

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

In re:

## Chapter 11

Woodbridge Group of Companies, LLC, *et al.*,<sup>1</sup>

Case No. 17-12560 (KJC)

Debtors.

(Jointly Administered)

**Objection Deadline: September 27, 2018, at 4:00 p.m. (ET)**

**SECOND MONTHLY APPLICATION OF GLASER WEIL FINK HOWARD AVCHEN  
& SHAPIRO LLP 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:

Glaser Weil Fink Howard Avchen &  
Shapiro LLP

Authorized to Provide Professional Services to:

## Debtors and Debtors in Possession

Effective Date of Retention:

March 22, 2018

Period for which compensation and reimbursement is sought:

July 1, 2018 through July 31, 2018

Amount of Compensation sought as actual,  
reasonable and necessary:

\$110,075.00

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary:

\$332.25

This is a: X monthly interim final application

<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

This monthly application includes a value of \$10,591.00 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

Prior applications:

		<b>Requested</b>			<b>Approved</b>	
Date Filed; Docket No.	Period Covered	Fees	Expenses	COC Docket No.	Fees	Expenses
8/2/18; #2279	3/22/18- 6/30/18	\$270,427.50	\$591.05	2510	Pending	Pending
<b>Total</b>		<b>\$270,427.50</b>	<b>\$591.05</b>		<b>Pending</b>	<b>Pending</b>

**COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Peter M. Weil (PMW)	Managing Partner, Real Estate since November 2008; Partner since May 1988. Licensed in IL: 1974; CA: 1977.	\$870.00	21.00	\$18,270.00
Carolyn C. Jordan (CCJ)	Partner, Real Estate. Been with Firm since May 1988. Licensed in CA: 1986.	\$780.00	46.50	\$36,270.00
Brett J. Cohen (BJC)	Partner, Real Estate. Been with Firm since May 1988. Licensed in CA: 1985.	\$780.00	24.70	\$19,266.00
Saul Breskal (SXB)	Partner, Real Estate. Been with Firm since May 2000. Licensed in November 2001.	\$780.00	2.90	\$2,262.00
Peter Slevin (PS)	Partner, Litigation. Been with Firm since November 2009. Licensed in CA: 2003.	\$750.00	-0-	\$-0-
Craig H. Marcus (CXM)	Partner, Litigation. Been with Firm since October 1999. Licensed in CA: 1991.	\$750.00	2.60	\$1,950.00
David Tabibian (DXT)	Partner, Real Estate. Been with Firm since July 2012. Licensed in CA: 2007.	\$625.00	57.40	\$35,875.00
Elisa L. Paster (ELP)	Partner, Land Use. Been with Firm since June 2014. Licensed in CA: 2005.	\$645.00	-0-	\$-0-
Stewart Hayes (SHH)	Associate, Real Estate/Corporate. Been with Firm since February 2014. Licensed in CA: 2014.	\$475.00	23.00	\$10,925.00
Spencer Kallick (SK1)	Associate, Land Use. Been with Firm since March 2017. Licensed in CA: 2012.	\$425.00	0.80	\$340.00
Edward Schloss (EJS)	Associate, Real Estate/Corporate. Been with Firm since December 2016. Licensed in CA: 2016.	\$325.00	6.10	\$1,982.50
<b>Grand Total:</b>			<b>185.00</b>	<b>\$127,140.50</b>
<b>Blended Rate:</b>		<b>\$595.00</b>	<b>185.00</b>	<b>\$110,075.00</b>

**COMPENSATION BY PROJECT CATEGORY****(ALL POST-PETITION)**

<b>Project Category</b>	<b>Total Fees (at blended rate)</b>
0005 - Case Administration	\$9,341.50
0010 - Employment and Fee Applications	\$10,591.00
0017 - Real Estate Matters (Not Dispositions)	\$47,778.50
0019 - Reporting Matters	\$1,011.50
0024 - Real Property Dispositions -	\$41,352.50
<b>Fee Total (at blended rate):</b>	<b>\$110,075</b>
<b>Expense Total:</b>	<b>\$332.25</b>
<b>TOTAL (at blended rate):</b>	<b>\$110,407.25</b>

<b>SERVICES ENGAGED TO PERFORM POST-PETITION</b>	
<b>Project Category</b>	<b>Total Fees (at blended rate)</b>
Asset Analysis and Recovery (0001 )	
Assumption and Rejection of Contracts and Leases (0002 )	
Budgeting (0003 )	
Business Operations (0004 )	
Case Administration (0005 )	\$9,341.50
Claims Administration and Objections (0006 )	
Corporate Governance and Board Matters (0007 )	
Court Hearings (0008 )	
Employee Benefits (0009 )	
Employment and Fee Applications (0010 )	\$10,591.00
Employment and Fee Objections (0011 )	
Financing and Cash Collateral (0012 )	
Litigation and Adversary Proceedings (0013 )	
Meetings and Communications With Creditors (0014 )	
Non (0015 )	
Plan and Disclosure Statement (0016 )	
Real Estate Matters (Not Dispositions) (0017 )	\$47,778.50
Relief From Stay and Adequate Protection (0018 )	
Reporting Matters (0019 )	\$1,011.50
Tax Matters (0020 )	
Use, Sale, and Lease of Assets (Other than Real Property Dispositions) (0021 )	
Noteholder Matters (0022 )	
Unitholder Matters (0023 )	
Real Property Dispositions (0024 )	\$41,352.50
Regulatory Matters (0025 )	
Transition Matters (0026 )	
<b>TOTALS</b>	<b>\$110,075.00</b>

**EXPENSE SUMMARY**

<b>Expenses Category (Examples)</b>	<b>Total Expenses</b>
Color Printing	\$160.80
Document Scanning	\$5.10
Photocopies	\$2.20
Document Reproduction	\$164.15
<b>TOTAL DISBURSEMENTS</b>	<b>\$332.25</b>

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

In re:

## Chapter 11

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Case No. 17-12560 (KJC)

Debtors.

(Jointly Administered)

**Objection Deadline: September 27, 2018, at 4:00 p.m. (ET)**

**SECOND MONTHLY APPLICATION OF GLASER WEIL FINK HOWARD  
AVCHEN & SHAPIRO LLP 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 Glaser Weil Fink Howard Avchen & Shapiro LLP As Special Real Estate and Land Use Counsel to the Debtors and Debtors in Possession*, Nunc Pro Tunc to March 22, 2018 [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 Glaser Weil Fink Howard Avchen & Shapiro LLP (hereinafter “**GW**”) 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 \$110,075.00, (of which \$10,591.00 was incurred in connection with the preparation of Fee Application) together with reimbursement for actual and

<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

necessary expenses incurred in the amount of \$332.25, for the period commencing July 1, 2018 through and including July 31, 2018 (the “**Fee Period**”). In support of its Application, GW respectfully represents as follows:

1. Pursuant to the Retention Order, GW was employed under a general retainer to represent the Debtors as special real estate and land use counsel in connection with these chapter 11 cases, *nunc pro tunc* to March 22, 2018. The Retention Order authorized GW 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 GW 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 \$110,075.00 due for fees. Also included in Exhibit A is a detailed statement of expenses paid during the Fee Period showing the amount of \$332.25 for reimbursement of expenses.

