

**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 25, 2018 at 4:00 p.m. (ET)

**SIXTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROVINCE, INC., AS OPERATIONAL
AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
JULY 1, 2018 THROUGH AND INCLUDING JULY 31, 2018**

Name of Applicant:	Province, Inc.
Authorized to Provide Professional Services to:	Woodbridge Group of Companies, LLC, <i>at al.</i>
Date of Retention:	March 27, 2018 <i>Nunc Pro Tunc</i> to February 1, 2018
Period for which Compensation and Reimbursement is Sought:	July 1, 2018 – July 31, 2018 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$200,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0.00

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

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of 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 Province, Inc. reserves the right to include any time expended in the period indicated above in future application(s) if it is not included herein.

BILLING SUMMARY
July 1, 2018 – July 31, 2018

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate³	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$820	28.5	\$23,370.00
David Dachelet, Esq.	Director - Bar admission in 1998.	\$580	46.0	\$26,680.00
Mark Kemper	Senior Associate - Corporate restructuring.	\$435	210.0	\$91,350.00
Marion Fong	Real Estate Consultant	\$375	211.5	\$79,312.50
	Subtotal		496.0	\$220,712.50
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Beth Robinson		\$150	3.5	\$525.00
Erica Mattson		\$150	3.5	\$525.00
	Subtotal		7.0	\$1,050.00
			Fee Statement Hours	Total Compensation
	Subtotal		503.0	\$221,762.50
	Travel Discount		(9.8)	(\$4,241.25)
	Voluntary Discount			(\$17,521.25)
	Grand Total		493.2	\$200,000.00

³ To reflect market conditions and advancing experience of its personnel, Province revises its regular hourly rates annually, effective July 1st.

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Accounting	27.5	\$16,500.00
Business Analysis / Operations	390.0	\$159,725.00
Legal, HR and Risk	66.0	\$37,055.00
Travel (billed at 50%)	9.7	\$4,241.25
Grand Total	493.2	\$217,521.25

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
		\$0.00
Total Expenses		\$0.00

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Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 261], entered on January 9, 2018 (the “Administrative Order”), Province, Inc. (“Province”), the operational and financial advisor for the above-mentioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its *Sixth Monthly Application of Province, Inc., as Operational and Financial Advisor to the Debtors, for Compensation and for Reimbursement of Expenses for the Period from July 1, 2018 through July 31, 2018* (the “Application”).

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of 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.

By this Application, Province seeks a monthly interim allowance of compensation in the amount of \$200,000.00 and actual and necessary expenses in the amount of \$0.00 for a total allowance of \$200,000.00 and payment of \$160,000.00 (80% of the allowed fees) and reimbursement of \$0.00 (100% of the allowed expenses) for a total payment of \$160,000.00 for the period July 1, 2018 through July 31, 2018 (the “Sixth Monthly Fee Period”).

Pursuant to Local Bankruptcy Rule 2016-2, this Application is supported by the Certification of Paul Huygens, which is annexed hereto as Exhibit A. In support of this Application, Province respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328, 330 and 331 Bankruptcy Code, Bankruptcy Rule 2016, and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

3. 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”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

4. The Debtors’ chapter 11 cases (collectively, the “Chapter 11 Cases”) are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. As of the date hereof, no trustee has been appointed in the Chapter 11 Cases.

5. 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”) [D.I. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [D.I. 357].

6. On March 2, 2018, the Debtors filed their *Application for Entry of an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 692] (the “Employment Application”). On March 27, 2018, this Court entered its *Order, Pursuant Sections 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 835] (the “Employment Order”).

RELIEF REQUESTED

7. Province submits this Application pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Administrative Order, and the Employment Order. By this Application, Province seeks allowance of compensation and payment of the flat monthly fee for professional services rendered to the Debtors during

the Sixth Monthly Fee Period in the amount of \$200,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$0.00 All services for which Province requests compensation were performed for or on behalf of the Debtors.

8. Province has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Province has received no retainer in this matter.

9. Attached as Exhibit B is a list of professionals providing services; their respective billing rates; the aggregate hours expended by each professional; a general description of services rendered, summarized by project category; a fee summary; detailed time records with a description of the services performed by each professional and the time expended; and a summary and detail of out-of-pocket expenses incurred.

SUMMARY OF SERVICES

10. The employees of Province who have rendered professional services during the Sixth Monthly Fee Period in these cases are as follows: Paul Huygens, David Dachelet, Mark Kemper.

11. As stated in the Employment Application, Province works with Mariposa Real Estate Advisors, LLC (“Mariposa”) to assist with the complex business planning and forecasting that these cases require. Marion Fong is the sole employee of Mariposa that has rendered professional services during the Sixth Monthly Fee Period.

12. During the Sixth Monthly Fee Period, the Debtors relied heavily on the experience and expertise of the above-named persons in dealing with matters described in

detail below. As a result, Province's highly skilled restructuring and bankruptcy professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

13. A summary of some of the more significant services rendered by Province during the Sixth Monthly Fee Period follows. This summary is divided according to the project categories used by Province in its billing in these cases. A detailed time log of all tasks performed by Province during the Sixth Monthly Fee Period is set forth on Exhibit B hereto.

B. Accounting

Fees: \$16,500.00; Total Hours: 27.5

14. Incorporated within this category is primarily time spent by Province personnel in connection with creating an accounting system for the Debtors.

15. Specific services provided by Province during the Sixth Monthly Fee Period include, but are not limited to:

- i. Meetings and correspondence with accounting staff to discuss developing/improving procedures for payables, receivables, general ledger accounting and financial reporting;
- ii. Reviewing and approving outstanding invoices;
- iii. Coordinating the payables and bank reconciliation processes; and
- iv. Preparing the April and May monthly operating reports.

C. Business Analysis / Operations

Fees: \$159,725.00; Total Hours: 390.0

16. Incorporated within this category is time spent by Province personnel in connection with the evaluation, analysis and oversight of certain aspects of the Debtors' business and operation.

17. Specific services provided by Province during the Sixth Monthly Fee Period include, but are not limited to:

- i. Maintaining the 13-week cash flow;
- ii. Preparing and revising valuations for real estate assets of the Debtors;
- iii. Reviewing and corresponding re offers for real estate assets;
- iv. Discussing sale process with various realtors;
- v. Developing long-term business plans and recovery scenarios;
- vi. Coordinating with and overseeing outside general contractors; and
- vii. Preparing discussion materials and corresponding with constituents regarding all of the above.

D. Legal, HR and IT

Fees: \$37,055.00; Total Hours: 66.0

18. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the legal, human resources, and information technology aspects of the Debtors' business operations.

19. Specific services provided by Province during the Sixth Monthly Fee Period include, but are not limited to:

- i. Overseeing internal legal staff and coordinating legal matters (generally only those matters relating to ongoing operations);

- ii. Overseeing IT work streams and communicating with IT staff regarding work flow. Overseeing HR workstreams and resolving related issues;
- iii. Preparing and/or reviewing various development, sales, and human resources agreements; and
- iv. Working with bankruptcy counsel to resolve bankruptcy-related operational issues.

E. Travel

Fees: \$4,241.25 (billed at 50%); Total Hours: 9.7 net (19.5 total)

20. Incorporated within this task code is time incurred by Province personnel while traveling to (i) the Debtors' offices in Sherman Oaks and (ii) general contractors' offices for meetings. Province voluntarily discounted travel time by fifty percent (50%) for all non-working travel time incurred by its professionals.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

21. Consistent with the Employment Order, Province charges the Debtors for actual, identifiable, non-overhead travel expenses incurred regarding the Debtors' Chapter 11 Cases. Examples of travel expenses are described below. Except for the cost of specifically-identified conference call charges, Province **does not** charge for telephone calls, faxes, or other administrative expenses. The policies employed by Province for seeking reimbursement for out-of-pocket travel expenses are as follows:

- i. **Airfare/Train** – Costs incurred by Province professionals when traveling by air or train to/from other cities on behalf of the Debtors are incorporated into this Application;
- ii. **Ground Transportation** – Expenses incurred by Province professionals for local transportation while outside of their home cities (on matters related to these Chapter 11 Cases) are incorporated into this Application. Such costs primarily consist of taxi cab fares incurred by Province personnel while traveling. Also incorporated within this category are expenses incurred by Province professionals regarding traveling to/from airports and parking at airports while traveling out-of-town on client matters;

- iii. **Lodging** – Costs incurred by Province professionals for lodging while traveling on behalf of the Debtors (on matters related to these Chapter 11 Cases) are incorporated into this Application;
- iv. **Meals** – Costs incurred by Province professionals for meals while traveling outside of their home cities or for working lunch meetings (on matters related to these Chapter 11 Cases) are incorporated into this Application; and
- v. **Miscellaneous** – Costs incurred by Province professionals for various charges including in-flight Wi-Fi, supplies, and financial research.

