checks produced by Comercia Bank and requested by the Arizona Corporation Commission ("ACC") (.4); correspond with the ACC and produce same.
07/19/18	ALS	1.00	Research Alabama's public disclosure law (.3); complete review of documents to be provided to Alabama (.4); draft production letter to Alabama and finalize same (.3).
07/19/18	ALS	0.40	Review correspondence from Florida's Office of Financial Regulation ("OFR") (.2); respond to same (.3).
07/19/18	ALS	0.30	Telephone conference with Mike Tuchin to discuss SEC's proposed disgorgement judgment strategy.
07/19/18	ALS	0.40	Telephone conference with SEC trial counsel and SEC bankruptcy counsel to discuss disgorgement judgment related issues.
07/19/18	CJG	0.20	Review correspondence with Adam Schwartz and Greg Melchor from the Florida OFR regarding information on Florida investors.
07/19/18	CJG	0.20	Confer with Debbie Laskin and Adam Schwartz regarding supplement to interim fee application.
07/19/18	CJG	0.10	Update production log.
07/19/18	CJG	0.10	Review email from Adam Schwartz to Alabama Securities Commission regarding production of additional documents.
07/20/18	KPJ	0.20	Review notice of hearing to consider approval of disclosure statement.
07/20/18	KPJ	0.30	Correspond with Adam Schwartz and Peter Homer regarding SEC Monetary Claims.
07/20/18	ALS	0.10	Correspond with bankruptcy counsel regarding settlement of co-defendants.
07/20/18	ALS	0.20	Correspond with SEC regarding documents related to settlement of co-defendants.
07/20/18	ALS	0.40	Telephone conference with Dan Stermer to discuss proof of claims filed by the Arizona Corporation Commission.
07/20/18	ALS	0.10	Review correspondence from SEC bankruptcy counsel regarding disgorgement issue.
07/23/18	ALS	0.70	Telephone conference with Florida Office of Financial Regulation to discuss settlement and document requests.
07/23/18	CJG	0.10	Review correspondence with Dan Stermer and Florida Office of Financial Regulation regarding documents requested by same.
07/24/18	ALS	0.30	Telephone conference with the Arizona Corporations Commission and Dan Stermer to discuss consent order and proofs of claim.
07/24/18	CJG	0.20	Confer with Debbie Laskin regarding filing of interim fee application and supplement.
07/25/18	ALS	0.30	Review correspondence from the SEC regarding proposed disgorgement amount.

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SEC Enforcement

Invoice# 972002

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07/25/18	ALS	0.50	Review draft consent from Arizona Corporation Commission ("ACC") (.3); correspond with bankruptcy counsel regarding issues related to the ACC's bankruptcy claims (.2).
07/25/18	CJG	0.10	Review email from Betsy Feldman regarding interested parties list.
07/26/18	ALS	0.60	Review correspondence from the Arizona Corporations Commission regarding issues outstanding in relation to consent order.
07/26/18	ALS	0.60	Review data prepared by DSI regarding Connecticut investors and financial planners (.4); correspond with Connecticut securities regulator regarding same.
07/26/18	ALS	0.60	Review proposed settlement letters for Iowa, New Jersey, and Louisiana securities regulators (.4); correspond with counsel Lee Terry regarding same (.2).
07/26/18	CJG	0.10	Confer with Adam Schwartz regarding certificate of no objection to fifth fee application.
07/26/18	CJG	0.10	Confer with Debbie Laskin regarding preparation of certificate of no objection to fifth fee application.
07/26/18	CJG	0.10	Review correspondence with Adam Schwartz and Connecticut regulator regarding Connecticut investors.
07/27/18	ALS	0.60	Review data prepared by DSI for South Dakota (.4); correspond with South Dakota securities regulator regarding same (.2).
07/27/18	ALS	1.40	Review draft transfer of control documents in furtherance of the SEC's settlement with Shapiro and the relief defendants (.9); correspond with SEC trial counsel regarding same (.5).
07/27/18	ALS	0.60	Telephone conference with Nick Trozack and Dan Stermer of DSI regarding latest request for documents from Arizona Corporation Commission.
07/27/18	CJG	0.10	Review correspondence with Adam Schwartz and South Dakota regulator regarding South Dakota investors.
07/27/18	CJG	0.20	Review correspondence with Adam Schwartz, Jonathan Weiss, and Mike Tuchin regarding transfer of control documents.
07/27/18	CJG	0.10	Review correspondence from Connecticut Securities regulator regarding Connecticut investors.
07/30/18	ALS	0.20	Correspond with SEC regarding transfer of control documents prepared in furtherance of settlement.
07/30/18	ALS	0.90	Review data prepared by DSI for Minnesota securities regulator (.7); correspond with regulator regarding same (.2).
07/31/18	ALS	0.80	Review motion to approve Michigan consent order (.5); correspond with bankruptcy counsel regarding filing of same (.3).

Total Fees**\$17,388.50****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	7.30	\$225.00	\$1,642.50
Homer, Peter W	0.10	\$545.00	\$54.50
Jacobs, Kevin P	2.10	\$495.00	\$1,039.50
Schwartz, Adam L	29.60	\$495.00	\$14,652.00

DISBURSEMENTS

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SEC Enforcement

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/18	Photocopies	\$2.80
07/31/18	Long Distance Telephone	\$6.43

Total Disbursements **\$9.23**

BILLING SUMMARY

Total Legal Services:	\$17,388.50
Total Disbursements:	\$9.23

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$17,397.73
Plus Previous Balance Due:	\$36,538.17

TOTAL BALANCE DUE:	\$53,935.90

PLEASE INCLUDE INVOICE NO. 972002 WITH YOUR PAYMENT. THANK YOU.