4. The services rendered by GW 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.

#### **DISBURSEMENTS**

5. GW has incurred out-of-pocket disbursements during the Fee Period in the amount of \$332.25. This disbursement sum is broken down into categories of charges, including, among other things, mail and express mail charges, special or hand delivery charges, photocopying

charges, as well as expenses for document scanning. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit A. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. L.R. 2016-2(e)(ii), GW respectfully requests that the Court waive strict compliance with such rule.

6. Pursuant to Del. Bankr. L.R. 2016-2, GW represents that its rate for duplication is \$.10 per page.

### **VALUATION OF SERVICES**

7. Attorneys of GW have expended a total of 185.00 hours in connection with this matter during the Fee Period.

8. 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. As explained in the *Debtors' Application for Entry of Order Authorizing the Employment and Retention of Homer Bonner Jacobs P.A.* [Docket No. 111], GW is charging the Debtors discounted hourly rates for work of this character. The reasonable value of the services rendered by GW for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$110,075.00.

9. GW believes that the time entries included in Exhibit A attached hereto and the expense breakdown included in Exhibit A hereto are in compliance with the requirements of Del. Bankr. L. R. 2016-2.

10. 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.

11. This Application covers the Fee Period July 1, 2018 through and including

July 31, 2018. GW has and will continue to perform additional necessary services subsequent to July 31, 2018, for which GW will file subsequent fee applications.

WHEREFORE, GW requests that allowance be made to it in the sum of \$110,075.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$332.25 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: September 7, 2018

GLASER WEIL FINK HOWARD AVCHEN  
& SHAPIRO LLP

/s/ Carolyn C. Jordan

Carolyn C. Jordan  
Email: [cjordan@glaserweil.com](mailto:cjordan@glaserweil.com)  
California Bar No:125685

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

VERIFICATION

STATE OF CALIFORNIA   )  
  )  
LOS ANGELES COUNTY   )   SS:

Carolyn C. Jordan, Esquire, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Glaser Weil Fink Howard Avchen & Shapiro LLP and have been admitted to the bar of the Supreme Court of California since 1986.
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.

  
\_\_\_\_\_  
CAROLYN C. JORDAN

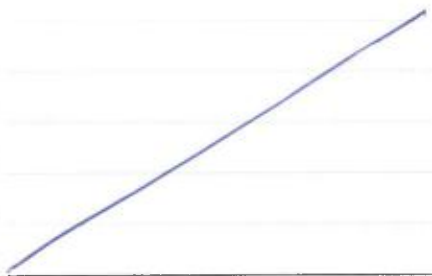
SWORN TO AND SUBSCRIBED before me this 7<sup>th</sup> day of September, 2018.

\*SEE ATTACHED JURAT  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

## CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

- ☒ See Attached Document (Notary to cross out lines 1–6 below)  
☐ See Statement Below (Lines 1–6 to be completed only by document signer[s], not Notary)



Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of LOS ANGELES

Place Notary Seal and/or Stamp Above

Subscribed and sworn to (or affirmed) before me

on this 7<sup>TH</sup> day of SEPTEMBER, 20 18,  
 by \_\_\_\_\_ Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) CAROLYN C. JORDAN

(and (2) \_\_\_\_\_),  
 Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to  
 be the person(s) who appeared before me.

Signature Tanisha Lashelle Abrams  
 Signature of Notary Public

## OPTIONAL

Completing this information can deter alteration of the document or  
 fraudulent reattachment of this form to an unintended document.

## Description of Attached Document

Title or Type of Document: VERIFICATION

Document Date: 9/7/18 Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**EXHIBIT A**



Glaser Weil Fink Howard  
Avchen & Shapiro, LLP  
10250 Constellation Boulevard  
19th Floor  
Los Angeles, CA 90067  
310.553.3000 TEL  
310.556.2920 FAX  
Tax I.D. # 95-4156414

WOODBRIIDGE GROUP OF COMPANIES  
DAVID W. DACHELET, ESQ.  
14140 VENTURA BLVD., SUITE 302  
SHERMAN OAKS, CA 91423

Invoice No. 202589  
Invoice Date: September 6, 2018  
Client ID: 08758  
Matter ID: 008  
Billing Attorney: PMW

Current Billing:	110,407.25
Previous Balance:	271,018.55
<b>Total Amount:</b>	<b>381,425.80</b>
Amount Remitted:	\$ _____

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WOODBIDGE GROUP OF COMPANIES  
 DAVID W. DACHELET, ESQ.  
 14140 VENTURA BLVD., SUITE 302  
 SHERMAN OAKS, CA 91423

Billing Attorney PMW

Invoice No. 202589

Invoice Date September 6, 2018

Client ID: 08758 Matter ID: 008  
 RE: GENERAL

## FOR PROFESSIONAL SERVICES RENDERED THROUGH August 31, 2018

Date	Professional	Hours	Task	Activity	Narrative	Amount
07/01/18	CCJ	0.20	0017	A105	Correspondence with Glaser Weil attorneys re 8124 W. 3rd St (OBM Holdings LLC) and current status;.	119.00
07/01/18	CCJ	0.40	0017	A107	Correspondence with F. Chin regarding 8124 W. 3rd St (OBM Holdings LLC)	238.00
07/01/18	CCJ	0.30	0017	A101	Review updated status charts for various properties and prepare for conference call.	178.50
07/01/18	PMW	0.50	0017	A104	[8124 W. 3rd Street - OBM Holdings] Review documents.	297.50
07/01/18	PMW	1.00	0017	A105	[8124 W. 3rd Street - OBM Holdings] Correspondence with firm attorneys.	595.00
07/01/18	PMW	0.50	0017	A102	[8124 W. 3rd Street - OBM Holdings] OBM Holdings LLC and Inception REIT conflict check.	297.50
07/01/18	PMW	0.80	0017	A106	[8124 W. 3rd Street - OBM Holdings] correspondence with Carolyn Jordan, Fred Chin, Saul Breskal, David Fidler, Jonathan Weiss and Mark Kemper re having a call with both Klee Tuchin and Glaser Weil reps to discuss the bankruptcy timing component and the federal/state law legality of the possible lease back to a dispensary operator.	476.00
07/02/18	SHH	1.90	0024	A104	Review and analysis of notice of motion and purchase and sale agreement.	1,130.50
07/02/18	CCJ	0.40	0017	A105	Correspondence with P. Weil regarding Riverdale Funding and Evansville; follow up with E. Schloss regarding chart.	238.00

Date	Professional	Hours	Task	Activity	Narrative	Amount
07/02/18	CCJ	0.30	0017	A105	Follow up with Glaser Weil attorneys regarding call with F. Chin and Klee Tuchin with respect to Sale of 8124 W. 3rd Street.	178.50
07/02/18	CCJ	0.30	0017	A105	Correspondence with attorneys regarding Notice of Motion with respect to Sale of 14112 Roscoe Blvd. Coordinate calendaring of closing date and closing documents required to be generated/executed.	178.50
07/02/18	CXM	0.30	0017	A104	Review Excel spreadsheet re status, and e-mail from client re same and telephone conference tomorrow [1432 Tanager Way].	178.50
07/02/18	BJC	0.40	0017	A104	Review Weil and Jordan correspondence re Riverdale.	238.00
07/02/18	BJC	0.30	0017	A108	Correspondence to/from Fred Chin re Evansville property and strategy.	178.50
07/02/18	BJC	0.30	0017	A108	Correspondence with Fred Chin to set up call.	178.50
07/02/18	BJC	0.70	0017	A104	Review Notice of Motion.	416.50
07/02/18	BJC	0.20	0017	A109	Meeting re status of Notice of Motion.	119.00
07/02/18	BJC	0.30	0017	A104	Review and revise updated status chart.	178.50
07/02/18	BJC	0.10	0017	A104	Review Roscoe Blvd. correspondence to Fidelity National Title.	59.50
07/02/18	BJC	0.40	0017	A109	Meeting with firm attorney re Notice of Motion on 14112 Roscoe Blvd.	238.00
07/02/18	BJC	0.30	0017	A109	Meeting with firm attorney re seller deliverables.	178.50
07/02/18	BJC	0.30	0017	A108	Correspondence to/from Fidler re 8121 3rd Street cannabis issues.	178.50
07/02/18	EJS	0.80	0005	A110	Review of correspondence from attorney Carolyn Jordan re 8124 W. 3rd Street Property; updating of internal tracking documents to reflect Buyer's counter offer; draft of email to attorney Carolyn Jordan; review of correspondence re Evansville Lease.	476.00
07/02/18	PMW	0.50	0017	A106	Correspondence with Fred Chin and firm attorneys re billing and Riverdale.	297.50
07/02/18	PMW	0.50	0017	A105	Correspondence with firm attorneys re	297.50