BASIS FOR RELIEF

22. Bankruptcy Code section 330(a) permits the payment of “reasonable compensation for actual, necessary services rendered by [a] . . . professional person” and “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 Bldg. 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.

23. Other guideline factors to be considered in awarding compensation 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, in part set forth below, may be relevant to determining the reasonableness of 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*”).

a. **Time and Labor Required.** Province’s professional services on behalf of the Debtors have required 493.2 hours of professional time in this Sixth Monthly Fee Period. The Debtors were required to restructure operations in a short amount of time, necessitating Province’s role as operational and financial advisor. Province has staffed this case efficiently. Where work could be performed by professionals with lower rates, Province used such professionals to perform the assignments. A significant amount of the services rendered required a high degree of professional competence and expertise. For those services, Province utilized senior professionals.

b. **The Novelty and Difficulty of Questions.** Unique and complex issues arose during the Sixth Monthly Fee Period. Province has advised the Debtors and its counsel regarding these issues.

c. **The Skill Requisite to Perform Services Properly.** These bankruptcy cases address issues which raise complex questions. The cases require a high level of skill and expertise to efficiently and accurately analyze the economic effects of proposed sale of the Debtors and to accurately forecast the performance of the Debtors during these chapter 11 proceedings, among other things.

d. **The Preclusion of Other Employment by the Applicant Due to Acceptance of the Cases.** Province is not aware of any other employment precluded by acceptance of these cases; however, Province professionals providing services to the Debtors were not available to service other clients at Province’s customary rates.

e. **Whether the Fee is Fixed or Contingent.** Pursuant to the terms of the Retention Order, Province will bill at a fixed, flat monthly rate of \$200,000.00 and will seek compensation for all necessary out-of-pocket expenses incurred with the exception of airfare or train travel to and from the Debtors' Sherman Oaks office and the Province professionals' home office. Province's fee is fixed, not dependent on the outcome of these cases; however pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professional retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.

f. **Time Limitations Imposed by the Circumstances.** Province has been working diligently and as quickly as possible to assist the Debtors in instituting appropriate internal staffing, processes and oversight, to effectuate the administrative orders entered by the Court, and to ensure an efficient reorganization of the Debtors' business and operations.

g. **The Amount Involved and Results Obtained.** Province has been prudent in the amount of time incurred on various tasks and believes its efforts benefited the Debtors greatly.

h. **The Experience, Reputation, and Ability of Province Professionals.** Province's professionals engaged in these cases have also worked on many other large bankruptcy cases and have considerable experience advising debtors in chapter 11 bankruptcies.

24. Province respectfully submits that its flat rate fee is reasonable and that the expenses incurred during the Sixth Monthly Fee Period were both actual and necessary.

In addition, both the fees and expenses are consistent with Province's arrangement with the Debtors and the terms of the Employment Order.

RESERVATION OF RIGHTS

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

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CONCLUSION

26. It is respectfully submitted that the amount requested by Province is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE, Province respectfully requests (i) approval of compensation in the amount of \$200,000.00 and reimbursement of actual and necessary expenses in the amount of \$0.00 for a total allowance of \$200,000.00; (ii) payment of \$160,000.00 (80% of the allowed fees and 100% of the allowed expenses); and (iii) such other and further relief as this Court may deem just and proper.

Dated: September 5, 2018

PROVINCE, INC.

By: /s/ Paul Huygens

Paul Huygens, Principal
2360 Corporate Circle, Suite 330
Henderson, NV 89074
Telephone: 702.685.5555
Facsimile: 702.685.5556
Email: phuygens@provincefirm.com

*Operational and Financial Advisor to
the Debtors*

EXHIBIT A
Certification

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

In re:

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Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

CERTIFICATION OF PAUL HUYGENS

I, Paul Huygens, a principal with the firm, Province, after being duly sworn according to law, deposes and says:²

1. I am a Principal of the applicant firm, Province, Inc. (“Province”), with offices located in the Las Vegas, Los Angeles, Baltimore and Miami metro areas. I am duly authorized to make this verification on behalf of Province. Province was retained as operational and financial advisor to the debtors captioned above (the “Debtors”) on February 1, 2018 and Province’s employment application was approved by the Court on March 27, 2018.

2. I have personally performed many of the services rendered by Province as operational and financial advisor to the Debtor and am familiar with the other work performed on behalf of the Debtors by the other professionals in the firm.

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² All capitalized terms not otherwise defined have the meanings ascribed to them in the Application.

3. The *Sixth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from July 1, 2018 through and including July 31, 2018* (the “Application”) was prepared at my direction. The facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

4. For this matter, Province has agreed to accept a flat monthly fee in the amount of \$200,000.00 for services rendered on behalf of the Debtors.

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”). 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 5th day of September 2018.

/s/ Paul Huygens
Paul Huygens, Principal
Province, Inc.

EXHIBIT B

**Detailed Summaries of Services Performed and
Expenses Incurred by Province Professionals**

**DETAILED SUMMARIES OF SERVICES PERFORMED BY THE
PROFESSIONALS OF PROVINCE, INC., AS OPERATIONAL AND
FINANCIAL ADVISORS TO THE DEBTORS, FOR THE PERIOD
FROM JULY 1, 2018 THROUGH JULY 31, 2018**

	Hourly Rate	Application Hours	Total Fees
Paul Huygens, Principal	\$820	28.5	\$23,370.00
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Travel (billed at 50%)	9.7	\$4,241.25
Grand Total	493.2	\$217,521.25

