

**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: October 16, 2018 at 4:00 p.m. (ET)

**SEVENTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROVINCE, INC., AS OPERATIONAL
AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
AUGUST 1, 2018 THROUGH AND INCLUDING AUGUST 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:	August 1, 2018 – August 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
August 1, 2018 – August 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 Rate	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$820	29.5	\$24,190.00
David Dachelet, Esq.	Director - Bar admission in 1998.	\$580	28.5	\$16,530.00
Mark Kemper	Senior Associate - Corporate restructuring.	\$435	234.0	\$101,790.00
Marion Fong	Real Estate Consultant	\$375	222.0	\$83,250.00
	Subtotal		514.0	\$225,760.00
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Erica Mattson		\$150	3.0	\$450.00
	Subtotal		3.0	\$450.00
			Fee Statement Hours	Total Compensation
	Subtotal		517.0	\$226,210.00
	Travel Discount		(11.8)	(\$5,111.25)
	Voluntary Discount			(\$21,098.75)
	Grand Total		505.2	\$200,000.00

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Accounting	22.5	\$18,450.00
Business Analysis / Operations	418.5	\$171,017.50
Legal, HR and Risk	52.5	\$26,520.00
Travel (billed at 50%)	11.7	\$5,111.25
Grand Total	505.2	\$221,098.75

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 *Seventh Monthly Application of Province, Inc., as Operational and Financial Advisor to the Debtors, for Compensation and for Reimbursement of Expenses for the Period from August 1, 2018 through August 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 August 1, 2018 through August 31, 2018 (the “Seventh 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

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

commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

3. 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.

2. 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].

4. 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

5. 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 Seventh 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.

6. 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.

7. 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

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

9. 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 Seventh Monthly Fee Period.

10. During the Seventh 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.

11. A summary of some of the more significant services rendered by Province during the Seventh 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 Seventh Monthly Fee Period is set forth on Exhibit B hereto.

B. Accounting

Fees: \$18,450.00; Total Hours: 22.5

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

13. Specific services provided by Province during the Seventh 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 June and July monthly operating reports.

C. Business Analysis / Operations

Fees: \$171,017.50; Total Hours: 418.5

14. 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.

15. Specific services provided by Province during the Seventh 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 processes 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: \$26,520.00; Total Hours: 52.5

16. 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.

17. Specific services provided by Province during the Seventh 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 and sales agreements
- iv. Managing legal disputes; and
- v. Working with bankruptcy counsel to resolve bankruptcy-related operational issues.

E. Travel

Fees: \$5,111.25 (billed at 50%); Total Hours: 11.7 net (23.5 total)

18. 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

19. 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

20. 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.

21. 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 505.2 hours of professional time in this Seventh 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 Seventh 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.

22. Province respectfully submits that its flat rate fee is reasonable and that the expenses incurred during the Seventh 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

23. To the extent time or disbursement charges for services rendered or disbursements incurred relate to this Seventh 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 Seventh Monthly Fee Period, Province reserves the right to request additional compensation for such services and reimbursement of expenses in a future application.

[Remainder of this page intentionally left blank]

CONCLUSION

24. 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 26, 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**

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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.

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

3. The *Seventh Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from August 1, 2018 through and including August 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 26th 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 AUGUST 1, 2018 THROUGH AUGUST 31, 2018**

	Hourly Rate	Application Hours	Total Fees
Paul Huygens, Principal	\$820	29.5	\$24,190.00
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Grand Total	505.2	\$221,098.75