Date	Professional	Hours	Task	Activity	Narrative	Amount
					Riverdale billing and billing concerning property in Stockridge (747 Davis Rd., Stockridge, CA).	
07/02/18	PMW	1.00	0017	A101	[8124 W. 3rd Street - OBM Holdings] Correspondence with firm attorneys, David Fidler and Fred Chin re scheduling call; correspondence with firm attorneys re email from Fred Chin and scheduling call with Fred Chin and Klee Tuchin; review documents.	595.00
07/02/18	PMW	0.30	0017	A104	Review documents.	178.50
07/02/18	SHH	0.50	0024	A110	Prepare critical dates list for 14112 Roscoe Blvd.	297.50
07/03/18	SK1	0.30	0017	A106	Internal client team weekly conference call.	178.50
07/03/18	CCJ	0.50	0017	A106	Weekly conference call.	297.50
07/03/18	CCJ	0.20	0017	A105	Correspondence with attorneys regarding 8124 W. 3rd Street/cannabis situation.	119.00
07/03/18	CCJ	0.50	0017	A103	Draft narrative regarding construction of improvements/renovation of improvements on Property at 8124 W. 3rd Street.	297.50
07/03/18	CXM	0.50	0019	A104	Telephone conference with client and attorneys re status of pending matters; review e-mail from attorney re same; review e-mail from client re same; review e-mail from attorney re same, including proposed language re waiver of claims and warranties re construction; review e-mail from attorney re discussion with Fidler [1432 Tanager Way].	297.50
07/03/18	DXT	0.50	0024	A106	Participate in Woodbridge weekly conference call regarding status of all outstanding matters.	297.50
07/03/18	DXT	2.00	0024	A105	Confer with P. Weil, B. Cohen, P. Slevin, and S. Hayes regarding drafting new provisions to form Seller Counteroffer pertaining to limiting liability as to construction issues with the properties, California law, public policy issues, and related items.	1,190.00
07/03/18	DXT	0.80	0024	A104	Analysis and review of AS-IS provision of form Seller Counteroffer and new draft provision regarding limiting liability pertaining to construction issues.	476.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/03/18	DXT	0.50	0024	A107	E-mails and telephone call to D. Fidler regarding bankruptcy issues pertaining to limiting liability as to construction issues.	297.50
07/03/18	DXT	0.50	0024	A103	Make various revisions to draft provision regarding limiting liability pertaining to construction issues.	297.50
07/03/18	BJC	0.30	0017	A104	Review status chart in preparation for weekly status call.	178.50
07/03/18	BJC	0.50	0017	A109	Attend "status call".	297.50
07/03/18	BJC	0.30	0017	A104	Review Sorenson correspondence re tenant estoppels in connection with 14112 Roscoe Blvd. sale.	178.50
07/03/18	BJC	0.50	0017	A109	Meeting following call to allocate tasks.	297.50
07/03/18	BJC	0.30	0017	A108	Telephone conference with Fidler re 3rd Street Cannabis issue.	178.50
07/03/18	BJC	0.60	0017	A104	Review draft provision to limit seller liability to purchase of new homes/new construction.	357.00
07/03/18	BJC	0.30	0017	A101	Follow-up on Roscoe lease estoppels.	178.50
07/03/18	CCJ	0.20	0017	A106	Correspondence with F. Chin and P. Weil regarding CA employment law and critical issues regarding employment law in California.	119.00
07/03/18	CCJ	0.30	0017	A104	Review correspondence regarding Woodbridge - addition to Seller counteroffer form.	178.50
07/03/18	CCJ	0.50	0017	A106	Weekly Conference Call.	297.50
07/03/18	PMW	0.50	0017	A106	Woodbridge - Glaser Weil weekly conference call.	297.50
07/03/18	SHH	0.40	0024	A106	Teleconference with Woodbridge Group re status updates.	238.00
07/03/18	SHH	0.20	0024	A107	Email correspondence with David Fidler of Klee Tuchin re revisions to Seller Counteroffer form.	119.00
07/03/18	SHH	0.60	0024	A105	Meet with David Tabibian and Pete Slevin re revisions to Seller Counteroffer form.	357.00
07/03/18	SHH	0.20	0024	A106	Email correspondence with Fred Chin re	119.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
					status of revisions to Seller Counteroffer form.	
07/03/18	SHH	0.20	0024	A106	Email correspondence with Matthew Sorenson re estoppel certificates for 14112 Roscoe Blvd.	119.00
07/03/18	SHH	0.20	0024	A104	Review estoppel certificates for 14112 Roscoe Blvd.	119.00
07/03/18	SHH	2.20	0024	A103	Revise Seller Counteroffer per comments from Fred Chin, David Tabibian, and Pete Slevin.	1,309.00
07/05/18	CCJ	0.20	0017	A104	Review exchange of emails regarding 375/385 Trousdale Place Offers.	119.00
07/05/18	BJC	0.20	0017	A104	Review Mark Kemper's correspondence re 375/385 Trousdale.	119.00
07/05/18	BJC	0.40	0017	A109	Meeting with firm attorney re counter offer on 375/385 Trousdale.	238.00
07/05/18	BJC	0.40	0017	A109	Meeting re status of "as is" provision to go with standard counter offer.	238.00
07/05/18	BJC	0.70	0017	A104	Review draft provision with respect to insulating Seller vis a vis Buyers and general contractor.	416.50
07/05/18	BJC	0.20	0017	A104	Review correspondence to/from Mark Kemper re Trousdale potential sale.	119.00
07/05/18	DXT	0.80	0024	A106	E-mails and telephone calls with M. Kemper regarding new offers from prospective buyer pertaining to 375 and 385 Trousdale Place, proposed development and entitlements, preparation of seller counteroffers to same, and various issues related thereto.	476.00
07/05/18	DXT	0.40	0024	A105	Confer with S. Hayes and B. Cohen regarding new offers from prospective buyer pertaining to 375 and 385 Trousdale Place, seller counteroffers to same, and various issues related thereto.	238.00
07/05/18	DXT	0.60	0024	A105	Confer with P. Slevin and S. Hayes regarding additional changes to provision limiting construction liability in Form Seller Counteroffer and issues related thereto.	357.00
07/05/18	DXT	0.40	0024	A107	E-mails with D. Fidler regarding limitation of construction liability in Form Seller Counteroffer, legal issues, and additional	238.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
					changes to same.	
07/05/18	DXT	0.70	0024	A104	Analysis and review of revised provision limiting construction liability in the Form Seller Counteroffer, legal issues, and additional changes to same.	416.50
07/05/18	DXT	0.20	0024	A106	E-mails with the Woodbridge team regarding the revised and final provision limiting construction liability in the Seller Counteroffer Form.	119.00
07/05/18	DXT	2.70	0024	A103	Draft two Seller Counteroffers and related provisions regarding 375 and 385 Trousdale Place.	1,606.50
07/05/18	SHH	1.00	0024	A106	Teleconference with David Tabibian and Mark Kemper re 375/385 Trousdale.	595.00
07/05/18	DXT	1.00	0024	A104	Analysis and review of Buyer offers, addenda, and related documents regarding 375 and 385 Trousdale Place.	595.00
07/05/18	SHH	1.20	0024	A103	Draft and revise Seller Counteroffers for 375/385 Trousdale.	714.00
07/05/18	SHH	0.20	0024	A106	Email correspondence with Mark Kemper re 375/385 Trousdale.	119.00
07/05/18	SHH	0.20	0024	A107	Email correspondence with David Fidler re revisions to Seller's Counteroffer form.	119.00
07/05/18	SHH	0.20	0024	A106	Email correspondence with Woodbridge group re revisions to Seller's counteroffer form.	119.00
07/06/18	CXM	0.30	0019	A104	Review e-mail re conference call next week [1432 Tanager Way].	178.50
07/06/18	BJC	0.20	0017	A104	Review Trousdale counter-offer.	119.00
07/06/18	BJC	0.30	0017	A104	Review Fidler correspondence re Purchase and Sale Agreement changes.	178.50
07/06/18	BJC	0.40	0017	A104	Review Dachelet correspondence with proposed revisions to Seller protection language.	238.00
07/06/18	BJC	0.60	0017	A108	Correspondence re form changes for jurisdiction, arbitration, statute of limitations.	357.00
07/06/18	CCJ	0.20	0024	A104	Review and analyze information on 1907 Benedict Canyon.	119.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/06/18	SHH	0.50	0024	A105	Correspondence with Brett Cohen and Pete Slevin re revisions to Seller's Counteroffer form.	297.50
07/07/18	CXM	0.30	0019	A107	Draft e-mail to attorney re conference call on Tuesday [1432 Tanager Way].	178.50
07/08/18	EJS	0.50	0005	A110	Review of correspondence from multiple members of Glaser Weil team; continued updates and edits to document providing in order to provide updates on different properties to group; draft of email to Glaser Weil team re conference call scheduled for Tuesday, 7/10.	297.50
07/08/18	CXM	0.30	0019	A104	Review e-mail from client re status of matters, conference call, and attached spreadsheet; review e-mail from attorney re same [1432 Tanager Way].	178.50
07/08/18	PMW	0.80	0017	A105	Correspondence with firm attorneys re upcoming Woodbridge-Glaser Weil weekly conference call.	476.00
07/08/18	PMW	0.80	0017	A104	Review updated Woodbridge tracking charts.	476.00
07/09/18	SHH	0.20	0024	A104	Review correspondence re revisions to form of seller counter offer.	119.00
07/09/18	CCJ	0.30	0017	A108	Review correspondence regarding Bellflower Funding , LLC from Sara Temes and exchange of emails regarding same with F. Chin and clients;.	178.50
07/09/18	CCJ	0.30	0010	A107	Correspondence with B. Feldman regarding fee application process.	178.50
07/09/18	BJC	0.50	0017	A104	Review revised Schedule/Status of Matters.	297.50
07/09/18	BJC	0.80	0017	A104	Review analysis of proposed changes to Purchase and Sale Agreement.	476.00
07/09/18	CXM	0.30	0019	A104	Review e-mail from attorney re telephone conference, and revised status spreadsheet [1432 Tanager Way].	178.50
07/09/18	CCJ	0.40	0017	A106	Exchange of emails regarding correspondence from David Dachelet in connection with addition to Seller counteroffer form.	238.00
07/09/18	CCJ	0.40	0017	A103	Review and revise updated status charts regarding dispositions and non-dispositions	238.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
					for various properties and issues.	
07/09/18	DXT	1.20	0024	A104	Analysis and review of updated provision for Seller Counteroffer Form regarding limitation of construction liability and various changes and issues thereto, and review AS-IS and general release provisions regarding same.	714.00
07/09/18	DXT	0.70	0024	A105	Confer with S. Hayes, B. Cohen, and P. Slevin regarding updated provision for Seller Counteroffer Form pertaining to limitation of construction liability and changes thereto.	416.50
07/09/18	DXT	0.20	0024	A106	E-mails with client team regarding updated provision for Seller Counteroffer Form pertaining to limitation of construction liability and related changes and issues thereto.	119.00
07/09/18	DXT	0.80	0024	A104	Review updated drafts of the Seller Counteroffers regarding 375 Trousdale Place and 385 Trousdale Place.	476.00
07/09/18	PMW	0.80	0017	A104	Review updated Woodbridge tracking charts.	476.00
07/09/18	PMW	0.80	0017	A105	Correspondence with firm attorneys re upcoming Woodbridge-Glaser Weil weekly conference call.	476.00
07/09/18	BJC	0.30	0017	A109	Meeting with firm attorney re proposed changes to Purchase and Sale Agreement and Counter Offer.	178.50
07/10/18	SHH	0.80	0024	A106	Meeting with Woodbridge team and Glaser Weil re status.	476.00
07/10/18	SHH	1.40	0024	A103	Revise form of purchase agreement per Fred Chin comments to incorporate limitation of seller liability and revise procedure for contingency waiver.	833.00
07/10/18	CCJ	0.60	0017	A106	Weekly conference call.	357.00
07/10/18	CCJ	0.60	0017	A105	Office conference with attorney.	357.00
07/10/18	CCJ	0.50	0017	A106	Correspondence with F. Chin following up on conference call and various issues requiring attention.	297.50
07/10/18	DXT	0.50	0024	A106	Participate in weekly Woodbridge conference call regarding status of	297.50