BILLING DETAILS

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/1/2018	Marion Fong	Worked on board dashboard revisions and set up.	Business Analysis / Operations	4.50	375.00	\$1,687.50
7/2/2018	Paul Huygens	Emails re HR and banking matters. Call with E. Skinner re financial reporting updates.	Accounting	0.50	820.00	\$410.00
7/2/2018	Paul Huygens	Review and correspond re fee examiner report. Review and respond to OCP invoices.	Legal, HR & IT	0.50	820.00	\$410.00
7/2/2018	David Dachelet	Review status of 714 Oakhurst closeout.	Legal, HR & IT	0.50	580.00	\$290.00
7/2/2018	David Dachelet	Work on weekly executive team meeting.	Legal, HR & IT	0.50	580.00	\$290.00
7/2/2018	Mark Kemper	Meeting with DSI and Real Foundations to discuss Yardi implementation.	Business Analysis / Operations	1.00	435.00	\$435.00
7/2/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/2/2018	Mark Kemper	Call with Owlwood brokers for update and strategy discussion.	Business Analysis / Operations	1.00	435.00	\$435.00
7/2/2018	Mark Kemper	Worked on preparing and gathering offers and relate summary for posting to data site.	Business Analysis / Operations	1.50	435.00	\$652.50
7/2/2018	Mark Kemper	Internal discussion on furniture in old Mercer Vine space. Research on CA abandoned property.	Business Analysis / Operations	1.00	435.00	\$435.00
7/2/2018	Mark Kemper	Worked on setting up entity level internal controls to meet COSO attributes.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/2/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/2/2018	Mark Kemper	Meetings with M. Rosenfeld, F. Chin and M. Fong to discuss property updates.	Business Analysis / Operations	1.50	435.00	\$652.50
7/2/2018	Marion Fong	Participated in IT Systems - vendor selection meeting.	Legal, HR & IT	1.00	375.00	\$375.00
7/2/2018	Marion Fong	Planning meeting and discussions - re: Owlwood.	Business Analysis / Operations	1.50	375.00	\$562.50
7/2/2018	Marion Fong	Worked on business plan update for key assumptions (costs, insurance, other).	Business Analysis / Operations	2.00	375.00	\$750.00
7/2/2018	Marion Fong	Analyzed March MOR schedules.	Accounting	2.00	375.00	\$750.00
7/2/2018	Marion Fong	Continued business plan model modifications.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/3/2018	Paul Huygens	Review and approve weekly payroll and transfer funds. Correspond with team re weekly operations meeting.	Legal, HR & IT	0.50	820.00	\$410.00
7/3/2018	David Dachelet	Weekly Glaser status call.	Legal, HR & IT	1.00	580.00	\$580.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/3/2018	David Dachelet	Work on status of various pending litigation matters; correspondence with D. Stermer regarding same.	Legal, HR & IT	0.50	580.00	\$290.00
7/3/2018	David Dachelet	Review 1011 Hillcrest weekly broker report.	Legal, HR & IT	0.50	580.00	\$290.00
7/3/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/3/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/3/2018	Mark Kemper	Calls with Inception REIT to discuss status of offer on 8124 W 3rd St.	Business Analysis / Operations	1.50	435.00	\$652.50
7/3/2018	Mark Kemper	Worked on updated offer summary schedule for board call.	Business Analysis / Operations	1.50	435.00	\$652.50
7/3/2018	Mark Kemper	Worked on board write-ups for Hillcrest, Owlwood and Trousdale.	Business Analysis / Operations	2.00	435.00	\$870.00
7/3/2018	Mark Kemper	Reviewed and approved various CO sale documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/3/2018	Mark Kemper	Calls with Y. Sarraf to discuss 8124 W 3rd street offer.	Business Analysis / Operations	1.00	435.00	\$435.00
7/3/2018	Mark Kemper	Meetings with F. Chin and brokers to discuss Trousdale and Hillcrest offers and responses.	Business Analysis / Operations	1.50	435.00	\$652.50
7/3/2018	Mark Kemper	Discussions with M. Fong and F. Chin regarding FTI questions. Worked on responses.	Business Analysis / Operations	2.00	435.00	\$870.00
7/3/2018	Marion Fong	Bus Plan Q & A call with F. Chin and M. Kemper and follow up analysis.	Business Analysis / Operations	2.50	375.00	\$937.50
7/3/2018	Marion Fong	Participate in legal team update call & follow up.	Business Analysis / Operations	1.00	375.00	\$375.00
7/3/2018	Marion Fong	Checked register analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/3/2018	Marion Fong	Worked on business plan model modifications.	Business Analysis / Operations	2.00	375.00	\$750.00
7/4/2018	Marion Fong	Reviewed Business Plan assumptions.	Business Analysis / Operations	2.50	375.00	\$937.50
7/5/2018	Paul Huygens	Review latest 3 months budget and have two calls with E. Skinner to discuss.	Business Analysis / Operations	1.00	820.00	\$820.00
7/5/2018	Paul Huygens	Review and correspond with E. Skinner re final file ready April MOR.	Accounting	0.50	820.00	\$410.00
7/5/2018	Paul Huygens	Correspond re May financials and call with B. Feldman re rejection deadlines.	Accounting	0.50	820.00	\$410.00
7/5/2018	David Dachelet	Review status of Owen v. Woodbridge; review correspondence regarding same.	Legal, HR & IT	0.50	580.00	\$290.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/5/2018	David Dachelet	Review and consider corporate governance issues relative to Woodbridge debtor entities.	Legal, HR & IT	0.50	580.00	\$290.00
7/5/2018	David Dachelet	Review updated OCP list with declarations.	Legal, HR & IT	0.50	580.00	\$290.00
7/5/2018	David Dachelet	Review bankruptcy docket update.	Legal, HR & IT	0.50	580.00	\$290.00
7/5/2018	David Dachelet	Review status of Partners 95 v. Riverdale Funding.	Legal, HR & IT	0.50	580.00	\$290.00
7/5/2018	David Dachelet	Review correspondence regarding status of billboard removal on 8124 W. 3rd.	Legal, HR & IT	0.50	580.00	\$290.00
7/5/2018	Mark Kemper	Call with Glaser Weil to discuss counter offers for Trousdale properties.	Business Analysis / Operations	1.00	435.00	\$435.00
7/5/2018	Mark Kemper	Continued worked on setting up entity level internal controls to meet COSO attributes.	Business Analysis / Operations	4.50	435.00	\$1,957.50
7/5/2018	Mark Kemper	Weekly board call.	Business Analysis / Operations	1.50	435.00	\$652.50
7/5/2018	Mark Kemper	Calls with F.Chin to discuss latest offers on Foothill and Fountain and Fairfax.	Business Analysis / Operations	1.00	435.00	\$435.00
7/5/2018	Mark Kemper	Meetings with F. Chin and M. Fong to discuss recovery range for disclosure statement.	Business Analysis / Operations	1.50	435.00	\$652.50
7/5/2018	Mark Kemper	Calls with F. Chin to discuss responses on Hillcrest, Fountain and Fairfax, Owlwood, Foothill and the Trousdales.	Business Analysis / Operations	1.00	435.00	\$435.00
7/5/2018	Marion Fong	Accounting System selection follow up.	Accounting	0.50	375.00	\$187.50
7/5/2018	Marion Fong	Reviewed sales reserves calculation schedule.	Business Analysis / Operations	1.00	375.00	\$375.00
7/5/2018	Marion Fong	Reviewed 3 Month budget questions.	Business Analysis / Operations	1.50	375.00	\$562.50
7/5/2018	Marion Fong	Reviewed and revised Business plan assumptions.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/5/2018	Marion Fong	Analyzed net claims and recovery.	Business Analysis / Operations	2.00	375.00	\$750.00
7/5/2018	Marion Fong	Met with F. Chin and M. Kemper to discuss recovery range for disclosure statement.	Business Analysis / Operations	1.50	375.00	\$562.50
7/6/2018	Paul Huygens	Review and correspond re interim fee order and COC. Correspond re Beverly Hills settlement.	Legal, HR & IT	0.50	820.00	\$410.00
7/6/2018	Paul Huygens	Review and correspond re lease rejections and plan for remodel of suite 302.	Legal, HR & IT	0.50	820.00	\$410.00
7/6/2018	Paul Huygens	Review latest draft of the disclosure statement.	Legal, HR & IT	1.50	820.00	\$1,230.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/6/2018	David Dachelet	Review correspondence regarding bankruptcy update relative to stayed litigation matters.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review Thrasher marketing update.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review correspondence regarding Owen v. Woodbridge.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review daily bankruptcy docket update.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review and consider B. Feldman email regarding supplemental OCP lists.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review status update on marketing of Tower and Foothill listings.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	David Dachelet	Review offer terms relative to 633 N. Foothill property.	Legal, HR & IT	0.50	580.00	\$290.00