BILLING DETAILS

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/1/2018	Paul Huygens	Participate in full professionals' update call.	Business Analysis / Operations	1.00	820.00	\$820.00
8/1/2018	Paul Huygens	Calls and emails with E. Skinner re June financials questions. Review and approve weekly payroll.	Accounting	0.50	820.00	\$410.00
8/1/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
8/1/2018	David Dachelet	Review 10733 Stradella contract amendment; correspondence regarding same.	Legal, HR & IT	0.50	580.00	\$290.00
8/1/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
8/1/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/1/2018	Mark Kemper	Site visits to Owlwood and Thrasher with event planner.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/1/2018	Mark Kemper	Worked on Foothill seller disclosure form.	Business Analysis / Operations	1.50	435.00	\$652.50
8/1/2018	Mark Kemper	Worked on preparing board materials for weekly board call.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/1/2018	Mark Kemper	Calls with brokers for updates and to discuss pricing adjustments.	Business Analysis / Operations	1.00	435.00	\$435.00
8/1/2018	Marion Fong	Worked on Board Dashboard revisions and set up.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Worked on insurance cost estimate analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Business plan modification - Riverdale analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/1/2018	Marion Fong	Business plan modification - key assumptions.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Worked on historical FTE analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/1/2018	Marion Fong	Post Confirmation G & A assumptions gathering and analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Reviewed and approved construction invoices.	Business Analysis / Operations	1.50	375.00	\$562.50
8/1/2018	Marion Fong	Worked on liquidation trust budget.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Update reserve account.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/1/2018	Marion Fong	Update project cost.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	Response to FTI question re: seller notes.	Business Analysis / Operations	0.50	375.00	\$187.50
8/1/2018	Marion Fong	IT implementation proposal request follow up.	Legal, HR & IT	2.00	375.00	\$750.00
8/1/2018	Marion Fong	Project update from Plus.	Business Analysis / Operations	2.00	375.00	\$750.00
8/2/2018	David Dachelet	Review 10733 Stradella contract amendment; correspondence regarding same.	Legal, HR & IT	0.50	580.00	\$290.00
8/2/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
8/2/2018	Mark Kemper	Worked on completing seller disclosure form for property sales.	Business Analysis / Operations	1.50	435.00	\$652.50
8/2/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
8/2/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/2/2018	Mark Kemper	Meetings with F. Chin and M. Fong. Updates to business plan and staffing plan.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/2/2018	Mark Kemper	Review of business plan summary for disclosure statement.	Business Analysis / Operations	1.50	435.00	\$652.50
8/2/2018	Mark Kemper	Weekly call with the board.	Business Analysis / Operations	1.50	435.00	\$652.50
8/2/2018	Mark Kemper	Comp analysis on Fountain and Fairfax properties as single family homes.	Business Analysis / Operations	1.00	435.00	\$435.00
8/2/2018	Mark Kemper	Reviewed and signed off on various CO sale and listing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
8/2/2018	Marion Fong	Worked on business plan for disclosure statement.	Business Analysis / Operations	2.00	375.00	\$750.00
8/2/2018	Marion Fong	Business plan update comparison of assumptions for F. Chin.	Business Analysis / Operations	1.00	375.00	\$375.00
8/2/2018	Marion Fong	Cash balance review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/2/2018	Marion Fong	Response to FTI question re: seller notes.	Business Analysis / Operations	1.00	375.00	\$375.00
8/2/2018	Marion Fong	Restructure fee variance analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/2/2018	Marion Fong	Revised Riverdale cash flows.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/2/2018	Marion Fong	Payroll difference analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/2/2018	Marion Fong	Staffing plan discussions and analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/2/2018	Marion Fong	Worked on liquidation analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/2/2018	Marion Fong	Meetings with F. Chin and M. Kemper. Updates to business plan and staffing plan.	Business Analysis / Operations	2.50	375.00	\$937.50
8/3/2018	Paul Huygens	Correspond re registration fees and DE corp status. Correspond with E. Skinner re June financials.	Accounting	0.50	820.00	\$410.00
8/3/2018	Paul Huygens	Review Crimson IT assessment and recommendations. Correspond with them with questions.	Legal, HR & IT	0.50	820.00	\$410.00
8/3/2018	David Dachelet	Review correspondence regarding pending litigation / foreclosure matters.	Legal, HR & IT	0.50	580.00	\$290.00
8/3/2018	David Dachelet	Review disclosure statement.	Legal, HR & IT	0.50	580.00	\$290.00
8/3/2018	David Dachelet	Review marketing update for Tower / Foothill.	Legal, HR & IT	0.50	580.00	\$290.00
8/3/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
8/3/2018	David Dachelet	Work on DE corporate status issues for debtor / non-debtor entities.	Legal, HR & IT	0.50	580.00	\$290.00
8/3/2018	Mark Kemper	Weekly call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
8/3/2018	Mark Kemper	Meeting with M. Fong and review of new business plan model and cash flow insert for the disclosure statement.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/3/2018	Mark Kemper	Review of DSI liquidation analysis.	Business Analysis / Operations	0.50	435.00	\$217.50
8/3/2018	Mark Kemper	Worked compiling latest offers and summary for FTI update.	Business Analysis / Operations	1.50	435.00	\$652.50
8/3/2018	Mark Kemper	Updated master offers summary for new offers.	Business Analysis / Operations	1.00	435.00	\$435.00
8/3/2018	Mark Kemper	Travel from Province LA office to Woodbridge Office.	Travel	0.50	435.00	\$217.50
8/3/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/3/2018	Mark Kemper	Review of amended disclosure statement and plan of liquidation.	Business Analysis / Operations	1.50	435.00	\$652.50
8/3/2018	Mark Kemper	Calls and follow up meetings with brokers to discuss status of listings, offers, counter offers and price reductions.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/3/2018	Marion Fong	Continued work on business plan for disclosure statement.	Business Analysis / Operations	1.00	375.00	\$375.00
8/3/2018	Marion Fong	Worked on Disclosure statement document - update financial numbers.	Business Analysis / Operations	1.50	375.00	\$562.50
8/3/2018	Marion Fong	Updated liquidation analysis schedules.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	Updated Riverdale projections.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	Update DIP balances and projections.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	Update cash balances.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	G3 claims and change order review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/3/2018	Marion Fong	Participate in weekly Plus Dev. update call.	Business Analysis / Operations	1.00	375.00	\$375.00
8/3/2018	Marion Fong	Ramp down budget analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	IT implementation proposal request follow up.	Legal, HR & IT	0.50	375.00	\$187.50
8/3/2018	Marion Fong	Response to FTI questions re: plan.	Business Analysis / Operations	0.50	375.00	\$187.50
8/3/2018	Marion Fong	Meeting with M. Kemper and review of new business plan model and cash flow insert for the disclosure statement.	Business Analysis / Operations	2.50	375.00	\$937.50