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Date	Professional	Hours	Task	Activity	Narrative	Amount
					outstanding matters.	
07/10/18	SK1	0.50	0017	A101	Team weekly conference call regarding project status.	297.50
07/10/18	CCJ	0.40	0017	A104	Review correspondence from Mark Kemper regarding new floor plan and Term Sheet.	238.00
07/10/18	EJS	1.50	0005	A106	Conference call with Woodbridge and Glaser Weil teams; discussion among Glaser Weil team; updating and edits to issue tracking document; review of correspondence from attorney Brett Cohen re Evansville property and Buyer's counsel note; draft of email to Brett Cohen advising re argument on termination of lease at Evansville.	892.50
07/10/18	BJC	0.50	0017	A101	Prepare for "all hands" call.	297.50
07/10/18	BJC	0.50	0017	A109	Participate in "all hands" call.	297.50
07/10/18	BJC	0.50	0017	A108	Correspondence to George Shoup re status of Evansville eviction.	297.50
07/10/18	BJC	0.50	0017	A104	Review correspondence from Buyer's counsel on Evansville property re eviction issues.	297.50
07/10/18	BJC	0.50	0017	A104	Review analyses of Seller protective provisions in states other than California.	297.50
07/10/18	BJC	0.60	0017	A104	Review correspondence re "deemed acceptance" by Buyer.	357.00
07/10/18	PMW	0.50	0017	A105	Correspondence with firm attorneys re Woodbridge - Glaser Weil weekly conference call.	297.50
07/10/18	PMW	0.50	0017	A106	Woodbridge - Glaser Weil weekly conference call.	297.50
07/10/18	PMW	0.50	0017	A106	Correspondence with Fred Chin, Carolyn Jordan, David Tabibian and BrettCohen; correspondence with Fred Chin, David Dachelet, Carolyn Jordan, David Tabibian and Brett Cohen.	297.50
07/10/18	DXT	0.40	0017	A106	E-mails with M. Kemper regarding landlord's requested changes and comments to Term Sheet pertaining to 14140 Ventura Blvd property and lease amendments thereto.	238.00
07/10/18	DXT	0.90	0017	A104	Analysis and review of landlord's requested	535.50