7/6/2018	Mark Kemper	Reviewed and approved various CO sales documents.	Business Analysis / Operations	1.00	435.00	\$435.00
7/6/2018	Mark Kemper	Worked on drafting seller counter offers for both Trousdale's, Foothill, Fountain and Fairfax and Hillcrest.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/6/2018	Mark Kemper	Calls with brokers to discuss offers and overbid when applicable.	Business Analysis / Operations	1.00	435.00	\$435.00
7/6/2018	Mark Kemper	Updated master offer summary for new offers and counter offers.	Business Analysis / Operations	1.50	435.00	\$652.50
7/6/2018	Mark Kemper	Worked on answering questions from FTI regarding the business plan.	Business Analysis / Operations	1.00	435.00	\$435.00
7/6/2018	Mark Kemper	Worked on setting up and assessing IT related internal controls to meet COSO attributes.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/6/2018	Marion Fong	Reconciled restructuring fee assumptions.	Business Analysis / Operations	2.00	375.00	\$750.00
7/6/2018	Marion Fong	Reviewed and revised business plan assumptions.	Business Analysis / Operations	2.50	375.00	\$937.50
7/6/2018	Marion Fong	Analyzed April MOR - include in Business Plan.	Business Analysis / Operations	1.00	375.00	\$375.00
7/7/2018	David Dachelet	Review marketing materials on Alto Cedro listing.	Legal, HR & IT	0.50	580.00	\$290.00
7/9/2018	Paul Huygens	Participate in full professionals' update call re state of play all workstreams.	Business Analysis / Operations	1.50	820.00	\$1,230.00
7/9/2018	Paul Huygens	Review Protiviti readiness project proposal and discuss briefly with F. Chin.	Business Analysis / Operations	0.50	820.00	\$410.00
7/9/2018	Paul Huygens	Review plan of liquidation (0.8) and correspond with retained professionals re fee apps (0.2).	Legal, HR & IT	1.00	820.00	\$820.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/9/2018	David Dachelet	Executive team status call.	Legal, HR & IT	1.50	580.00	\$870.00
7/9/2018	David Dachelet	Work with D. Stermer regarding Eugene migration issues.	Legal, HR & IT	0.50	580.00	\$290.00
7/9/2018	David Dachelet	Review Woodbridge insurance audit questions and D&O coverage needs.	Legal, HR & IT	0.50	580.00	\$290.00
7/9/2018	David Dachelet	Review new Woodbridge bankruptcy docket items.	Legal, HR & IT	0.50	580.00	\$290.00
7/9/2018	Beth Robinson	Phone call and voicemail to D. Woods of Delaware Registered Agent Inc. re Woodbridge Group of Companies process of service; email D. Dachelet re the same.	Legal, HR & IT	0.50	150.00	\$75.00
7/9/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/9/2018	Mark Kemper	Weekly update meeting with Woodbridge Team.	Business Analysis / Operations	1.50	435.00	\$652.50
7/9/2018	Mark Kemper	Weekly call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
7/9/2018	Mark Kemper	Calls with brokers to discuss counter offers.	Business Analysis / Operations	0.50	435.00	\$217.50
7/9/2018	Mark Kemper	Worked on office lease write-up to explain details of debtors' plan to consolidate space in Sherman Oaks.	Business Analysis / Operations	1.00	435.00	\$435.00
7/9/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/9/2018	Mark Kemper	Worked on Fountain and Fairfax counter offer.	Business Analysis / Operations	1.00	435.00	\$435.00
7/9/2018	Mark Kemper	Reviewed filed disclosure statement.	Business Analysis / Operations	1.00	435.00	\$435.00
7/9/2018	Mark Kemper	Worked with DSI to fill in assets related disclosure statement questions.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/9/2018	Marion Fong	Participate in Plus Dev. update call.	Business Analysis / Operations	1.00	375.00	\$375.00
7/9/2018	Marion Fong	Discussion re: GL classification.	Business Analysis / Operations	1.00	375.00	\$375.00
7/9/2018	Marion Fong	Reviewed payables history and tracking throughout previous forecasts and amend current forecast accordingly.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/9/2018	Marion Fong	Reviewed and revised business plan assumptions.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/10/2018	Paul Huygens	Approve employee expenses. Correspond re payable questions.	Accounting	0.50	820.00	\$410.00
7/10/2018	David Dachelet	Telephone conference with Glaser regarding global status.	Legal, HR & IT	1.00	580.00	\$580.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/10/2018	David Dachelet	Review and comment on draft Stradella GC terms.	Legal, HR & IT	0.50	580.00	\$290.00
7/10/2018	David Dachelet	Review and consider Glaser written status report.	Legal, HR & IT	0.50	580.00	\$290.00
7/10/2018	David Dachelet	Review Woodbridge bankruptcy docket report.	Legal, HR & IT	0.50	580.00	\$290.00
7/10/2018	Beth Robinson	Review and consider Woodbridge Bankruptcy pleading doc 2107; email D. Dachelet re same.	Legal, HR & IT	0.50	150.00	\$75.00
7/10/2018	Beth Robinson	Review and consider Woodbridge Bankruptcy pleading doc 2138 & 2139; email correspondence with D. Dachelet re same.	Legal, HR & IT	0.50	150.00	\$75.00
7/10/2018	Beth Robinson	Telephone conference with D. Woods of Delaware Registered Agent Inc. re Woodbridge Group of Companies process of service; email D. Woods and D. Dachelet re the same.	Legal, HR & IT	0.50	150.00	\$75.00
7/10/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/10/2018	Mark Kemper	Weekly call with Glaser Weil for legal update.	Business Analysis / Operations	0.50	435.00	\$217.50
7/10/2018	Mark Kemper	Site visit to alto cedro property.	Business Analysis / Operations	1.50	435.00	\$652.50
7/10/2018	Mark Kemper	Reviewed Owlwood Backen proposal.	Business Analysis / Operations	0.50	435.00	\$217.50
7/10/2018	Mark Kemper	Worked on setting up internal controls outline and timeline.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/10/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/10/2018	Mark Kemper	Call with M. Sahakian regarding Lago Vista marketing.	Business Analysis / Operations	0.50	435.00	\$217.50
7/10/2018	Marion Fong	Participate in legal team update call & follow up.	Legal, HR & IT	1.00	375.00	\$375.00
7/10/2018	Marion Fong	Participate in broker update call & discussion.	Business Analysis / Operations	1.00	375.00	\$375.00
7/10/2018	Marion Fong	Worked on project cash flow review and analysis.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/10/2018	Marion Fong	Worked on GL account review / disbursements analysis.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/10/2018	Marion Fong	Analyzed construction payment tracker.	Business Analysis / Operations	2.00	375.00	\$750.00
7/11/2018	Paul Huygens	Review and approve legal bills. Correspond with and have call with M. Kemper re lease negotiation.	Business Analysis / Operations	0.50	820.00	\$410.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/11/2018	Paul Huygens	Correspond and have call with E. Skinner re wires and May financials.	Accounting	0.50	820.00	\$410.00
7/11/2018	Paul Huygens	Review and approve weekly payroll and speak with E. Skinner re may financials.	Legal, HR & IT	0.50	820.00	\$410.00
7/11/2018	David Dachelet	Correspondence on reassignment of RA contact responsibilities to D. Stermer.	Legal, HR & IT	0.50	580.00	\$290.00
7/11/2018	Beth Robinson	Review, consider and draft email correspondence to D. Dachelet; D. Stermer and B. Sharp re Woodbridge RA invoices; several emails back and forth re same.	Legal, HR & IT	0.50	150.00	\$75.00
7/11/2018	David Dachelet	Review insurance payment issue related to structured settlement recipient of debtor entity.	Legal, HR & IT	0.50	580.00	\$290.00
7/11/2018	David Dachelet	Review marketing update on Hillcrest property.	Legal, HR & IT	0.50	580.00	\$290.00
7/11/2018	David Dachelet	Review Woodbridge docket report.	Legal, HR & IT	0.50	580.00	\$290.00
7/11/2018	David Dachelet	Telephone call with F. Chin regarding Plus confidentiality; work on NDA review and drafting for same.	Legal, HR & IT	1.00	580.00	\$580.00
7/11/2018	David Dachelet	Review and respond as appropriate to voluminous investor correspondence.	Legal, HR & IT	1.50	580.00	\$870.00