HOMER BONNER JACOBS

Working Analysis by Task Code

Report ID: AN1158 - 58459
 Wednesday, August 29, 2018

Printed By CJ
 Page 1

07/01/2018 - 07/31/2018

Task Code	Client ID	Actual Amount
B001	SEC Subpoena Resp/Prod/Coord	
56024	Woodbridge Group	\$148.50
B002	SEC Enforcement Action Litigat	
56024	Woodbridge Group	\$3,267.50
B004	State Enforcement Investig/Act	
56024	Woodbridge Group	\$10,939.50
B005	Bankruptcy Case Administration	
56024	Woodbridge Group	\$1,062.00
B008	Fee/Employment Applications	
56024	Woodbridge Group	\$1,971.00
Report Grand Totals		\$17,388.50

*** End Of Report ***

NOTE: Due to rounding factor required in calculating values the sum of the detail amounts displayed may not always equal the subtotal or report total amounts.

EXHIBIT B

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

August 23, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 972001

Account No: 56024-0001

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

For legal services rendered through July 31, 2018

Date Tkpr. Hours Description

Total Fees

\$0.00

TIMEKEEPER SUMMARY

TIMEKEEPER

HOURS

RATE

AMOUNT

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/19/18	Other Professionals - CS Disco - Hosting - July 2018	\$11,254.04

Total Disbursements

\$11,254.04

BILLING SUMMARY

Total Legal Services:	\$0.00
Total Disbursements:	\$11,254.04

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$11,254.04
Plus Previous Balance Due:	\$12,880.65

TOTAL BALANCE DUE:	\$24,134.69

CS Disco

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



Woodbridge Group of Companies, LLC
 Adam Schwartz
 1200 Four Seasons Tower
 1414 Brickell Avenue
 Miami, FL 33131

Invoice #	41610
Invoice Date	06/01/2018
Due Date	08/30/2018
P.O. #	

Item	Description	Quantity	Price	Amount
Disco Monthly Hosting	SECWoodbridgeSEA / 281.35 GB for June	281.351	\$40.00	\$11,254.04

Sales Tax	\$0.00
Total	\$11,254.04
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$11,254.04

Payment can be made by credit card, ACH or check.
 Please send checks to CS DISCO INC.
 PO BOX 670533
 DALLAS TX 75267-0533
 For ACH, send to Comerica Bank, Beneficiary CS Disco Inc.
 Routing number 111000753, Account number 1881815342

SEC Enforcement

Invoice# 972002

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/18	Photocopies	\$2.80
07/31/18	Long Distance Telephone	\$6.43

Total Disbursements **\$9.23**

BILLING SUMMARY

Total Legal Services:	\$17,388.50
Total Disbursements:	\$9.23

TOTAL CURRENT CHARGES FOR THIS MATTER: **\$17,397.73**

Plus Previous Balance Due:	\$36,538.17
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TOTAL BALANCE DUE: **\$53,935.90**

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	07/03/2018	E101	2.70	Photocopies	0
0002	07/06/2018	E101	0.10	Photocopies	0

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	07/11/2018	E105	5.07	Long Distance Telephone	0
0002	07/13/2018	E105	0.85	Long Distance Telephone	0
0002	07/31/2018	E105	0.51	Long Distance Telephone	0

EXHIBIT C

PROFESSIONAL RATES

July

Peter W. Homer	\$545.00
Adam L. Schwartz	\$495.00
Kevin P. Jacobs	\$495.00
Cara J. Grand	\$225.00

BUDGETED LEGAL FEES

July

TOTAL BUDGETED LEGAL FEES	\$75,000
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Professional	Position of Professional, Number of Years in that Position, Year of Obtaining License to Practice, if Applicable
Adam L. Schwartz	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005. Mr. Schwartz previously served as Senior Trial Counsel for the U.S. Securities and Exchange Commission and Assistant U.S. Attorney for the Southern District of Florida.
Kevin P. Jacobs	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; AV Rated; admitted to the Florida Bar in 1999; extensive experience in commercial litigation matters in federal and state trial and appellate courts for over 18 years, primarily in Miami-Dade County, Florida and the Southern District of Florida.
Cara J. Grand	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.
Peter W. Homer	Founding Partner of the Homer Bonner Jacobs, P.A. firm (1986); AV rated; admitted to the Florida Bar in 1980; member of the Maryland Bar since 1978; member of the Washington Bar since 2015.

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: September 20, 2018 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, (IV) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (V) COUNSEL FOR THE AD HOC UNITHOLDER GROUP; (VI) THE SECURITIES AND EXCHANGE COMMISSION, (VI) THE FEE EXAMINER, (VIII) OFFICE OF THE UNITED STATES TRUSTEE; AND (IX) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

The **Seventh Monthly Application of Homer Bonner Jacobs, P.A. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from July 1, 2018 through July 31, 2018** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$17,388.50 and monthly expenses in the amount of \$11,263.27.

Objections to the Application, if any, are required to be filed on or before **September 20, 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 &

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.

Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Frejka PLLC, 205 E. 42nd Street, New York, New York 10017, Attn: Elise Frejka; (ix) any other party that has requested to be a Notice Party; and (x) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

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Dated: August 31, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Betsy L. Feldman (No. 6410)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel for the Debtors and Debtors in Possession