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Date	Professional	Hours	Task	Activity	Narrative	Amount
					changes and comments to Term Sheet and draft lease amendments pertaining to 14140 Ventura Blvd property, and bankruptcy provisions related thereto.	
07/10/18	DXT	0.50	0024	A105	Confer with C. Jordan and S. Hayes regarding additional requested changes to the Form Seller Counteroffer, waiver of buyer's contingencies, limitation of construction liability, and related issues.	297.50
07/10/18	DXT	0.80	0024	A104	Review CAR Form Offer and Purchase Agreement, Form Seller Counteroffer, and related documents regarding additional requested changes to the form documents.	476.00
07/10/18	DXT	0.50	0024	A106	E-mails with F. Chin regarding additional requested changes to the Form Seller Counteroffer, waiver of buyer's contingencies, limitation of construction liability, and related issues.	297.50
07/10/18	DXT	1.00	0024	A103	Draft additional revisions to Form Seller Counteroffer per client's request.	595.00
07/11/18	DXT	0.70	0024	A106	Telephone call and e-mails with F. Chin regarding additional changes to Seller Counteroffer Forms, Buyer's waiver of title contingency and property inspection contingency, limitation of construction liability, and related issues.	416.50
07/11/18	DXT	1.10	0017	A106	Telephone calls and e-mails with M. Kemper and F. Chin regarding 14140 Ventura Blvd. leases, security deposits, rejection of Suite 209, unsecured claim by the landlord in the bankruptcy, proposed release from landlord, bankruptcy concerns, and related issues.	654.50
07/11/18	DXT	0.60	0017	A107	E-mails with bankruptcy counsel S. Beach and I. Bambrick regarding 14140 Ventura Blvd. leases, unsecured claim from the landlord, security deposits, proposed amendment to leases, and related bankruptcy issues.	357.00
07/11/18	DXT	0.50	0017	A104	Analysis and review of underlying leases for 14140 Ventura Blvd pertaining to security deposits, Term Sheet and proposed changes from landlord, and related documents.	297.50
07/11/18	DXT	0.70	0024	A103	Make various revisions to Seller	416.50

Date	Professional	Hours	Task	Activity	Narrative	Amount
					Counteroffer Forms per client's request.	
07/11/18	DXT	0.40	0024	A105	Confer with C. Jordan and S. Hayes regarding various changes to Seller Counteroffer Forms.	238.00
07/12/18	SHH	0.40	0024	A106	Email memo to Matt Sorenson based on review and analysis of purchase agreement deadlines.	238.00
07/12/18	SXB	0.50	0024	A105	Conference with D Tabibian regarding recent changes to form counteroffer and status of various sale transactions.	297.50
07/12/18	EJS	0.20	0005	A110	Review of correspondence from attorney David Tabibian; updating of internal tracking documents to reflect updates to Seller Counteroffer forms.	119.00
07/12/18	CCJ	1.20	0017	A104	Review Seller counteroffer form and potential revisions and analyze same;.	714.00
07/12/18	DXT	1.00	0024	A103	Make various revisions to and prepare updated drafts of the Seller Counteroffer Forms.	595.00
07/12/18	DXT	0.30	0024	A105	Confer with S. Breskal regarding various changes to Seller Counteroffer Forms.	178.50
07/12/18	DXT	0.20	0024	A106	E-mails with Woodbridge team regarding updated drafts of Seller Counteroffer Forms and various changes thereto, and review by certain brokers.	119.00
07/12/18	DXT	0.40	0017	A107	E-mails with bankruptcy counsel I. Bambrick regarding proposed release from landlord pertaining to 14140 Ventura Blvd. leases, security deposits, approval from bankruptcy court, landlord's claims and rejection damages, and related issues.	238.00
07/12/18	DXT	1.60	0017	A103	Make various revisions to Term Sheet for 14140 Ventura Blvd leases, and draft amendments to leases regarding same.	952.00
07/12/18	DXT	0.20	0017	A104	Review landlord's proof of claim and related information regarding rejection damages for 14140 Ventura Blvd. lease for Suite 209.	119.00
07/12/18	BJC	0.50	0017	A104	Review revised counter offer forms.	297.50
07/12/18	BJC	0.20	0017	A104	Review Fred Chin correspondence.	119.00
07/13/18	CCJ	0.40	0017	A104	Review and update project lists and	238.00

Date	Professional	Hours	Task	Activity	Narrative	Amount
					pending matters.	
07/13/18	DXT	0.80	0017	A107	Multiple e-mails with bankruptcy counsel I. Bambrick regarding security deposits for 14140 Ventura Blvd. leases pertaining to Suites 203 and 209, release from landlord, rejection damages, landlord's unsecured and secured claims, and approval from bankruptcy court.	476.00
07/13/18	DXT	0.50	0017	A106	Telephone call with M. Kemper regarding security deposits for 14140 Ventura Blvd. leases pertaining to Suites 203 and 209, amendment to existing leases, revisions to Term Sheet, release from landlord, rejection damages, and landlord's unsecured and secured claims.	297.50
07/13/18	DXT	0.70	0017	A104	Analysis regarding landlord's rejection damages, secured claim, and unsecured claim pertaining to 14140 Ventura Blvd. Suite 209 lease; review underlying lease and amendments thereto.	416.50
07/13/18	DXT	1.00	0017	A103	Draft and revise two amendments to leases and a revised Term Sheet regarding 14140 Ventura Blvd leases.	595.00
07/13/18	DXT	0.30	0024	A106	Telephone call with M. Kemper regarding California law and restrictions pertaining to liquidated damages and issues related thereto pertaining to all real property dispositions.	178.50
07/13/18	DXT	0.30	0024	A104	Review liquidated damages provision in Seller Counteroffer Form and California restrictions related thereto.	178.50
07/13/18	BJC	0.20	0017	A104	Review correspondence re estoppel certificates on Roscoe.	119.00
07/13/18	BJC	0.10	0017	A104	Review Sorenson correspondence re status of estoppels.	59.50
07/13/18	BJC	0.50	0017	A104	Review Shoup correspondence re visit to Evansville property and Brill vacating premises.	297.50
07/13/18	BJC	0.40	0017	A104	Review Waller correspondence re status of Brill lease Evansville property.	238.00
07/13/18	BJC	0.20	0017	A103	Update status report with new Evansville information.	119.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/14/18	DXT	0.40	0024	A106	E-mails with F. Chin and M. Kemper regarding 1 Electra property, Seller Counteroffer, loan contingency, appraisal contingency, and related items.	238.00
07/14/18	DXT	0.60	0024	A104	Review draft Seller Counteroffer regarding 1 Electra property and proposed changes thereto.	357.00
07/15/18	DXT	1.00	0024	A103	Make revisions to and prepare revised draft of Seller Counteroffer regarding 1 Electra property.	595.00
07/15/18	DXT	0.30	0024	A106	E-mails with M. Kemper and F. Chin regarding revised draft of Seller Counteroffer for 1 Electra property.	178.50
07/16/18	EJS	0.20	0005	A101	Draft of email to attorney Stewart Hayes; review of correspondence from Stewart Hayes; draft of email to legal assistant Evelyn Alvarez.	119.00
07/16/18	PMW	0.30	0017	A106	Correspondence with Fred Chin re the number of Glaser Weil attorneys participating on weekly Woodbridge-Glaser Weil conference calls.	178.50
07/16/18	DXT	0.60	0017	A107	E-mails with bankruptcy counsel I. Bambrick regarding 14140 Ventura Blvd. leases, landlord's rejection damages, proposed release and settlement with landlord, unsecured and secured claims, and approval from bankruptcy court.	357.00
07/16/18	DXT	0.90	0017	A104	Analysis and review of proposed release and settlement, rejection damages, and revised lease amendment terms regarding 14140 Ventura Blvd. leases.	535.50
07/16/18	CCJ	0.30	0024	A105	Conference with firm attorney.	178.50
07/16/18	CCJ	2.60	0010	A104	Review prebills and prepare fee application.	1,547.00
07/17/18	SHH	0.40	0024	A106	Group conference call re deal status.	238.00
07/17/18	EJS	1.50	0005	A104	Email to legal assistant Evelyn Alvarez; phone call with attorney Peter Weil; review of correspondence from attorney David Tabibian; discussion with attorney Brett Cohen; continued updates to status update chart; draft of email to Woodbridge and Glaser Weil teams; review of correspondence from attorney Saul Breskal re Notice of Hearing and Woodbridge	892.50