7/11/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/11/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/11/2018	Mark Kemper	Worked on board meeting package. Update offer summary and worked on approval write-ups.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/11/2018	Mark Kemper	Worked on office lease deal with Glaser Weil. Analyzed claim on rejection of suite 209.	Business Analysis / Operations	1.50	435.00	\$652.50
7/11/2018	Mark Kemper	Worked on DIP and available cash analysis.	Accounting	1.00	435.00	\$435.00
7/11/2018	Mark Kemper	Worked with E. Skinner on cash projection.	Business Analysis / Operations	1.50	435.00	\$652.50
7/11/2018	Mark Kemper	Meeting with M. Rosenfeld at Oakhurst to discuss necessary fixes.	Business Analysis / Operations	2.00	435.00	\$870.00
7/11/2018	Mark Kemper	Call with P. Huygens re: lease negotiations.	Business Analysis / Operations	0.50	435.00	\$217.50
7/11/2018	Marion Fong	Continued analysis of construction payment tracker.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/11/2018	Marion Fong	Reviewed and analyzed project budget.	Business Analysis / Operations	6.00	375.00	\$2,250.00
7/12/2018	David Dachelet	Work on I Grace billing issue.	Legal, HR & IT	0.50	580.00	\$290.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/12/2018	David Dachelet	Review Woodbridge bankruptcy filings report.	Legal, HR & IT	0.50	580.00	\$290.00
7/12/2018	Mark Kemper	Calls with D. Tabibian to discuss office term sheet and new lease.	Business Analysis / Operations	1.00	435.00	\$435.00
7/12/2018	Mark Kemper	Weekly call with Financial advisories to the UCC.	Business Analysis / Operations	1.00	435.00	\$435.00
7/12/2018	Mark Kemper	Reviewed and signed off on various Colorado sale documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/12/2018	Mark Kemper	Worked on offer upload package to post to data site.	Business Analysis / Operations	1.50	435.00	\$652.50
7/12/2018	Mark Kemper	Meeting at 8124 W 3rd street property. Assessed condition of property after Mercer Vine removed personal items. Met with art consignment company to have art removed.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/12/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/12/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/12/2018	Marion Fong	Prep for board call.	Business Analysis / Operations	2.00	375.00	\$750.00
7/12/2018	Marion Fong	Analyzed and reviews project budget.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/12/2018	Marion Fong	Worked on business plan assumptions review and revisions.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/13/2018	Paul Huygens	Review and correspond re services/contracts to be rejected. Correspond re status of May financials and June OCP report.	Legal, HR & IT	0.50	820.00	\$410.00
7/13/2018	Paul Huygens	Review draft June OCP report and confer with J. Wells re same.	Legal, HR & IT	0.50	820.00	\$410.00
7/13/2018	David Dachelet	Review additional marketing reports (Grauman).	Legal, HR & IT	0.50	580.00	\$290.00
7/13/2018	David Dachelet	Process OCP invoices from Jeffer.	Legal, HR & IT	0.50	580.00	\$290.00
7/13/2018	David Dachelet	Review Woodbridge docket report.	Legal, HR & IT	0.50	580.00	\$290.00
7/13/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
7/13/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/13/2018	Mark Kemper	Worked on Woodbridge counter offers for Owlwood and 1 Electra sales.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/13/2018	Mark Kemper	Worked on internal control outline and plan.	Business Analysis / Operations	2.00	435.00	\$870.00
7/13/2018	Mark Kemper	Worked on new entity chart and job responsibilities.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/13/2018	Mark Kemper	Meeting and calls with Y. Sarraf to discuss strategy change on 8124 W 3rd St property.	Business Analysis / Operations	1.50	435.00	\$652.50
7/13/2018	Mark Kemper	Reviewed weekly broker update reports.	Business Analysis / Operations	0.50	435.00	\$217.50
7/13/2018	Mark Kemper	Weekly construction call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
7/13/2018	Marion Fong	Participated in Plus Dev. update call.	Business Analysis / Operations	1.00	375.00	\$375.00
7/13/2018	Marion Fong	Worked on variance analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/13/2018	Marion Fong	Worked on business plan assumptions review and revisions.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/14/2018	Mark Kemper	Calls with brokers regarding changes to offers on 1 Electra and Owlwood. Made revisions to Woodbridge counter offers.	Business Analysis / Operations	1.50	435.00	\$652.50
7/15/2018	Paul Huygens	Review cash and payables detail and have reporting and forecasting update call with E. Skinner.	Accounting	0.50	820.00	\$410.00
7/16/2018	Paul Huygens	Review and correspond re latest organizational chart and weekly board cash report. Call with E. Skinner re same and may MOR.	Accounting	1.00	820.00	\$820.00
7/16/2018	David Dachelet	Review OCP list update.	Legal, HR & IT	0.50	580.00	\$290.00
7/16/2018	David Dachelet	Review daily Woodbridge docket filings.	Legal, HR & IT	0.50	580.00	\$290.00
7/16/2018	David Dachelet	Review pending Nimes offers.	Legal, HR & IT	0.50	580.00	\$290.00
7/16/2018	David Dachelet	Work on Samatas dispute.	Legal, HR & IT	0.50	580.00	\$290.00
7/16/2018	David Dachelet	Review D. Stermer correspondence regarding legal management.	Legal, HR & IT	0.50	580.00	\$290.00
7/16/2018	Mark Kemper	Reviewed landlord claim and calculation on suite 209. Review YCST revised calculation. Discuss changes with D. Tabibian.	Business Analysis / Operations	1.50	435.00	\$652.50
7/16/2018	Mark Kemper	Discussions with Glaser Weil and F. Chin to discuss addendum to CAR sale documents.	Business Analysis / Operations	1.00	435.00	\$435.00
7/16/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/16/2018	Mark Kemper	Worked on updating master offer summary for latest counter offers and buyer offers on Colorado lots and sales office.	Business Analysis / Operations	1.50	435.00	\$652.50
7/16/2018	Mark Kemper	Travel from Woodbridge Office to Province LA office.	Travel	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/16/2018	Mark Kemper	Made revisions to organization chart both pre and post confirmation.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/16/2018	Mark Kemper	Worked on job description write-up for various employees.	Business Analysis / Operations	1.50	435.00	\$652.50
7/16/2018	Marion Fong	Participated in operations meeting.	Business Analysis / Operations	1.00	375.00	\$375.00
7/16/2018	Marion Fong	Reviewed invoices and evaluate project budgets.	Business Analysis / Operations	6.00	375.00	\$2,250.00
7/16/2018	Marion Fong	Reviewed and revised business plan assumptions.	Business Analysis / Operations	2.00	375.00	\$750.00
7/17/2018	Paul Huygens	Review and correspond re contract rejections and damages.	Legal, HR & IT	0.50	820.00	\$410.00
7/17/2018	David Dachelet	Review daily filings; review disclosure statement.	Legal, HR & IT	1.50	580.00	\$870.00
7/17/2018	David Dachelet	Review correspondence regarding RA management.	Legal, HR & IT	0.50	580.00	\$290.00
7/17/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/17/2018	Mark Kemper	Travel from Woodbridge Office to Province LA office.	Travel	0.50	435.00	\$217.50
7/17/2018	Mark Kemper	Calls with property brokers and review of status update reports.	Business Analysis / Operations	1.50	435.00	\$652.50
7/17/2018	Mark Kemper	Created board approval tracking schedule for all approved property prices.	Business Analysis / Operations	1.50	435.00	\$652.50
7/17/2018	Mark Kemper	Prepared board meeting materials, master offer summary and approval write-ups.	Business Analysis / Operations	3.00	435.00	\$1,305.00
7/17/2018	Mark Kemper	Reviewed and signed off various CO sales documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/17/2018	Mark Kemper	Worked with M. Fong on new organizational structure and employee task and responsibilities write-up.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/17/2018	Marion Fong	Worked on business plan assumptions review and revisions.	Business Analysis / Operations	1.00	375.00	\$375.00
7/17/2018	Marion Fong	Call with IT consultant re: proposal.	Legal, HR & IT	0.50	375.00	\$187.50