8/4/2018	David Dachelet	Work on 805 Nimes and 9219 Nightingale listings.	Legal, HR & IT	0.50	580.00	\$290.00
8/5/2018	Paul Huygens	Review and provide comments on first draft of June financial statements. Calls and emails with E. Skinner re same.	Accounting	1.50	820.00	\$1,230.00
8/6/2018	Paul Huygens	Correspond with E. Skinner re weekend comments on June financials. Call with E. Skinner re same.	Accounting	1.00	820.00	\$820.00
8/6/2018	David Dachelet	Review status of Carla Ridge construction contracts.	Legal, HR & IT	0.50	580.00	\$290.00
8/6/2018	Mark Kemper	Call with T. Fridman to discuss Nimes / Nightingale counter offers.	Business Analysis / Operations	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Discussion and meetings with M. Fong, DSI and E. Skinner regarding internal controls setup.	Business Analysis / Operations	1.50	435.00	\$652.50
8/6/2018	Mark Kemper	Worked on updating master offer summary for new offers. File offers into DSI data site folder.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/6/2018	Mark Kemper	Reviewed and approved various CO closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Dealt with issues with buyer on Foothill property. Discussion with broker J. Grauman. Prepared Addendum's for new buyers offer.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/6/2018	Mark Kemper	Call with Plus Development and M. Sahakian to discuss Crest Analysis of Lago Vista.	Business Analysis / Operations	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Meeting with Crimson IT to discuss Yardi implementation.	Legal, HR & IT	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/6/2018	Mark Kemper	Reviewed Crest historical clearance on 1260 Lago with Plus Development.	Business Analysis / Operations	1.50	435.00	\$652.50
8/6/2018	Marion Fong	Worked on cost variance analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/6/2018	Marion Fong	Continued to work on cost variance analysis.	Business Analysis / Operations	1.50	375.00	\$562.50
8/6/2018	Marion Fong	Cash and DIP balance analysis for FTI.	Business Analysis / Operations	3.50	375.00	\$1,312.50
8/6/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	1.50	375.00	\$562.50
8/6/2018	Marion Fong	Review Plus contract amendment.	Business Analysis / Operations	1.00	375.00	\$375.00
8/6/2018	Marion Fong	Restructure fee update projection.	Business Analysis / Operations	0.50	375.00	\$187.50
8/7/2018	Paul Huygens	Call with E. Skinner re June financials and legal classification. Review draft July OCP report and confer with J. Wells re same.	Accounting	1.00	820.00	\$820.00
8/7/2018	Paul Huygens	Call with P. Sullivan re HR Matters. Review, research and respond to Jeffers outstanding billings questions.	Legal, HR & IT	0.50	820.00	\$410.00
8/7/2018	David Dachelet	Work on Owlwood staging agreement.	Legal, HR & IT	0.50	580.00	\$290.00
8/7/2018	David Dachelet	Receipt and review of correspondence from M. Hart regarding 714 Oakhurst closeout.	Legal, HR & IT	0.50	580.00	\$290.00
8/7/2018	David Dachelet	Review daily docket update.	Legal, HR & IT	0.50	580.00	\$290.00
8/7/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/7/2018	Mark Kemper	Call with Plus Development and broker to discuss the use of Crest analysis on Lago Vista.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/7/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/7/2018	Mark Kemper	Review new staging agreement for Owlwood. Discussions with M. Rosenfeld and A. Beck. Provided redline to brokers.	Business Analysis / Operations	2.00	435.00	\$870.00
8/7/2018	Mark Kemper	Review and sign off on various CO closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
8/7/2018	Mark Kemper	Back and forth discussions with F. Chin and J. Grauman regarding 633 Foothill offer. Worked on revised offer that would be acceptable.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/7/2018	Mark Kemper	Discussions with G. Levy to discuss staging agreement and new Woodbridge addendum. Meeting with Owlwood team to discuss LV event.	Business Analysis / Operations	1.00	435.00	\$435.00
8/7/2018	Mark Kemper	Calls with T. Fridman to discuss Nimes/Nightingale deal.	Business Analysis / Operations	1.00	435.00	\$435.00
8/7/2018	Mark Kemper	Call with Crimson IT to discuss Yardi implementation.	Legal, HR & IT	0.50	435.00	\$217.50
8/7/2018	Marion Fong	IT Implementation discussions.	Legal, HR & IT	0.50	375.00	\$187.50
8/7/2018	Marion Fong	Yardi proposal letter review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/7/2018	Marion Fong	Worked on Plus contract revisions.	Business Analysis / Operations	1.50	375.00	\$562.50
8/7/2018	Marion Fong	G3 change order analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/7/2018	Marion Fong	Sage proposal review.	Business Analysis / Operations	0.50	375.00	\$187.50
8/7/2018	Marion Fong	Response to FTI question re: CO construction.	Business Analysis / Operations	2.00	375.00	\$750.00
8/7/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	0.50	375.00	\$187.50
8/7/2018	Marion Fong	Response to FTI question re: D & O insurance.	Business Analysis / Operations	2.00	375.00	\$750.00
8/8/2018	Paul Huygens	Weekly update call with committees and company.	Business Analysis / Operations	1.00	820.00	\$820.00
8/8/2018	Paul Huygens	Review and approve weekly payroll and confer with E. Skinner re same and June MOR.	Legal, HR & IT	0.50	820.00	\$410.00
8/8/2018	David Dachelet	Work on Owlwood potential buyer.	Legal, HR & IT	0.50	580.00	\$290.00
8/8/2018	Mark Kemper	Call with financial advisers and ad hoc committees.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/8/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/8/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/8/2018	Mark Kemper	Meetings with F. Chin and J. Grauman to finalize terms of 633 Foothill sale.	Business Analysis / Operations	1.50	435.00	\$652.50
8/8/2018	Mark Kemper	633 Foothill site visit to assess possibility of making the house livable so that buyer could obtain traditional financing.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/8/2018	Mark Kemper	Updated master offer summary schedule and sent to B. Sharp to include in the board package.	Business Analysis / Operations	1.50	435.00	\$652.50
8/8/2018	Mark Kemper	Meetings and calls with all current listing brokers for updates on offers, pricing, market changes, competition and price drops.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/8/2018	Marion Fong	Worked on business plan modification / update.	Business Analysis / Operations	1.50	375.00	\$562.50
8/8/2018	Marion Fong	Preparation for Board Call.	Business Analysis / Operations	2.00	375.00	\$750.00
8/8/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	0.50	375.00	\$187.50
8/8/2018	Marion Fong	HR - Magaly duties transition.	Business Analysis / Operations	0.50	375.00	\$187.50
8/8/2018	Marion Fong	IT implementation discussion.	Legal, HR & IT	0.50	375.00	\$187.50
8/8/2018	Marion Fong	FTI questions re: schedules filed and D&O.	Business Analysis / Operations	0.50	375.00	\$187.50
8/8/2018	Marion Fong	Colorado cost update.	Business Analysis / Operations	0.50	375.00	\$187.50
8/8/2018	Marion Fong	Reviewed HR - Amber LOA.	Business Analysis / Operations	2.00	375.00	\$750.00
8/8/2018	Marion Fong	Continued to work on business plan modification / update.	Business Analysis / Operations	1.00	375.00	\$375.00
8/9/2018	Paul Huygens	Review and provide comments on first draft of June MOR.	Accounting	2.00	820.00	\$1,640.00
8/9/2018	David Dachelet	Review daily docket filings for Woodbridge.	Legal, HR & IT	0.50	580.00	\$290.00
8/9/2018	Mark Kemper	Call with F. Chin to discuss counter offers on Nimes/Nightingale and Electra.	Business Analysis / Operations	0.50	435.00	\$217.50