Date	Professional	Hours	Task	Activity	Narrative	Amount
					Disclosure Statement.	
07/17/18	PMW	0.50	0017	A105	Meeting and correspondence with Carolyn Jordan and Antrell Hooper re billing.	297.50
07/17/18	DXT	0.50	0024	A106	Participate in Woodbridge weekly conference call regarding status of all outstanding matters.	297.50
07/17/18	DXT	1.80	0017	A103	Make additional revisions to and prepare revised draft of Term Sheet regarding 14140 Ventura Blvd. leases, and revise draft lease amendments.	1,071.00
07/17/18	CCJ	0.50	0017	A104	Review and analyze pending sales and related matters.	297.50
07/17/18	PMW	0.30	0017	A104	Review correspondence from Pete Slevin re status of pending Woodbridge matters, including conference with Pete Slevin.	178.50
07/17/18	PMW	0.50	0017	A106	Correspondence with Mark Kemper and Carolyn Jordan re status of billing through June.	297.50
07/17/18	CCJ	0.40	0024	A105	Exchange of correspondence regarding question on deposits;.	238.00
07/17/18	CXM	0.30	0017	A104	Review two status charts and two e-mails from client re same; telephone conference with clients re status of Samatas dispute, strategy re same; review updates status chart and e-mail from client re same [1432 Tanager Way].	178.50
07/17/18	DXT	0.30	0017	A104	Review Bankruptcy Court Notice of Hearing to Consider Approval of Disclosure Statement.	178.50
07/17/18	DXT	0.30	0024	A106	E-mails with M. Kemper and real estate agents regarding additional proposed changes to the Seller Counteroffer for 1 Electra property.	178.50
07/17/18	DXT	0.80	0024	A104	Analysis and review of CAR Form Purchase Agreement, revised draft Seller Counteroffer, and additional proposed changes to same for 1 Electra property.	476.00
07/17/18	DXT	0.30	0017	A106	E-mails with F. Chin and M. Kemper regarding revised Term Sheet and lease amendments pertaining to 14140 Ventura Blvd. leases.	178.50

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/17/18	BJC	0.30	0017	A109	Meeting re status of Evansville eviction of Brill.	178.50
07/17/18	BJC	0.30	0017	A104	Review updated status report.	178.50
07/17/18	BJC	0.20	0017	A108	Correspondence with Johnathan Weiss re Evansville situation.	119.00
07/17/18	BJC	0.30	0017	A104	Review Shoup updated status report on Evansville.	178.50
07/17/18	CCJ	0.70	0024	A106	Review pending matters with client.	416.50
07/17/18	CCJ	0.80	0005	A105	Correspondence with Billing regarding billing for Woodbridge and address biling questions.	476.00
07/17/18	PMW	0.30	0017	A104	Review updated Woodbridge tracking chart.	178.50
07/17/18	PMW	0.50	0017	A105	Telephone calls and correspondence with firm attorneys re upcoming Woodbridge-Glaser Weil weekly conference call.	297.50
07/17/18	PMW	0.50	0017	A105	Correspondence with Pete Slevin re status of pending Woodbridge matters.	297.50
07/17/18	PMW	0.50	0017	A106	Woodbridge-Glaser Weil weekly conference call.	297.50
07/18/18	BJC	0.20	0017	A104	Review status of Roscoe closing documents.	119.00
07/18/18	BJC	1.10	0017	A104	Review Whitman Holt correspondence and draft objection.	654.50
07/18/18	BJC	0.20	0017	A104	Review John Waller correspondence re objection.	119.00
07/18/18	CCJ	1.40	0017	A106	Telephone conference with Fred Chin regarding form of counter-offer and addendum; prepare correspondence to F. Chin and M. Kemper with respect to status update on Form of Addendum; review response from F. Chin with respect to modifying addendum for newly constructed/recently renovated homes;.	833.00
07/18/18	CCJ	1.20	0017	A105	Prepare correspondence to P. Weil outlining telephone conference with F. Chin and current status regarding updating form of addendum; correspondence with D. Tabibian regarding Counter Offer Form and telephone conference;.	714.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/18/18	CCJ	0.80	0024	A104	Review counter offer form in California.	476.00
07/18/18	DXT	0.50	0024	A105	Confer with P. Weil and C. Jordan regarding client's request to prepare new Seller Counteroffer Addendum, Colorado form, and related issues.	297.50
07/18/18	CCJ	0.80	0017	A104	Review communication and draft objection to claims that ERC/Brill filed regarding Woodbridge.	476.00
07/18/18	DXT	1.80	0024	A104	Analysis and review of Seller Counteroffer Form, Colorado form addendum, prior counteroffer form and CAR form purchase agreement in preparation of new counteroffer addendum form requested by client.	1,071.00
07/18/18	PMW	0.50	0017	A106	Correspondence with Fred Chin, Mark Kemper, David Tabibian and Carolyn Jordan re status update of the New Counteroffer and Addendum Forms.	297.50
07/18/18	PMW	1.00	0017	A105	Correspondence and conference with firm attorneys re drafting New Counteroffer and Addendum Forms.	595.00
07/19/18	DXT	0.30	0024	A105	Confer with C. Jordan regarding new Seller Counteroffer Addendum and issues related thereto.	178.50
07/19/18	DXT	1.70	0024	A104	Review Seller Counteroffer Form, Colorado form addendum, prior counteroffer form and CAR form purchase agreement in preparation of new counteroffer addendum form requested by client.	1,011.50
07/19/18	DXT	2.50	0024	A103	Draft new Seller Counteroffer Addendum form requested by client, and draft sample CAR Seller Counteroffer form.	1,487.50
07/19/18	DXT	0.30	0017	A106	Telephone call with P. Sullivan regarding communications with landlord pertaining to lease amendments for 14140 Ventura Blvd property.	178.50
07/19/18	BJC	0.20	0017	A104	Review John Waller correspondence to Whitman.	119.00
07/19/18	BJC	0.90	0017	A104	Review attachments to Waller correspondence.	535.50
07/19/18	BJC	0.50	0017	A104	Review Waller correspondence to Whitman re edits to motion.	297.50