7/17/2018	Marion Fong	Established invoice approval process - template set up.	Accounting	1.00	375.00	\$375.00
7/17/2018	Marion Fong	Entered invoice data for Carla Ridge.	Accounting	1.00	375.00	\$375.00
7/17/2018	Marion Fong	Preparation of core functions schedule.	Accounting	2.00	375.00	\$750.00
7/17/2018	Marion Fong	Review invoices and evaluate project budgets.	Business Analysis / Operations	2.00	375.00	\$750.00
7/17/2018	Marion Fong	Worked on organizational structure with M. Kemper.	Business Analysis / Operations	3.50	375.00	\$1,312.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/18/2018	Paul Huygens	Review and approve weekly payroll. Correspond with B. Wise re same, expense and PTO questions.	Legal, HR & IT	0.50	820.00	\$410.00
7/18/2018	Beth Robinson	Review and consider bankruptcy pleadings doc 2131; 2162; email same to D. Dachelet.	Legal, HR & IT	0.50	150.00	\$75.00
7/18/2018	David Dachelet	Review daily docket report.	Legal, HR & IT	0.50	580.00	\$290.00
7/18/2018	David Dachelet	Review tax forfeiture redemption notice.	Legal, HR & IT	0.50	580.00	\$290.00
7/18/2018	David Dachelet	Review Hillcrest marketing report.	Legal, HR & IT	0.50	580.00	\$290.00
7/18/2018	David Dachelet	Review critical dates memo.	Legal, HR & IT	0.50	580.00	\$290.00
7/18/2018	Mark Kemper	Meeting with F. Chin to discuss role and responsibility and entity chart flowchart pre and post-confirmation.	Business Analysis / Operations	1.00	435.00	\$435.00
7/18/2018	Mark Kemper	Prepared materials for meeting with UCC, Woodbridge and attorneys to discuss public vs private costs and corporate G & A.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/18/2018	Mark Kemper	Meeting with Owlwood brokers to discuss offer.	Business Analysis / Operations	0.50	435.00	\$217.50
7/18/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/18/2018	Mark Kemper	Travel from Woodbridge Office to Province LA office.	Travel	0.50	435.00	\$217.50
7/18/2018	Mark Kemper	Weekly call with financial advisers.	Business Analysis / Operations	1.00	435.00	\$435.00
7/18/2018	Mark Kemper	Worked on G & A and S G & A bench-marking analysis.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/18/2018	Marion Fong	Preparation of core functions schedule.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/18/2018	Marion Fong	Worked on organizational chart for staffing plan.	Business Analysis / Operations	2.00	375.00	\$750.00
7/18/2018	Marion Fong	Conference re: plan update.	Business Analysis / Operations	1.00	375.00	\$375.00
7/18/2018	Marion Fong	Worked on invoice approval process - template modification and testing of invoice.	Accounting	2.00	375.00	\$750.00
7/19/2018	Paul Huygens	Review draft may financial statements and have call with E. Skinner to discuss.	Accounting	1.50	820.00	\$1,230.00
7/19/2018	David Dachelet	Review daily docket report and filings in Woodbridge bankruptcy.	Legal, HR & IT	1.00	580.00	\$580.00
7/19/2018	David Dachelet	Review RA transition project correspondence.	Legal, HR & IT	0.50	580.00	\$290.00
7/19/2018	David Dachelet	Review update on Samatas dispute.	Legal, HR & IT	0.50	580.00	\$290.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/19/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/19/2018	Mark Kemper	Weekly call with board of directors.	Business Analysis / Operations	1.00	435.00	\$435.00
7/19/2018	Mark Kemper	Travel from Woodbridge Office to Province LA office.	Travel	0.50	435.00	\$217.50
7/19/2018	Mark Kemper	Prepared analysis of FTI fees for F. Chin meeting	Business Analysis / Operations	1.50	435.00	\$652.50
7/19/2018	Mark Kemper	Prepared write up and comps for Fountain and Fairfax sale at \$3.4M.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/19/2018	Mark Kemper	Reviewed Owlwood materials in preparation for meeting with Plus.	Business Analysis / Operations	0.50	435.00	\$217.50
7/19/2018	Mark Kemper	Prepared analysis of properties under construction for F. Chin.	Business Analysis / Operations	1.50	435.00	\$652.50
7/19/2018	Mark Kemper	Pulled together various stats on G & A, homes under construction and other timing information for F. Chin meeting with FTI.	Business Analysis / Operations	2.00	435.00	\$870.00
7/19/2018	Marion Fong	Prepare materials for board meeting.	Business Analysis / Operations	2.00	375.00	\$750.00
7/19/2018	Marion Fong	Board Call and prep.	Business Analysis / Operations	2.00	375.00	\$750.00
7/19/2018	Marion Fong	Internal discussion re: invoice approval process - draft template review.	Accounting	1.00	375.00	\$375.00
7/19/2018	Marion Fong	Meeting with KT, DSI and PSZJ re: public company costs.	Business Analysis / Operations	1.00	375.00	\$375.00
7/19/2018	Marion Fong	Meeting with KT, DSI and PSZJ re: Wind-down entity and trust.	Business Analysis / Operations	1.00	375.00	\$375.00
7/19/2018	Marion Fong	Meeting with KT, DSI and PSZJ re: Staffing plan and payroll costs.	Business Analysis / Operations	1.00	375.00	\$375.00
7/20/2018	David Dachelet	Work on legal invoicing issues.	Legal, HR & IT	0.50	580.00	\$290.00
7/20/2018	David Dachelet	Review status of debtor entity registration project.	Legal, HR & IT	0.50	580.00	\$290.00
7/20/2018	David Dachelet	Review daily docket report with filings in Woodbridge bankruptcy.	Legal, HR & IT	0.50	580.00	\$290.00
7/20/2018	David Dachelet	Review 10733 General Counsel release provisions.	Legal, HR & IT	0.50	580.00	\$290.00
7/20/2018	David Dachelet	Review Grauman marketing reports.	Legal, HR & IT	0.50	580.00	\$290.00
7/20/2018	Mark Kemper	Worked on counter offers with attorneys and brokers for Nimes/Nightingale offers.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/20/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/20/2018	Mark Kemper	Travel from Woodbridge Office to Province LA office.	Travel	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/20/2018	Mark Kemper	Reviewed and discussed latest G & A analysis and wind down of costs.	Business Analysis / Operations	1.00	435.00	\$435.00
7/20/2018	Mark Kemper	Discussed and reviewed Nightingale situation regard expiration of haul routes and permits.	Business Analysis / Operations	1.00	435.00	\$435.00
7/20/2018	Mark Kemper	Reviewed weekly broker updates for properties listed for sale.	Business Analysis / Operations	1.00	435.00	\$435.00
7/20/2018	Mark Kemper	Discussions with M. Fong and F. Chin regarding Corporate G & A.	Business Analysis / Operations	1.00	435.00	\$435.00
7/20/2018	Marion Fong	Discussed and drafted Staffing Plan Analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
7/20/2018	Marion Fong	Weekly call with Plus Dev. Mgmt.	Business Analysis / Operations	1.00	375.00	\$375.00
7/20/2018	Marion Fong	Worked on monthly actual reconciliation against forecast.	Business Analysis / Operations	1.00	375.00	\$375.00
7/20/2018	Marion Fong	Round 2 of reviewing contractor invoices to amend cost to complete estimates.	Business Analysis / Operations	2.00	375.00	\$750.00
7/20/2018	Marion Fong	Worked on updated business plan.	Business Analysis / Operations	2.00	375.00	\$750.00
7/20/2018	Marion Fong	Reviewed IT proposal.	Legal, HR & IT	0.50	375.00	\$187.50
7/20/2018	Marion Fong	Discussed corp G&A with M. Kemper and F. Chin.	Business Analysis / Operations	1.00	375.00	\$375.00
7/22/2018	Paul Huygens	Review latest draft May financials and provide comments to E. Skinner.	Accounting	1.00	820.00	\$820.00
7/23/2018	Paul Huygens	Weekly case update call with company, Province and DSI team.	Business Analysis / Operations	1.00	820.00	\$820.00
7/23/2018	Paul Huygens	Review draft May MOR and send comments to E. Skinner.	Accounting	1.00	820.00	\$820.00
7/23/2018	David Dachelet	Work on Carla Ridge GC contract amendment.	Legal, HR & IT	1.00	580.00	\$580.00
7/23/2018	David Dachelet	Weekly operations call.	Legal, HR & IT	0.50	580.00	\$290.00
7/23/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/23/2018	Mark Kemper	Worked on internal control outline, control objectives and control activities.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/23/2018	Mark Kemper	Reviewed and signed off on various closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/23/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/23/2018	Mark Kemper	Call with Plus Development to discuss Nightingale and Owlwood issues.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/23/2018	Mark Kemper	Woodbridge all hands weekly meeting.	Business Analysis / Operations	1.00	435.00	\$435.00