8/9/2018	Mark Kemper	Call with T. Fridman to discuss counter offers and strategies.	Business Analysis / Operations	1.00	435.00	\$435.00
8/9/2018	Mark Kemper	Weekly call with board.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/9/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/9/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/9/2018	Mark Kemper	Prepared board approval write-ups for 633 Foothill and Nimes/Nightingale for discussion on the board call.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/9/2018	Mark Kemper	Worked on internal control documentation on real estate valuation process.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/9/2018	Mark Kemper	Prepared weekly offer documents and summary for upload to the data site.	Business Analysis / Operations	1.00	435.00	\$435.00
8/9/2018	Marion Fong	Worked on liquidity analysis schedule.	Business Analysis / Operations	0.50	375.00	\$187.50
8/9/2018	Marion Fong	FTI discussion re: schedules filed.	Business Analysis / Operations	1.00	375.00	\$375.00
8/9/2018	Marion Fong	Staffing FTE update schedule.	Business Analysis / Operations	1.50	375.00	\$562.50
8/9/2018	Marion Fong	Sales timing update.	Business Analysis / Operations	1.50	375.00	\$562.50
8/9/2018	Marion Fong	Participate in weekly Plus call.	Business Analysis / Operations	1.00	375.00	\$375.00
8/9/2018	Marion Fong	Continued to work on liquidity analysis schedule.	Business Analysis / Operations	2.00	375.00	\$750.00
8/9/2018	Marion Fong	Updated business plan modification.	Business Analysis / Operations	2.00	375.00	\$750.00
8/10/2018	Paul Huygens	Calls and emails with E. Skinner re June MOR.	Accounting	0.50	820.00	\$410.00
8/10/2018	Paul Huygens	Review and correspond with payables re slate of legal bills. Also correspond re pending terminations and IT issues.	Legal, HR & IT	0.50	820.00	\$410.00
8/10/2018	David Dachelet	Review daily bankruptcy docket update.	Legal, HR & IT	0.50	580.00	\$290.00
8/10/2018	Mark Kemper	Weekly update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
8/10/2018	Mark Kemper	Meeting with J. Hoyt at HBCG to discuss Sage implementation.	Business Analysis / Operations	1.50	435.00	\$652.50
8/10/2018	Mark Kemper	Internal discussion on accounting software implementation.	Legal, HR & IT	1.50	435.00	\$652.50
8/10/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/10/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/10/2018	Mark Kemper	Review of Nightingale HOA expiration issue.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/10/2018	Mark Kemper	Started review and work on disclosure documents for properties in escrow.	Business Analysis / Operations	1.00	435.00	\$435.00
8/10/2018	Mark Kemper	Review of Plus Development meeting minutes and weekly summary package.	Business Analysis / Operations	0.50	435.00	\$217.50
8/10/2018	Mark Kemper	Reviewed broker weekly updates.	Business Analysis / Operations	0.50	435.00	\$217.50
8/10/2018	Mark Kemper	Worked on internal control documentation for real estate comps for finished homes, land and tear down homes.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/10/2018	Marion Fong	Construction budget analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/10/2018	Marion Fong	July variance analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/10/2018	Marion Fong	Invoice approval.	Business Analysis / Operations	1.00	375.00	\$375.00
8/10/2018	Marion Fong	Response to FTI questions re: incremental costs.	Business Analysis / Operations	2.00	375.00	\$750.00
8/13/2018	Paul Huygens	Weekly internal and operations call with DSI, company and Province.	Business Analysis / Operations	0.50	820.00	\$410.00
8/13/2018	Paul Huygens	Review first draft of July 31 balance sheet.	Accounting	0.50	820.00	\$410.00
8/13/2018	Paul Huygens	Review and correspond with E. Skinner re reconciliations of cash disbursements to date for prof fees. Review latest draft of June MOR and have call with E. Skinner to discuss comments.	Accounting	1.00	820.00	\$820.00
8/13/2018	David Dachelet	Weekly Operations call.	Legal, HR & IT	1.00	580.00	\$580.00
8/13/2018	David Dachelet	Review T. Feldman update on sales process and escrow deposits.	Legal, HR & IT	0.50	580.00	\$290.00
8/13/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	0.50	580.00	\$290.00
8/13/2018	Mark Kemper	Meetings with F. Chin on updating property pricing and overall market conditions.	Business Analysis / Operations	1.00	435.00	\$435.00
8/13/2018	Mark Kemper	Worked with M. Rosenfeld, A. Beck and Glaser Weil to resolve issues with 633 Foothill buyer.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/13/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/13/2018	Mark Kemper	Worked on SOX implementation items including entity level controls, valuation and liquidation accounting.	Business Analysis / Operations	3.00	435.00	\$1,305.00
8/13/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/13/2018	Marion Fong	Updated construction budget analysis.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/13/2018	Marion Fong	Discussed invoice review process.	Business Analysis / Operations	1.00	375.00	\$375.00
8/13/2018	Marion Fong	Participate in operations call.	Business Analysis / Operations	0.50	375.00	\$187.50
8/13/2018	Marion Fong	Call with FTI to answer questions re: revised plan.	Business Analysis / Operations	1.00	375.00	\$375.00
8/13/2018	Marion Fong	Updated cashflow.	Business Analysis / Operations	2.00	375.00	\$750.00
8/13/2018	Marion Fong	Work on invoice approvals.	Business Analysis / Operations	0.50	375.00	\$187.50
8/13/2018	Marion Fong	IT implementation discussions.	Legal, HR & IT	2.00	375.00	\$750.00
8/13/2018	Marion Fong	Cost reconciliation and analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/14/2018	Paul Huygens	Review final June MOR and respond with no further comments.	Accounting	1.00	820.00	\$820.00
8/14/2018	Paul Huygens	Review and correspond with accounting team re final June MOR and property sales receipts.	Accounting	0.50	820.00	\$410.00
8/14/2018	David Dachelet	Work on Salvato POC.	Legal, HR & IT	0.50	580.00	\$290.00
8/14/2018	David Dachelet	Review 714 Oakhurst closeout status update.	Legal, HR & IT	0.50	580.00	\$290.00
8/14/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	0.50	580.00	\$290.00
8/14/2018	Mark Kemper	Meeting with F. Chin and Crimson IT to discuss SOX and general computer controls setup.	Legal, HR & IT	1.50	435.00	\$652.50
8/14/2018	Mark Kemper	Discussions and meetings with F. Chin and M. Fong to discuss and analyze contractor change orders.	Business Analysis / Operations	1.50	435.00	\$652.50
8/14/2018	Mark Kemper	Worked on setting up template for SOX general computer controls.	Business Analysis / Operations	2.00	435.00	\$870.00
8/14/2018	Mark Kemper	Worked on board approval write-ups for CO sales.	Business Analysis / Operations	1.50	435.00	\$652.50
8/14/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/14/2018	Mark Kemper	Review and comments on 633 Foothill license agreement.	Business Analysis / Operations	1.00	435.00	\$435.00
8/14/2018	Mark Kemper	Call with Glaser Weil to discuss comments on Foothill license agreement.	Business Analysis / Operations	0.50	435.00	\$217.50
8/14/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/14/2018	Marion Fong	Business plan model revisions.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/14/2018	Marion Fong	Invoice approvals and process review.	Business Analysis / Operations	2.00	375.00	\$750.00
8/14/2018	Marion Fong	Discussions and meetings with F. Chin and M. Kemper to discuss and analyze contractor change orders.	Business Analysis / Operations	1.50	375.00	\$562.50
8/14/2018	Marion Fong	Update Plus budgets per revised schedules.	Business Analysis / Operations	1.00	375.00	\$375.00
8/14/2018	Marion Fong	Continued invoice review and approval.	Business Analysis / Operations	1.00	375.00	\$375.00