Date	Professional	Hours	Task	Activity	Narrative	Amount
07/19/18	BJC	0.20	0017	A104	Review Waller correspondence with Brill re voicemails.	119.00
07/19/18	DXT	0.50	0017	A104	Analysis regarding proposed amendments, bankruptcy approval and rejection damages pertaining to leases for 14140 Ventura Blvd property.	297.50
07/20/18	BJC	0.10	0017	A104	Review David Tabibian correspondence re changes to counter offer form.	59.50
07/20/18	BJC	0.90	0017	A104	Review draft counter offer forms.	535.50
07/20/18	BJC	1.10	0017	A104	Review Whitman Holt correspondence and objection to Brill claim.	654.50
07/20/18	DXT	0.60	0024	A106	Telephone call and e-mails with M. Kemper and F. Chin regarding new Addendum Form to Seller Counteroffer and various issues related thereto.	357.00
07/20/18	DXT	1.90	0024	A104	Analysis and review of CAR Form Offer and Purchase Agreement, CAR Form Seller Counteroffer, Colorado form addendum, and Seller Counteroffer Form regarding preparing new Form Addendum to Seller Counteroffer.	1,130.50
07/20/18	DXT	2.20	0024	A103	Revise and finalize new Form Addendum to Seller Counteroffer and overbid procedures exhibit, and send same to clients.	1,309.00
07/20/18	PMW	0.80	0017	A106	Correspondence with Fred Chin, Mark Kemper, David Tabibian and Carolyn Jordan re New Counteroffer and Addendum Forms.	476.00
07/20/18	PMW	1.50	0017	A105	Correspondence and conference with firm attorneys re New Counteroffer and Addendum Forms.	892.50
07/20/18	PMW	1.00	0017	A104	Review New Counteroffer and Addendum Forms.	595.00
07/23/18	BJC	1.00	0017	A104	Review filings in connection with Brill matter in Evansville.	595.00
07/23/18	DXT	0.30	0017	A106	E-mails and telephone call with P. Sullivan regarding meeting with landlord pertaining to 14140 Ventura Blvd. property.	178.50
07/23/18	DXT	1.00	0024	A104	Review revised Addendum Form to CAR Form Counteroffer, CAR Form Purchase	595.00

Date	Professional	Hours	Task	Activity	Narrative	Amount
					Agreement and Offer, and related documents.	
07/23/18	CCJ	2.40	0010	A103	Prepare initial fee request.	1,428.00
07/24/18	EJS	0.20	0005	A101	Draft of email to Glaser Weil team regarding status updates for project; review of correspondence from attorney Carolyn Jordan.	119.00
07/24/18	CCJ	0.50	0017	A106	telephone conference with Fred Chin and Peter Weil regarding status update;.	297.50
07/24/18	PMW	0.50	0017	A104	Review updated Woodbridge tracking chart.	297.50
07/24/18	PMW	0.50	0017	A106	Correspondence with Fred Chin and Carolyn Jordan; status update call with Fred Chin and Carolyn Jordan.	297.50
07/24/18	PMW	1.50	0017	A105	Telephone calls, correspondence and conferences with firm attorneys.	892.50
07/24/18	CXM	0.30	0017	A108	Review spreadsheet re status, and e-mail from client re same; conference with attorney re status, settlement dialogue with Samatas [747 Davis Road, Stockridge, GA].	178.50
07/24/18	BJC	0.50	0017	A104	Review updated status report.	297.50
07/24/18	DXT	0.80	0017	A104	Review list of open items and bankruptcy issues, second floor lease, third floor lease, and revised Term Sheet for 14140 Ventura leases.	476.00
07/24/18	DXT	0.50	0017	A106	Telephone calls and e-mails with M. Kemper and P. Sullivan regarding meeting with landlord pertaining to 14140 Ventura leases and issues related thereto.	297.50
07/24/18	CCJ	3.20	0010	A103	Prepare and revise initial fee application.	1,904.00
07/24/18	CCJ	0.40	0010	A107	Correspondence regarding initial fee application.	238.00
07/24/18	CCJ	0.40	0005	A104	Review updated interested parties list received from Betsy Feldman and address conflict checks.	238.00
07/24/18	CCJ	0.80	0017	A104	Review status update chart;.	476.00
07/25/18	DXT	0.80	0017	A101	Prepare for meeting with landlord and landlord's counsel regarding lease negotiations pertaining to 14140 Ventura Blvd. leases.	476.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/25/18	DXT	1.20	0017	A108	Participate in conference call with landlord and landlord's counsel regarding lease negotiations pertaining to 14140 Ventura Blvd. leases and issues related thereto.	714.00
07/25/18	CCJ	1.60	0005	A107	Correspondence with Betsy Feldman regarding updated Interested parties List and parties to material executory contracts; prepare correspondence to B. Feldman forwarding invoice for services rendered from engagement through June 30, 2018.	952.00
07/25/18	CCJ	2.80	0005	A104	coordinate conflict checks for new interested parties; review and revise initial fee application and affidavit.	1,666.00
07/26/18	SHH	1.30	0024	A103	Draft Seller counteroffer for 1468 State St, East St Louis, IL per letter of intent, correspondence from George Shoup and Saul Breskal comments.	773.50
07/26/18	EJS	0.20	0005	A110	Review of correspondence from attorney Saul Breskal; draft of email to Saul Breskal; provided edits and updates to materials re disposition of properties.	119.00
07/26/18	CCJ	3.40	0005	A104	Review and revise fee application for payment, including attorney bios and other background materials.	2,023.00
07/26/18	CCJ	0.30	0005	A107	Correspondence with B. Feldman regarding invoice and submission of monthly fee application;.	178.50
07/26/18	CCJ	0.40	0024	A105	Multiple Correspondence regarding Riverdale APA with S. Breskal;.	238.00
07/26/18	CCJ	0.30	0024	A106	Copresponedence with F. Chin regarding Riverdale APA's.	178.50
07/26/18	SXB	0.20	0024	A106	Review and respond to email from G Shoup regarding sale of properties in Illinois and Pennsylvania.	119.00
07/26/18	SXB	0.30	0024	A104	Review LOI and related correspondence concerning property in Illinois.	178.50
07/26/18	SXB	0.40	0024	A104	Review LOI and related correspondence regarding sale of property in Pennsylvania.	238.00
07/26/18	SHH	1.30	0024	A103	Draft Seller counteroffer for 200 Giacalone Drive, Canadensis, PA per letter of intent, correspondence from George Shoup and	773.50