7/23/2018	Mark Kemper	Reviewed and summarized new offers on Foothill and Electra.	Business Analysis / Operations	1.50	435.00	\$652.50
7/23/2018	Mark Kemper	Meeting with F. Chin to discuss bonus target calculation.	Business Analysis / Operations	0.50	435.00	\$217.50
7/23/2018	Marion Fong	Updated cash flows for disclosure statement.	Business Analysis / Operations	8.00	375.00	\$3,000.00
7/23/2018	Marion Fong	Call with Plus re: options for various properties.	Business Analysis / Operations	1.00	375.00	\$375.00
7/24/2018	Paul Huygens	Update call with E. Skinner re may MOR. Exchange emails with B. Wise re HR matters and with B. Feldman re contract rejections.	Accounting	0.50	820.00	\$410.00
7/24/2018	Paul Huygens	Review latest draft of May MOR and have call with E. Skinner to run thru comments.	Accounting	1.50	820.00	\$1,230.00
7/24/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
7/24/2018	David Dachelet	Work on Carla Ridge amendment and dispute.	Legal, HR & IT	0.50	580.00	\$290.00
7/24/2018	David Dachelet	Review status of RA and good standing issues of debtor entities.	Legal, HR & IT	0.50	580.00	\$290.00
7/24/2018	David Dachelet	Review newly filed docket items in Woodbridge BK.	Legal, HR & IT	0.50	580.00	\$290.00
7/24/2018	Mark Kemper	Responded to questions from FTI.	Business Analysis / Operations	0.50	435.00	\$217.50
7/24/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/24/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/24/2018	Mark Kemper	Prepared 805 Nimes and Nightingale update and recommendation.	Business Analysis / Operations	1.50	435.00	\$652.50
7/24/2018	Mark Kemper	Prepared write-up for 633 Foothills offers for approval.	Business Analysis / Operations	1.50	435.00	\$652.50
7/24/2018	Mark Kemper	Prepared for meeting with landlord to discuss lease amendment.	Business Analysis / Operations	0.50	435.00	\$217.50
7/24/2018	Mark Kemper	Call with Yardi representatives to discuss Yardi implementation.	Business Analysis / Operations	1.00	435.00	\$435.00
7/24/2018	Mark Kemper	Discussion and analysis of preserving haul routes on 9121 Nightingale.	Business Analysis / Operations	1.00	435.00	\$435.00
7/24/2018	Mark Kemper	Discussion and review of new staffing plan with M. Fong and F. Chin.	Business Analysis / Operations	1.50	435.00	\$652.50
7/24/2018	Erica Mattson	Review and revise June time and expense entries.	Legal, HR & IT	2.00	150.00	\$300.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/24/2018	Marion Fong	Updated cash flows for disclosure statement.	Business Analysis / Operations	8.00	375.00	\$3,000.00
7/24/2018	Marion Fong	Discussions re: accounting systems selection.	Accounting	1.50	375.00	\$562.50
7/24/2018	Marion Fong	Discussed new staffing plan with M. Kemper and F. Chin.	Business Analysis / Operations	1.50	375.00	\$562.50
7/25/2018	Paul Huygens	Review latest draft May MOR and have call with E. Skinner to run thru final comment.	Accounting	1.50	820.00	\$1,230.00
7/25/2018	Paul Huygens	Review draft June fee app, redline and send back.	Legal, HR & IT	0.50	820.00	\$410.00
7/25/2018	Paul Huygens	Review weekly payroll and expenses and approve. Transfer money to cover.	Legal, HR & IT	0.50	820.00	\$410.00
7/25/2018	David Dachelet	Work on Tanager dispute and upcoming meeting regarding same.	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	David Dachelet	Review status re: 714 Oakhurst construction dispute.	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	David Dachelet	Review Times and Nightingale marketing updates (Tomer) and counteroffer terms.	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	David Dachelet	Monitor status of Whiteacre v. Rosenberg ejectment action.	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	David Dachelet	Review and consider Glaser's first billing (over 3 months' time).	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	David Dachelet	Review marketing updates for 633 Foothill.	Legal, HR & IT	0.50	580.00	\$290.00
7/25/2018	Mark Kemper	Worked on preparing board materials for weekly board meeting.	Business Analysis / Operations	4.50	435.00	\$1,957.50
7/25/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/25/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/25/2018	Mark Kemper	Reviewed and revised offers on 633 Foothill.	Business Analysis / Operations	1.00	435.00	\$435.00
7/25/2018	Mark Kemper	Meeting with office landlord to discuss amendment of lease agreement.	Business Analysis / Operations	1.00	435.00	\$435.00
7/25/2018	Mark Kemper	Review of Glaser Weil invoice from March to June.	Business Analysis / Operations	0.50	435.00	\$217.50
7/25/2018	Mark Kemper	Reviewed and signed off on various closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/25/2018	Mark Kemper	Calls with brokers to discuss property updates.	Business Analysis / Operations	1.00	435.00	\$435.00
7/25/2018	Mark Kemper	Discussion with F. Chin regarding go forward staffing plan.	Business Analysis / Operations	1.50	435.00	\$652.50
7/25/2018	Erica Mattson	Finalized June time and expense entries for fee app.	Legal, HR & IT	0.50	150.00	\$75.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/25/2018	Erica Mattson	Draft June fee app. Email to P. Huygens for review.	Legal, HR & IT	1.00	150.00	\$150.00
7/25/2018	Marion Fong	Participated in ramp down staffing plan discussions.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/25/2018	Marion Fong	Summarized ramp down schedule.	Business Analysis / Operations	2.00	375.00	\$750.00
7/25/2018	Marion Fong	Updated construction budget.	Business Analysis / Operations	5.00	375.00	\$1,875.00
7/26/2018	Paul Huygens	Call with F. Chin re midterm business planning and DS negotiation.	Business Analysis / Operations	0.50	820.00	\$410.00
7/26/2018	Paul Huygens	Exchange emails re May MOR and speak with E. Skinner re same. Prepare profitability spreadsheet in prep for call with F. Chin. Review and correspond re latest insurance schedule.	Accounting	1.00	820.00	\$820.00
7/26/2018	David Dachelet	Review marketing updates (Hillcrest).	Legal, HR & IT	0.50	580.00	\$290.00
7/26/2018	David Dachelet	Review daily docket update.	Legal, HR & IT	0.50	580.00	\$290.00
7/26/2018	David Dachelet	Correspondence with CRO regarding YCST pends down on good standing certification of debtor entities.	Legal, HR & IT	0.50	580.00	\$290.00
7/26/2018	Mark Kemper	Worked on making revisions to go forward staffing plan.	Business Analysis / Operations	1.50	435.00	\$652.50
7/26/2018	Mark Kemper	Call with Crimson IT regarding Yardi Implementation.	Business Analysis / Operations	1.00	435.00	\$435.00
7/26/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/26/2018	Mark Kemper	Weekly board call.	Business Analysis / Operations	1.00	435.00	\$435.00
7/26/2018	Mark Kemper	Travel from Woodbridge office to Compass Office.	Travel	0.50	435.00	\$217.50
7/26/2018	Mark Kemper	Travel from Compass office to Province LA Office.	Travel	1.00	435.00	\$435.00
7/26/2018	Mark Kemper	Updated master offer summary for latest offers.	Business Analysis / Operations	1.00	435.00	\$435.00
7/26/2018	Mark Kemper	Review of Mechanics lien's on Stradella and Oakhurst. Reviewed G3 file claims.	Business Analysis / Operations	1.00	435.00	\$435.00
7/26/2018	Mark Kemper	Meeting at Compass with S. Forster to discuss listing and market conditions.	Business Analysis / Operations	1.50	435.00	\$652.50
7/26/2018	Mark Kemper	Worked on updating offers for Riverdale asset sales.	Business Analysis / Operations	0.50	435.00	\$217.50
7/26/2018	Marion Fong	Continued work to update construction budget.	Business Analysis / Operations	6.50	375.00	\$2,437.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/26/2018	Marion Fong	Worked on ramp down staffing plan.	Business Analysis / Operations	2.00	375.00	\$750.00
7/26/2018	Marion Fong	Board call and prep.	Business Analysis / Operations	1.50	375.00	\$562.50
7/27/2018	Paul Huygens	Review supplemental summary of bankruptcy orders for the last 2 months and correspond with I. Bambrick re May MOR.	Legal, HR & IT	0.50	820.00	\$410.00
7/27/2018	Paul Huygens	Review and correspond re draft Fifth (5th) Omnibus Exec Contract Rejection Motion. Correspond re bank accounts and June MOR.	Legal, HR & IT	1.00	820.00	\$820.00