8/14/2018	Marion Fong	Response to FTI questions re: Dip repayment and Riverdale payroll.	Business Analysis / Operations	2.50	375.00	\$937.50
8/14/2018	Marion Fong	MOR reconciliation.	Business Analysis / Operations	1.00	375.00	\$375.00
8/14/2018	Marion Fong	Work on business plan for FA.	Business Analysis / Operations	0.50	375.00	\$187.50
8/15/2018	Paul Huygens	Review and approve weekly payroll and various OCP legal bills.	Accounting	0.50	820.00	\$410.00
8/15/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	0.50	580.00	\$290.00
8/15/2018	David Dachelet	Correspondence regarding possible 1432 Tanager settlement terms.	Legal, HR & IT	0.50	580.00	\$290.00
8/15/2018	Mark Kemper	Reviewed broker property updates. Calls with brokers to discuss updates.	Business Analysis / Operations	2.00	435.00	\$870.00
8/15/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/15/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/15/2018	Mark Kemper	Reviewed and signed off on various CO closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
8/15/2018	Mark Kemper	Discussion with Plus Development on worked needed at 800 Stradella to maintain permits.	Business Analysis / Operations	0.50	435.00	\$217.50
8/15/2018	Mark Kemper	Meeting with FTI to discuss pricing and listing strategies.	Business Analysis / Operations	1.00	435.00	\$435.00
8/15/2018	Mark Kemper	Weekly FA call.	Business Analysis / Operations	1.00	435.00	\$435.00
8/15/2018	Mark Kemper	Worked on updating master offer summary and board approvals for weekly board call.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/15/2018	Mark Kemper	Worked with lawyers to address buyers comments on Foothill license agreement.	Business Analysis / Operations	1.50	435.00	\$652.50
8/15/2018	Marion Fong	IT implementation discussions.	Legal, HR & IT	1.00	375.00	\$375.00
8/15/2018	Marion Fong	Invoice approvals and process review.	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/15/2018	Marion Fong	Updated construction budget analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/15/2018	Marion Fong	Plus contract rates review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/15/2018	Marion Fong	CO bulk sale - comparable sales.	Business Analysis / Operations	2.00	375.00	\$750.00
8/15/2018	Marion Fong	G3 change order and fee analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/15/2018	Marion Fong	Worked on Plus contract amendment.	Business Analysis / Operations	1.00	375.00	\$375.00
8/15/2018	Marion Fong	Continued to work on invoice process review.	Business Analysis / Operations	0.50	375.00	\$187.50
8/15/2018	Marion Fong	Sales timing update per Sales Tracking report.	Business Analysis / Operations	1.50	375.00	\$562.50
8/15/2018	Marion Fong	Worked on cash projection schedule for Board.	Business Analysis / Operations	0.50	375.00	\$187.50
8/16/2018	David Dachelet	Process legal invoice (Jeffer).	Legal, HR & IT	0.50	580.00	\$290.00
8/16/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/16/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/16/2018	Mark Kemper	Worked on CO lot and home sale comp analysis for land broker.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/16/2018	Mark Kemper	Reviewed and commented on revised Owlwood Staging contract.	Business Analysis / Operations	0.50	435.00	\$217.50
8/16/2018	Mark Kemper	Worked on various closing documents for CO and CA assets under contract.	Business Analysis / Operations	1.00	435.00	\$435.00
8/16/2018	Mark Kemper	Prepared revised comp analysis for recent home sales in areas Woodbridge homes are currently listed.	Business Analysis / Operations	4.50	435.00	\$1,957.50
8/16/2018	Mark Kemper	Discussions with DSI regarding go forward HR function.	Legal, HR & IT	0.50	435.00	\$217.50
8/16/2018	Marion Fong	Analyze sales costs per closing statements to date.	Business Analysis / Operations	3.50	375.00	\$1,312.50
8/16/2018	Marion Fong	Invoice approvals and process review.	Business Analysis / Operations	2.50	375.00	\$937.50
8/16/2018	Marion Fong	Preparation of material for Board call.	Business Analysis / Operations	0.50	375.00	\$187.50
8/16/2018	Marion Fong	DIP draw analysis & confirmation.	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/16/2018	Marion Fong	Updated construction budget analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/16/2018	Marion Fong	CO Bulk Sale - call with potential buyer.	Business Analysis / Operations	0.50	375.00	\$187.50
8/17/2018	Paul Huygens	All accounting related workstreams update call with E. Skinner. Review and correspond re invoice approval and check volume analysis.	Accounting	1.00	820.00	\$820.00
8/17/2018	Paul Huygens	Call with N. Troszak and with B. Wise re post confirmation benefits package and bid process.	Legal, HR & IT	0.50	820.00	\$410.00
8/17/2018	David Dachelet	Review Riverdale default judgment.	Legal, HR & IT	0.50	580.00	\$290.00
8/17/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	0.50	580.00	\$290.00
8/17/2018	David Dachelet	Review J. Grauman correspondence and Tower / Foothill sales update.	Legal, HR & IT	0.50	580.00	\$290.00
8/17/2018	David Dachelet	Review revisions to License Agreement for Louis Vuitton.	Legal, HR & IT	0.50	580.00	\$290.00
8/17/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/17/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/17/2018	Mark Kemper	Weekly board call.	Business Analysis / Operations	1.50	435.00	\$652.50
8/17/2018	Mark Kemper	Weekly construction update with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
8/17/2018	Mark Kemper	Calls and meetings with brokers to discuss counter offers and price reductions on properties.	Business Analysis / Operations	2.00	435.00	\$870.00
8/17/2018	Mark Kemper	Worked on various closing documents for CO and CA assets under contract.	Business Analysis / Operations	2.00	435.00	\$870.00
8/17/2018	Mark Kemper	Reviewed weekly broker property updates.	Business Analysis / Operations	0.50	435.00	\$217.50
8/17/2018	Mark Kemper	Worked on Hollyline counter offer and addendum.	Business Analysis / Operations	1.50	435.00	\$652.50
8/17/2018	Mark Kemper	Meetings with F. Chin to discuss status of property offers, pricing changes and bulk sale of CO lots.	Business Analysis / Operations	1.00	435.00	\$435.00
8/17/2018	Marion Fong	Commissions Reserve analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
8/17/2018	Marion Fong	Invoice approvals and process review.	Business Analysis / Operations	0.50	375.00	\$187.50
8/17/2018	Marion Fong	Plus contract rates review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/17/2018	Marion Fong	Participate in Board Call.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/17/2018	Marion Fong	Response to call from FA re: distributions.	Business Analysis / Operations	1.00	375.00	\$375.00
8/17/2018	Marion Fong	CO Bulk Sale - gathering of portfolio information.	Business Analysis / Operations	1.00	375.00	\$375.00
8/17/2018	Marion Fong	CO Bulk Sale - execution of NDA.	Business Analysis / Operations	0.50	375.00	\$187.50
8/17/2018	Marion Fong	CO Bulk Sale - researching land brokers.	Business Analysis / Operations	1.00	375.00	\$375.00
8/17/2018	Marion Fong	Analysis of G3 claims - call with Klee.	Business Analysis / Operations	0.50	375.00	\$187.50
8/17/2018	Marion Fong	IT implementation discussions.	Legal, HR & IT	2.00	375.00	\$750.00
8/20/2018	David Dachelet	Review daily docket and filings related to same.	Legal, HR & IT	1.00	580.00	\$580.00
8/20/2018	David Dachelet	Review license agreement terms for staging home.	Legal, HR & IT	1.00	580.00	\$580.00
8/20/2018	David Dachelet	Weekly operations call.	Legal, HR & IT	1.00	580.00	\$580.00
8/20/2018	Mark Kemper	Prepared addendums for counter offers on Lago Vista.	Business Analysis / Operations	1.00	435.00	\$435.00
8/20/2018	Mark Kemper	Reviewed Louis Vuitton license agreement for Owlwood event.	Business Analysis / Operations	0.50	435.00	\$217.50