Date	Professional	Hours	Task	Activity	Narrative	Amount
					Saul Breskal comments.	
07/27/18	SHH	3.80	0024	A103	Draft counteroffer for 200 Giacalone Drive, Canadensis, PA and 1468 State St, East St Louis, IL.	2,261.00
07/27/18	CCJ	0.20	0024	A105	Follow up with attorneys regarding drafts of Riverdale APA's.	119.00
07/27/18	CCJ	2.80	0010	A103	Further review and revise application fee submission for allowance of compensation.	1,666.00
07/27/18	CCJ	0.80	0024	A104	Review correspondence regarding new counteroffer and addendum forms from brokers.	476.00
07/27/18	DXT	0.40	0017	A107	E-mails with I. Bambrick and S. Beach regarding upcoming bankruptcy court hearing, deadline to file motion approving lease amendments for the 14140 Ventura Blvd. property, and related issues.	238.00
07/27/18	DXT	0.60	0017	A104	Review underlying lease documents for the 14140 Ventura Blvd. property and notes pertaining to lease amendments.	357.00
07/27/18	DXT	0.30	0017	A106	E-mails with F. Chin regarding expenditure of funds on tenant improvements, possible rejection of Suite 203 in the bankruptcy court, and related issues pertaining to the 14140 Ventura Blvd. property.	178.50
07/27/18	DXT	0.20	0024	A106	E-mails with F. Chin regarding broker review and comments to new form Addendum to Seller Counteroffer form.	119.00
07/27/18	SXB	0.50	0024	A105	Conference with S Hayes regarding purchase agreements for Illinois and Pennsylvania properties.	297.50
07/30/18	SHH	0.80	0024	A103	Revise counteroffer for 1468 State St, East St Louis, IL.	476.00
07/30/18	EJS	0.80	0005	A101	Discussion with attorney Carolyn Jordan regarding status updates of various properties (.25 hours); review of requested edits and updates to internal tracking documents; review of correspondence from Carolyn Jordan; draft of email to attorneys staffed to matter requesting additional updates (.5 hours).	476.00
07/30/18	CCJ	2.60	0010	A104	Review and revise consolidated fee application submission.	1,547.00

Date	Professional	Hours	Task	Activity	Narrative	Amount
07/30/18	CCJ	0.40	0024	A105	Review correspondence from F. Chin and correspondence with attorney regarding questions regarding contract;.	238.00
07/30/18	CCJ	0.30	0017	A105	Correspondence with attorney regarding updates for Woodbridge checklist and current status.	178.50
07/30/18	SXB	0.60	0024	A103	Review and revise draft purchase agreements for property in Illinois.	357.00
07/30/18	SXB	0.40	0024	A103	Review and revise draft purchase agreement for property in Pennsylvania.	238.00
07/30/18	DXT	0.40	0024	A106	E-mails with F. Chin regarding offer from prospective buyer pertaining to 633 Foothill property, requested changes to counteroffer and bankruptcy approval rights, and related issues.	238.00
07/30/18	DXT	0.60	0024	A104	Analysis and review of counteroffer, form addendum and requested changes pertaining to 633 Foothill property.	357.00
07/30/18	DXT	0.30	0024	A107	E-mails with D. Fidler regarding bankruptcy issues and offer from prospective buyer pertaining to 633 Foothill property.	178.50
07/30/18	SHH	0.80	0024	A103	Draft and revise counteroffer for 200 Giacalone Drive, Canadensis, PA per comments from Saul Breskal and George Shoup.	476.00
07/30/18	SHH	0.60	0024	A106	Email correspondence with George Shoup re 200 Giacalone Drive, Canadensis, PA and 1468 State St, East St Louis, IL.	357.00
07/30/18	SHH	0.10	0024	A107	Phone and email correspondence with Fox Rothschild re 200 Giacalone Drive.	59.50
07/30/18	SHH	0.20	0024	A105	Meet with Saul Breskal re revisions to counteroffer for 1468 State St, East St Louis, IL.	119.00
07/31/18	EJS	0.20	0005	A101	Review correspondence from Pete Slevin, Stewart Hayes, Brett Cohen, and Peter Weil; continued updates and edits to internal tracking document providing status updates for various properties' disposition and non-disposition matters.	119.00
07/31/18	BJC	0.20	0017	A104	Review updated status chart.	119.00

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Date	Professional	Hours	Task	Activity	Narrative	Amount
07/31/18	BJC	0.20	0017	A103	Revise updated status chart.	119.00
07/31/18	SHH	0.20	0024	A107	Phone and email correspondence with Taft Stettinius & Hollister LLP re revisions to purchase agreement for 1468 State Street, East St Louis, IL.	119.00
07/31/18	SHH	0.20	0024	A107	Phone and email correspondence with Fox Rothschild re revisions to purchase agreement for 200 Giacalone Drive, PA.	119.00
07/31/18	SHH	0.50	0024	A103	Revise purchase agreement for 1468 State Street, East St Louis, IL per comments from local counsel and George Shoup.	297.50
07/31/18	SHH	0.30	0024	A103	Revise purchase agreement for 200 Giacalone Drive, Canadensis, PA per comments from George Shoup.	178.50
07/31/18	CCJ	3.50	0010	A104	Review and revise consolidated fee application.	2,082.50
07/31/18	CCJ	0.30	0005	A107	Prepare correspondence to BK counsel.	178.50
<b>Total Fees:</b>						<b>110,075.00</b>

**SUMMARY OF PROFESSIONAL SERVICES**

PROFESSIONAL	TYPE	HOURS	HOURLY RATE	AMOUNT
SAUL BRESKAL	Partners	2.90	595.00	1,725.50
BRETT J. COHEN	Partners	24.70	595.00	14,696.50
STEWART H. HAYES	Associates	23.00	595.00	13,685.00
CAROLYN COMPARET JORDAN	Partners	46.50	595.00	27,667.50
SPENCER KALLICK	Associates	0.80	595.00	476.00
CRAIG H. MARCUS	Partners	2.60	595.00	1,547.00
EDWARD SCHLOSS	Associates	6.10	595.00	3,629.50
DAVID TABIBIAN	Partners	57.40	595.00	34,153.00
PETER M. WEIL	Partners	21.00	595.00	12,495.00
		<u>185.00</u>		<u>110,075.00</u>

**DISBURSEMENTS**

Color Printing	160.80
Document Scanning	5.10
Photocopies	2.20
Document Reproduction	164.15

Sub-Total Disbursements: 332.25

TOTAL CURRENT BILLING: \$ 110,407.25

Previous Balance: 271,018.55

TOTAL AMOUNT DUE: \$ 381,425.80

Outstanding Invoices

Date	Invoice Number	Original Amount	Credit(s)	Balance Due
07/25/18	201729	\$271,018.55	\$0.00	\$271,018.55
Total Outstanding Invoices:				\$271,018.55

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

In re:

WOODBIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Objection Deadline: September 27, 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 FEE EXAMINER, AND (V) THE OFFICE OF THE UNITED STATES TRUSTEE

The **Second Monthly Application of Glaser Weil Fink Howard Avchen & Shapiro LLP 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 \$110,075.00 and monthly expenses in the amount of \$332.25.

Objections to the Application, if any, are required to be filed on or before **September 27, 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, 39<sup>th</sup> Floor, Los Angeles, California 90067, Attn: Jonathan Weiss, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) the Fee Examiner, Frejka PLLC, 205 E. 42<sup>nd</sup> Street, New York, New York 10017, Attn: Elise Frejka; (vii) any other party that has requested to be a

<sup>1</sup>

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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

Notice Party; and (viii) 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.**

Dated: September 7, 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)  
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-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP  
Kenneth N. Klee (*pro hac vice*)  
Michael L. Tuchin (*pro hac vice*)  
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*Counsel for the Debtors and Debtors in Possession*