7/27/2018	David Dachelet	Review marketing updates on Tower and Foothill.	Legal, HR & IT	0.50	580.00	\$290.00
7/27/2018	David Dachelet	Review daily docket filings in Woodbridge bankruptcy.	Legal, HR & IT	0.50	580.00	\$290.00
7/27/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
7/27/2018	Beth Robinson	Review, consider and respond to email correspondence with A. Beck and D. Dachelet re 1432 Tanager.	Legal, HR & IT	0.50	150.00	\$75.00
7/27/2018	Mark Kemper	Worked on revised business plan staffing cost analysis.	Business Analysis / Operations	2.00	435.00	\$870.00
7/27/2018	Mark Kemper	Review and signed off on various CO closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/27/2018	Mark Kemper	Updated master offer summary for new offers and closings.	Business Analysis / Operations	1.50	435.00	\$652.50
7/27/2018	Mark Kemper	Calls with various brokers to discuss status of offers.	Business Analysis / Operations	1.00	435.00	\$435.00
7/27/2018	Mark Kemper	Review of weekly broker reports.	Business Analysis / Operations	0.50	435.00	\$217.50
7/27/2018	Mark Kemper	Call with F. Chin and M. Fong to discuss revised staffing plan.	Business Analysis / Operations	1.50	435.00	\$652.50
7/27/2018	Mark Kemper	Weekly construction update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
7/27/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/27/2018	Marion Fong	Worked on variance analysis.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/27/2018	Marion Fong	Worked on ramp down staffing plan and discussed same with M. Kemper and F. Chin.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/27/2018	Marion Fong	Worked on project budget review and comparison analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/28/2018	Mark Kemper	Worked on staffing plan presentation for meeting with FTI.	Business Analysis / Operations	3.00	435.00	\$1,305.00
7/28/2018	Mark Kemper	Call with F. Chin to discuss staffing plan.	Business Analysis / Operations	1.00	435.00	\$435.00
7/28/2018	Mark Kemper	Calls with M. Fong to discuss staffing plan, variance analysis and professional fees.	Business Analysis / Operations	1.50	435.00	\$652.50
7/28/2018	Marion Fong	Continued work on project budget review and comparison analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/28/2018	Marion Fong	Revised ramp down staffing plan.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/28/2018	Marion Fong	Worked on variance analysis and calls with M. Kemper re: same.	Business Analysis / Operations	4.00	375.00	\$1,500.00
7/29/2018	Paul Huygens	Scrub and comment on quarterly UST fee schedule.	Accounting	1.00	820.00	\$820.00
7/29/2018	Mark Kemper	Made revisions to the staffing plan presentation to incorporate F. Chin's comments.	Business Analysis / Operations	2.50	435.00	\$1,087.50
7/30/2018	David Dachelet	Work on 10733 Stradella GC contract issues.	Legal, HR & IT	0.50	580.00	\$290.00
7/30/2018	David Dachelet	Review update on 714 Oakhurst construction close out.	Legal, HR & IT	0.50	580.00	\$290.00
7/30/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/30/2018	Mark Kemper	Worked on draft statement to be included in the disclosure statement with property specific information.	Business Analysis / Operations	1.50	435.00	\$652.50
7/30/2018	Mark Kemper	Review of latest internal variance analysis.	Business Analysis / Operations	0.50	435.00	\$217.50
7/30/2018	Mark Kemper	Calls with brokers to discuss status and pricing.	Business Analysis / Operations	1.00	435.00	\$435.00
7/30/2018	Mark Kemper	Worked on Pre & Post confirmation ramp down budget. Worked on Pre & Post confirmation roles and responsibilities chart.	Business Analysis / Operations	3.50	435.00	\$1,522.50
7/30/2018	Mark Kemper	Calls and internal discussions on 633 Foothill contract question from buyer.	Business Analysis / Operations	1.00	435.00	\$435.00
7/30/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office	Travel	0.50	435.00	\$217.50
7/30/2018	Marion Fong	Worked on 5-month variance analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
7/30/2018	Marion Fong	Reviewed project budget.	Business Analysis / Operations	2.00	375.00	\$750.00
7/30/2018	Marion Fong	Prepared staffing plan support for FTI meeting.	Business Analysis / Operations	1.50	375.00	\$562.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
7/30/2018	Marion Fong	Reviewed June variance.	Business Analysis / Operations	2.00	375.00	\$750.00
7/30/2018	Marion Fong	Analyzed summary schedules.	Business Analysis / Operations	2.00	375.00	\$750.00
7/31/2018	Paul Huygens	Calls with E. Skinner re June financials. Review and respond re draft July DIP lender monthly reporting.	Accounting	0.50	820.00	\$410.00
7/31/2018	Paul Huygens	Review and correspond re legal bills, lease rejection order and pending contract rejections.	Legal, HR & IT	0.50	820.00	\$410.00
7/31/2018	David Dachelet	Telephone call with Tanager team in preparation for counsel review and mediation of dispute.	Legal, HR & IT	1.00	580.00	\$580.00
7/31/2018	David Dachelet	Work on pending Metroulas labor claim.	Legal, HR & IT	0.50	580.00	\$290.00
7/31/2018	David Dachelet	Review daily BK filings.	Legal, HR & IT	0.50	580.00	\$290.00
7/31/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
7/31/2018	Mark Kemper	Call with Woodbridge team to discuss 1432 Tanager legal situation.	Business Analysis / Operations	1.00	435.00	\$435.00
7/31/2018	Mark Kemper	Calls with brokers to discuss status, pricing changes and offer status.	Business Analysis / Operations	1.50	435.00	\$652.50
7/31/2018	Mark Kemper	Reviewed and signed off on various CO sale documents.	Business Analysis / Operations	0.50	435.00	\$217.50
7/31/2018	Mark Kemper	Reviewed pricing strategy on the Pines projects in CO.	Business Analysis / Operations	0.50	435.00	\$217.50
7/31/2018	Mark Kemper	Worked on monthly DIP reporting schedule. Submitted to Hankey Capital.	Business Analysis / Operations	1.50	435.00	\$652.50
7/31/2018	Mark Kemper	Worked on gathering information needed for Yardi quote and timeline of implementation.	Accounting	2.00	435.00	\$870.00
7/31/2018	Mark Kemper	Calls and meeting with F. Chin and M. Fong to discuss changes to business plan.	Business Analysis / Operations	1.50	435.00	\$652.50
7/31/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
7/31/2018	Marion Fong	Analyzed May/June variance.	Business Analysis / Operations	3.00	375.00	\$1,125.00
7/31/2018	Marion Fong	Worked on Plus budget review and comparison to prior review.	Business Analysis / Operations	2.00	375.00	\$750.00
7/31/2018	Marion Fong	Meeting with FTI re: staffing plan.	Business Analysis / Operations	2.00	375.00	\$750.00
7/31/2018	Marion Fong	Calls and meeting with F. Chin and M. Kemper re: changes to business plan.	Business Analysis / Operations	1.50	375.00	\$562.50

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Total Expenses		\$0.00

**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 25, 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) THE SECURITIES AND EXCHANGE COMMISSION, (V) THE FEE EXAMINER, (VI) OFFICE OF THE UNITED STATES TRUSTEE, AND (VII) ANY OTHER PARTY THAT HAS REQUESTED TO BE A NOTICE PARTY

The *Sixth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from July 1, 2018 Through and Including July 31, 2018* (the “Application”) has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$200,000.00 and monthly expenses in the amount of \$0.00.

Objections to the Application, if any, are required to be filed on or before **September 25, 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,

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.

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, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (vii) the Fee Examiner, Frejka PLLC, 205 E. 42nd Street, New York, New York 10017, Attn: Elise Frejka; (viii) any other party that has requested to be a Notice Party; and (ix) 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.

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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.

Dated: September 5, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR,
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