8/20/2018	Mark Kemper	Worked on addendum's for both Alto Cedro counter offers.	Business Analysis / Operations	1.50	435.00	\$652.50
8/20/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/20/2018	Mark Kemper	Prepared board approval write-up for 1260 Lago Vista.	Business Analysis / Operations	1.50	435.00	\$652.50
8/20/2018	Mark Kemper	Meeting with M. Fong, E. Skinner and J. Wells to discuss AP process and related controls.	Business Analysis / Operations	1.00	435.00	\$435.00
8/20/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/20/2018	Mark Kemper	Call with F. Chin and M. Fatemi to discuss Nightingale HOA permit extension. Review of HOA extension letter agreement.	Business Analysis / Operations	1.00	435.00	\$435.00
8/20/2018	Mark Kemper	Call with Douglas Elliman brokers to discuss listing on 2492 Mandeville Canyon.	Business Analysis / Operations	0.50	435.00	\$217.50
8/20/2018	Mark Kemper	Prepared updated broker summary, listing prices and offer updates for FTI.	Business Analysis / Operations	1.00	435.00	\$435.00
8/20/2018	Mark Kemper	Worked on updates to master offer summary for Lago Vista, Alto Cedro and Hollyline.	Business Analysis / Operations	1.50	435.00	\$652.50
8/20/2018	Mark Kemper	Discussions with DSI and M. Fong regarding payment of pre-petition construction costs.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/20/2018	Marion Fong	Business plan modifications.	Business Analysis / Operations	2.00	375.00	\$750.00
8/20/2018	Marion Fong	Review / approve invoices.	Business Analysis / Operations	1.00	375.00	\$375.00
8/20/2018	Marion Fong	Business plan model update for actual.	Business Analysis / Operations	1.00	375.00	\$375.00
8/20/2018	Marion Fong	Worked on cash projections.	Business Analysis / Operations	2.00	375.00	\$750.00
8/20/2018	Marion Fong	Update per sales tracking schedule.	Business Analysis / Operations	2.00	375.00	\$750.00
8/20/2018	Marion Fong	Discussions with DSI and M. Kemper regarding payment of pre-petition construction costs.	Business Analysis / Operations	0.50	375.00	\$187.50
8/20/2018	Marion Fong	Meeting with M. Kemper, E. Skinner and J. Wells to discuss AP process and related controls.	Business Analysis / Operations	1.00	375.00	\$375.00
8/21/2018	David Dachelet	Review daily docket and filings related to same.	Legal, HR & IT	1.00	580.00	\$580.00
8/21/2018	Mark Kemper	Discussed and reviewed permit expiration with Plus Development on various projects.	Business Analysis / Operations	1.00	435.00	\$435.00
8/21/2018	Mark Kemper	Organized various offers for upload to data site.	Business Analysis / Operations	0.50	435.00	\$217.50
8/21/2018	Mark Kemper	Worked on internal control setup over AP process. Discussed current process with accounting team. Identified changes needed to the process. Worked on identify a new work flow that incorporates the implementation of Sage.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/21/2018	Mark Kemper	Reviewed CO status update from Janckila.	Business Analysis / Operations	0.50	435.00	\$217.50
8/21/2018	Mark Kemper	Reviewed construction support and coordination agreements for 805 Nimes and 642 St Cloud to understand issues raised by buyer.	Business Analysis / Operations	1.00	435.00	\$435.00
8/21/2018	Mark Kemper	Meeting with Accounting team and Bean Works to discuss Sage AP add on.	Business Analysis / Operations	1.00	435.00	\$435.00
8/21/2018	Mark Kemper	Worked on filling out disclosure documents for asset sales.	Business Analysis / Operations	1.50	435.00	\$652.50
8/21/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/21/2018	Mark Kemper	Meetings with E. Skinner to discuss Sage Implementation and cloud-based support.	Business Analysis / Operations	1.00	435.00	\$435.00
8/21/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/21/2018	Mark Kemper	Discussions with F. Chin regarding Alto Cedro and Lago Vista offers.	Business Analysis / Operations	0.50	435.00	\$217.50
8/21/2018	Marion Fong	Performed invoice review and procedures documentation.	Business Analysis / Operations	2.00	375.00	\$750.00
8/21/2018	Marion Fong	Review / approve construction invoices and costs to complete.	Business Analysis / Operations	3.50	375.00	\$1,312.50
8/21/2018	Marion Fong	Site visits.	Business Analysis / Operations	1.00	375.00	\$375.00
8/21/2018	Marion Fong	Business plan model update for actual.	Business Analysis / Operations	1.00	375.00	\$375.00
8/21/2018	Marion Fong	Worked on cash projections.	Business Analysis / Operations	2.00	375.00	\$750.00
8/22/2018	Paul Huygens	Participate in global professionals' weekly update call.	Business Analysis / Operations	1.00	820.00	\$820.00
8/22/2018	Paul Huygens	Review approve and correspond re weekly payroll and speak with E. Skinner re July financials.	Accounting	1.00	820.00	\$820.00
8/22/2018	David Dachelet	Review daily docket and filings related to same.	Legal, HR & IT	1.00	580.00	\$580.00
8/22/2018	David Dachelet	Review 2492 Mandeville ELA amendment.	Legal, HR & IT	0.50	580.00	\$290.00
8/22/2018	Mark Kemper	Calls with F. Chin and T. Fridman to discuss Nimes/Nightingale issues and possible extension.	Business Analysis / Operations	1.00	435.00	\$435.00
8/22/2018	Mark Kemper	Weekly call with financial advisers. Discussions with F. Chin regarding property updates.	Business Analysis / Operations	1.00	435.00	\$435.00
8/22/2018	Mark Kemper	Discussions and planning with E. Skinner regarding Sage implementation.	Business Analysis / Operations	1.50	435.00	\$652.50
8/22/2018	Mark Kemper	Review of White Horse overbid documents.	Business Analysis / Operations	0.50	435.00	\$217.50
8/22/2018	Mark Kemper	Worked on data site population for Robin property.	Business Analysis / Operations	1.50	435.00	\$652.50
8/22/2018	Mark Kemper	Worked on master offer summary updates and board approval write-up for board package.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/22/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/22/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/22/2018	Marion Fong	Update per sales tracking schedule.	Business Analysis / Operations	2.00	375.00	\$750.00
8/22/2018	Marion Fong	Continued reviewing and approving invoices and costs to complete.	Business Analysis / Operations	3.00	375.00	\$1,125.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/22/2018	Marion Fong	Site visits to monitor progress.	Business Analysis / Operations	3.00	375.00	\$1,125.00
8/23/2018	David Dachelet	Review daily docket and filings related to same.	Legal, HR & IT	1.00	580.00	\$580.00
8/23/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/23/2018	Mark Kemper	Travel from Woodbridge office to Plus Development office.	Travel	0.50	435.00	\$217.50
8/23/2018	Mark Kemper	Travel from Plus Development office to Province LA office.	Travel	0.50	435.00	\$217.50
8/23/2018	Mark Kemper	Calls with brokers to assess listing prices, properties in escrow and overall market conditions.	Business Analysis / Operations	1.50	435.00	\$652.50
8/23/2018	Mark Kemper	Worked on board approval write-up for 1962 Stradella. Ran comparable sales analysis.	Business Analysis / Operations	2.00	435.00	\$870.00
8/23/2018	Mark Kemper	Weekly board call and follow up discussion with F. Chin.	Business Analysis / Operations	1.50	435.00	\$652.50
8/23/2018	Mark Kemper	Discussions with Crimson IT and E. Skinner to finalize Sage implementation plan.	Legal, HR & IT	1.00	435.00	\$435.00
8/23/2018	Mark Kemper	Meeting with Plus Development, F. Chin and M. Fong to discuss G3 change orders and other misc. items.	Business Analysis / Operations	2.00	435.00	\$870.00
8/23/2018	Mark Kemper	Ran comp analysis on Oakhurst to assess and determine listing price. Communicated with brokers on listing price and required bankruptcy addendum.	Business Analysis / Operations	1.50	435.00	\$652.50
8/23/2018	Marion Fong	Business plan model update for actual.	Business Analysis / Operations	1.00	375.00	\$375.00
8/23/2018	Marion Fong	IT Implementation.	Legal, HR & IT	2.00	375.00	\$750.00
8/23/2018	Marion Fong	Review / approve construction invoices.	Business Analysis / Operations	1.00	375.00	\$375.00
8/23/2018	Marion Fong	Meeting with Plus - contractor change order discussions.	Business Analysis / Operations	2.00	375.00	\$750.00
8/23/2018	Marion Fong	Business plan model update for actual incurred to date.	Business Analysis / Operations	2.00	375.00	\$750.00
8/23/2018	Marion Fong	Business plan update for construction cost timing.	Business Analysis / Operations	1.00	375.00	\$375.00
8/24/2018	Paul Huygens	Review first draft July financial statements and speak briefly with E. Skinner re same.	Accounting	0.50	820.00	\$410.00
8/24/2018	David Dachelet	Review daily docket and filings related to same.	Legal, HR & IT	1.00	580.00	\$580.00
8/24/2018	Mark Kemper	Property site visits to assess construction progress.	Business Analysis / Operations	3.50	435.00	\$1,522.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/24/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/24/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/24/2018	Mark Kemper	Worked on seller disclosure agreement for properties in escrow.	Business Analysis / Operations	1.50	435.00	\$652.50
8/24/2018	Mark Kemper	Reviewed and approved closing documents for CO property sales.	Business Analysis / Operations	1.00	435.00	\$435.00
8/24/2018	Mark Kemper	Review of broker updates on marketing, sales, new showings and offers. Review comp data for Beverly Hills Flats.	Business Analysis / Operations	1.00	435.00	\$435.00
8/24/2018	Mark Kemper	Call with E. Skinner to discuss Sage implementation.	Business Analysis / Operations	0.50	435.00	\$217.50
8/24/2018	Mark Kemper	Updated Box data site with new property level information.	Business Analysis / Operations	0.50	435.00	\$217.50
8/24/2018	Marion Fong	Contract review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/24/2018	Marion Fong	IT Implementation.	Legal, HR & IT	2.00	375.00	\$750.00
8/24/2018	Marion Fong	CO Portfolio Sale - Data Gathering.	Business Analysis / Operations	2.50	375.00	\$937.50
8/24/2018	Marion Fong	Business plan update for construction cost timing.	Business Analysis / Operations	1.00	375.00	\$375.00
8/24/2018	Marion Fong	Owlwood staging contract review.	Business Analysis / Operations	2.50	375.00	\$937.50
8/25/2018	Paul Huygens	Review latest draft July financial statements.	Accounting	1.00	820.00	\$820.00
8/26/2018	Paul Huygens	Review new draft cumulative thru July P&L and have multiple calls and emails with E. Skinner re July statement questions and comments.	Accounting	1.50	820.00	\$1,230.00
8/27/2018	Paul Huygens	Workstream update call with DSI, Province and debtor.	Business Analysis / Operations	0.50	820.00	\$410.00
8/27/2018	Paul Huygens	Review and approve DIP financing billing and correspond re application of credits. Speak with E. Skinner re July stmts questions. Review and approve legal invoices and submit for pymt.	Accounting	1.50	820.00	\$1,230.00
8/27/2018	David Dachelet	Weekly operations call.	Legal, HR & IT	1.00	580.00	\$580.00
8/27/2018	David Dachelet	Work on 1432 Tanager dispute.	Legal, HR & IT	0.50	580.00	\$290.00
8/27/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/27/2018	Mark Kemper	Prepared updated broker assignments schedule with list prices and dates.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/27/2018	Mark Kemper	Property site visits to St. Cloud, 10733 Stradella and 10721 Stradella to assess progress.	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/27/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/27/2018	Mark Kemper	Worked on board write-up for Hayvenhurst property. Coordinated sellers' response to broker. Prepared seller addendum for counter offer.	Business Analysis / Operations	3.00	435.00	\$1,305.00
8/27/2018	Mark Kemper	Internal weekly update meeting with F. Chin, DSI and Woodbridge staff. Follow up meeting on weekly to-do items.	Business Analysis / Operations	1.00	435.00	\$435.00
8/27/2018	Mark Kemper	Discussion with M. Sahakian regarding Lago Vista. Prepared counter offer addendum for multiple offers.	Business Analysis / Operations	1.50	435.00	\$652.50
8/27/2018	Marion Fong	Review / approve invoices.	Business Analysis / Operations	3.00	375.00	\$1,125.00
8/27/2018	Marion Fong	Site inspection - St Cloud, 10721 and 10733 Stradella.	Business Analysis / Operations	1.00	375.00	\$375.00
8/27/2018	Marion Fong	Cash projection analysis and update.	Business Analysis / Operations	3.50	375.00	\$1,312.50
8/28/2018	David Dachelet	Review daily docket report.	Legal, HR & IT	0.50	580.00	\$290.00
8/28/2018	Mark Kemper	Made revisions to Hayvenhurst board write-up per F. Chin comments.	Business Analysis / Operations	0.50	435.00	\$217.50
8/28/2018	Mark Kemper	Discussion with M. Noah to discuss buyer questions on 1962 Stradella.	Business Analysis / Operations	0.50	435.00	\$217.50
8/28/2018	Mark Kemper	Reviewed Plus Development permit expiration schedule. Started working on a schedule/timeline of work to maintain permits.	Business Analysis / Operations	2.00	435.00	\$870.00
8/28/2018	Mark Kemper	Worked on outstanding bond schedule to identify which bond to pursue refunds.	Business Analysis / Operations	1.50	435.00	\$652.50
8/28/2018	Mark Kemper	Updated master offer schedule for latest offers. Filing all documents and send to DSI for upload to data site.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/28/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/28/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/28/2018	Mark Kemper	Worked on DIP reporting schedule for monthly submission to Hankey Capital.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/28/2018	Marion Fong	Project cost budget review.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/28/2018	Marion Fong	AP Process documentation and workstreams.	Business Analysis / Operations	2.00	375.00	\$750.00
8/28/2018	Marion Fong	Cash projection analysis and update.	Business Analysis / Operations	1.50	375.00	\$562.50
8/28/2018	Marion Fong	August disbursements analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/28/2018	Marion Fong	Cash projection reconciliation to budget.	Business Analysis / Operations	1.00	375.00	\$375.00
8/28/2018	Marion Fong	Project cost budget review.	Business Analysis / Operations	0.50	375.00	\$187.50
8/28/2018	Marion Fong	Restructure fees assumption review.	Business Analysis / Operations	1.00	375.00	\$375.00
8/28/2018	Marion Fong	CO sales analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
8/28/2018	Marion Fong	Riverdale sales recovery confirmation.	Business Analysis / Operations	1.00	375.00	\$375.00
8/29/2018	Paul Huygens	Review and take down comments on draft July MOR (1.3). Prepare equity rollforward (0.4). Call with E. Skinner to run thru final changes (0.8)	Accounting	2.50	820.00	\$2,050.00
8/29/2018	Paul Huygens	Review weekly payroll run and approve. Call with E. Skinner re same and payables issues.	Accounting	0.50	820.00	\$410.00
8/29/2018	David Dachelet	Review daily docket report.	Legal, HR & IT	0.50	580.00	\$290.00
8/29/2018	David Dachelet	Work on Sagebrook litigation issues and dismissal.	Legal, HR & IT	0.50	580.00	\$290.00
8/29/2018	David Dachelet	Review 1432 Tanager dispute correspondence.	Legal, HR & IT	0.50	580.00	\$290.00
8/29/2018	Erica Mattson	Review and revise time details for July fee app.	Legal, HR & IT	1.50	150.00	\$225.00
8/29/2018	Mark Kemper	Worked on tracking down bonds for Granito lots, 3751 Multiview, 810 Sarbonne, 9127 Thrasher and Hollyline. Coordinated with Plus Development, brokers and M Rosenfeld to get future bonds released.	Business Analysis / Operations	2.00	435.00	\$870.00
8/29/2018	Mark Kemper	Meetings and property site visits with Vesta Luxury Home Staging (1966 Carla Ridge, 9127 Thrasher, 1471 Forest Knoll and 1357 Laura Way)	Business Analysis / Operations	3.50	435.00	\$1,522.50
8/29/2018	Mark Kemper	Call with Plus Development to discuss Lago Vista.	Business Analysis / Operations	0.50	435.00	\$217.50
8/29/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/29/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/29/2018	Mark Kemper	Updated master offer summary with new offers and closings in preparation for board meeting.	Business Analysis / Operations	1.00	435.00	\$435.00
8/29/2018	Mark Kemper	Calls with Glaser Weil and F. Chin to discuss legal updates, Owlwood plans and title report reviews.	Business Analysis / Operations	1.00	435.00	\$435.00
8/29/2018	Mark Kemper	Meeting with M. Fong and Woodbridge team to discuss AP process.	Business Analysis / Operations	0.50	435.00	\$217.50
8/29/2018	Mark Kemper	Site visit to Owlwood to check in on new staging and carpet installment.	Business Analysis / Operations	1.00	435.00	\$435.00
8/29/2018	Marion Fong	CO portfolio sale - due diligence information.	Business Analysis / Operations	2.00	375.00	\$750.00
8/29/2018	Marion Fong	Invoice processing.	Business Analysis / Operations	2.00	375.00	\$750.00
8/29/2018	Marion Fong	Plus agreement modification.	Business Analysis / Operations	2.00	375.00	\$750.00
8/29/2018	Marion Fong	Follow up on pending closings and prepare schedule re same.	Business Analysis / Operations	2.50	375.00	\$937.50
8/29/2018	Marion Fong	CO Bulk lot marketing material.	Business Analysis / Operations	1.00	375.00	\$375.00
8/29/2018	Marion Fong	Meeting with M. Kemper and Woodbridge team to discuss AP process.	Business Analysis / Operations	0.50	375.00	\$187.50
8/30/2018	Paul Huygens	Review and correspond with E. Skinner and DSI team re final July MOR draft.	Accounting	0.50	820.00	\$410.00
8/30/2018	Paul Huygens	Finalize July MOR.	Accounting	1.00	820.00	\$820.00
8/30/2018	Paul Huygens	Review, redline and correspond with E. Mattson re July fee app draft.	Legal, HR & IT	0.50	820.00	\$410.00
8/30/2018	David Dachelet	Review daily docket report.	Legal, HR & IT	0.50	580.00	\$290.00
8/30/2018	David Dachelet	Work on Sagebrook litigation issues and dismissal.	Legal, HR & IT	0.50	580.00	\$290.00
8/30/2018	Mark Kemper	Discussions with F. Chin and Plus Development regarding Owlwood property split into two parcels. Reviewed tax assessor's maps and proposed plat maps.	Business Analysis / Operations	1.50	435.00	\$652.50
8/30/2018	Mark Kemper	Discussions with M. Sahakian related counter offer on Lago Vista. Work on and discussed changes to addendum with Glaser Weil. Reviewed and analyzed comp data for the area.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/30/2018	Erica Mattson	Complete review and revisions to time entries. Draft July fee app. Email to P. Huygens for review.	Legal, HR & IT	1.50	150.00	\$225.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
8/30/2018	Mark Kemper	Weekly call with board.	Business Analysis / Operations	1.00	435.00	\$435.00
8/30/2018	Mark Kemper	Calls with broker to discuss pricing updates and status of offers.	Business Analysis / Operations	1.00	435.00	\$435.00
8/30/2018	Mark Kemper	Worked on revisions to I-BN service agreement. Coordinated changes with attorneys and I-BN representative.	Business Analysis / Operations	1.50	435.00	\$652.50
8/30/2018	Mark Kemper	Reviewed draft of liquidation trust agreement and wind-down entity LLC agreement.	Business Analysis / Operations	0.50	435.00	\$217.50
8/30/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/30/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
8/30/2018	Marion Fong	Business plan assumption modification.	Business Analysis / Operations	1.00	375.00	\$375.00
8/30/2018	Marion Fong	GC Fee comparison discussion with Plus.	Business Analysis / Operations	0.50	375.00	\$187.50
8/30/2018	Marion Fong	Restructuring fees projection update.	Business Analysis / Operations	2.00	375.00	\$750.00
8/30/2018	Marion Fong	Construction payment tracker analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
8/30/2018	Marion Fong	Participate in Board call.	Business Analysis / Operations	1.00	375.00	\$375.00
8/30/2018	Marion Fong	DIP borrowing forecast.	Business Analysis / Operations	1.50	375.00	\$562.50
8/30/2018	Marion Fong	Continue working on cash forecast.	Business Analysis / Operations	1.00	375.00	\$375.00
8/30/2018	Marion Fong	Analyze July MOR and compare to forecasts.	Business Analysis / Operations	1.50	375.00	\$562.50
8/31/2018	Paul Huygens	Review and approve monthly DIP billing stmt. Review and approve more that a dozen legal bills.	Accounting	0.50	820.00	\$410.00
8/31/2018	Paul Huygens	Review and approve monthly DIP reporting. Call with E. Skinner re general update and august financials.	Accounting	0.50	820.00	\$410.00
8/31/2018	David Dachelet	Review weekly sales update.	Legal, HR & IT	0.50	580.00	\$290.00
8/31/2018	David Dachelet	Review daily docket report.	Legal, HR & IT	0.50	580.00	\$290.00
8/31/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
8/31/2018	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
8/31/2018	Mark Kemper	Worked on data site population for 1966 Carla Ridge and Forest Knoll. Shared with Vesta Home Staging.	Business Analysis / Operations	1.00	435.00	\$435.00
8/31/2018	Mark Kemper	Reviewed and signed off on various closing documents for CO and CA properties.	Business Analysis / Operations	0.50	435.00	\$217.50
8/31/2018	Mark Kemper	Made revisions to Monthly DIP reporting based on latest Plus Development Report. Submitted report to Hankey Capital.	Business Analysis / Operations	1.50	435.00	\$652.50
8/31/2018	Mark Kemper	Calls and meetings with Glaser Weil and M. Wilson to negotiate changes to seller addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
8/31/2018	Mark Kemper	Provided revised service agreement terms to Bob Tobey. Call with B. Tobey and I-BN CEO to discuss necessary changes to the service agreement. Worked on new addendum to be included with quote.	Business Analysis / Operations	2.00	435.00	\$870.00
8/31/2018	Mark Kemper	Call and meetings with M. Sahakian to discuss and prepare counter offer to potential buyer on Lago Vista.	Business Analysis / Operations	1.00	435.00	\$435.00
8/31/2018	Mark Kemper	Worked on getting contingencies removal on 1962 Stradella. Discussed repairs with broker and coordinated fixes with M. Rosenfeld.	Business Analysis / Operations	1.00	435.00	\$435.00
8/31/2018	Marion Fong	Liquidation and Wind Down Plan Agreement review.	Business Analysis / Operations	0.50	375.00	\$187.50
8/31/2018	Marion Fong	Grauman Weekly Update.	Business Analysis / Operations	1.00	375.00	\$375.00
8/31/2018	Marion Fong	Plus weekly summary.	Business Analysis / Operations	0.50	375.00	\$187.50
8/31/2018	Marion Fong	Closings update (follow up and internal communication re same).	Business Analysis / Operations	2.00	375.00	\$750.00
8/31/2018	Marion Fong	Payables / Invoice review and approval.	Business Analysis / Operations	1.00	375.00	\$375.00
8/31/2018	Marion Fong	Hillcrest offer review and response.	Business Analysis / Operations	2.00	375.00	\$750.00
8/31/2018	Marion Fong	Strategize re remaining assets.	Business Analysis / Operations	2.00	375.00	\$750.00

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: October 16, 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 *Seventh Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from August 1, 2018 Through and Including August 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 **October 16, 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,

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.

1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) counsel for the Securities and Exchange Commission, 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 26, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR,
LLP

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-and-

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