

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

In re: WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ¹ Debtors.	: : Chapter 11 : Case No. 17-12560 (KJC) : : Jointly Administered : : Obj. Deadline: October 22, 2018 @ 4:00 p.m. (ET) : Hearing Date: Only as Required :
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**SUMMARY OF SEVENTH MONTHLY FEE APPLICATION OF VENABLE LLP AS
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
AUGUST 1, 2018 THROUGH AUGUST 31, 2018**

Name of Applicant:	Venable LLP
Authorized to Provide Professional Services to:	Official Ad Hoc Committee of Unitholders
Date of Retention:	February 15, 2018 (<i>Nunc Pro Tunc</i> to January 23, 2018)
Period for which compensation and reimbursement is sought:	August 1, 2018 through August 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$51,565.25 ²
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$440.45

This is an: 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 this information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² The amount of fees sought in this application reflects a voluntary reduction of \$21,040.25 or 29%.

PRIOR APPLICATIONS FILED

Date Filed/ Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees to Date	Approved Expenses to Date	Court Order/CNO Filed
3/29/18; Dkt. No. 861	1/23/18 through 2/28/18	\$733,127.75	\$27,134.27			7/9/18; Dkt. No. 2123
4/27/18; Dkt. Nos. 1682 & 1683	First Interim Period – 1/23/18 through 2/28/18			\$728,799.00	\$25,901.57	7/9/18; Dkt. No. 2123
4/24/18; Dkt. No. 1624	3/1/18 through 3/31/18	\$513,200.75	\$17,413.30	\$410,560.60	\$17,413.30	5/16/18; Dkt. No. 1810
5/24/18 Dkt. No. 1861	4/1/18 through 4/30/18	\$165,154.00	\$1,534.34	\$132,123.20	\$1,534.34	6/28/18; Dkt. No. 2058
7/9/18 Dkt. No. 2127	5/1/18 through 5/31/18	\$246,676.00	\$5,957.58	\$197,340.80	\$5,957.58	7/31/18; Dkt No. 2255
7/19/18; Dkt. Nos. 2202 & 2203	Second Interim Period – 3/1/18 through 5/31/18	\$925,030.75	\$24,905.22			
7/19/18 Dkt. No. 2204	6/1/18 through 6/30/18	\$136,534.00	\$37.00	\$109,227.20	\$37.00	8/13/18; Dkt. No. 2331
8/20/18 Dkt. No. 2375	7/1/18 to 7/31/18	\$143,142.25	\$1,364.16	\$114,513.80	\$1,364.16	8/24/18 Dkt. No. 2672

COMPENSATION BY INDIVIDUAL

Timekeeper	Position	Practice Group	Rate	Hours	Amount
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	17.10	\$21,289.50
Jeffrey S. Sabin	Partner		\$622.50	3.10	\$1,929.75
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	13.70	\$11,439.50
Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	13.90	\$10,633.50
Brian J. O'Connor	Partner	Tax and Wealth Planning. Joined the firm as an associate in 1996. Member of the Virginia bar since 1991. Member of the Maryland bar since 1998. Member of the District of Columbia bar since 2005.	\$980.00	.50	\$490.00
Carol Weiner Levy	Counsel	Bankruptcy and Creditors' Rights. Joined the firm as counsel in 2014. Member of the New York bar since 1987.	\$695.00	.50	\$347.50
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014.	\$650.00	6.50	\$4,225.00

		Member of the Delaware bar since 2006.			
Elizabeth Stieff	Associate	Tax & Wealth Planning. Joined the firm as an associate in 2017. Member of the New York bar since 2011. Member of the Maryland bar since.	\$595.00	.90	\$535.50
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	3.0	\$675.00
GRAND TOTAL				59.20	\$51,565.25
BLENDED RATE:			\$871.03		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
(WB01) Unitholder classification issues	.0	\$0
(WB02) Substantive consolidation issues	.0	\$0
(WB05) Communications with Debtors/advisors/trustee	1.50	\$1,252.50
(WB06) Plan formulation consultation and analysis	36.80	\$35,001.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	.0	\$0
(WB08) Other services	1.50	\$1,036.50
(WB09) Non-working travel time	3.10	\$1,929.75
(WB10) Communications with Unitholders	7.50	\$7,509.50
(WB11) Retention and fee applications	7.20	\$3,612.00
(WB12) Hearing attendance	1.60	\$1,224.00
(WB13) Communications with other committees/advisors	.0	\$0
TOTAL:	59.20	\$51,565.25

EXPENSE SUMMARY

Expense Category	Total Expenses (\$)
Commercial Messenger Service	\$21.17
Luncheon/Dinner conference	\$18.00
Travel Expenses	\$460.28
Travel Reimbursement	(59.00)
TOTAL EXPENSES:	\$ 440.45

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

In re:

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

Debtors.

:
: Chapter 11
: Case No. 17-12560 (KJC)
:
: Jointly Administered
:
: **Obj. Deadline: October 22, 2018 @ 4:00 p.m. (ET)**
: **Hearing Date: Only as Required**
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**SEVENTH MONTHLY FEE APPLICATION OF VENABLE LLP AS COUNSEL
TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
AUGUST 1, 2018 THROUGH AUGUST 31, 2018**

Pursuant to sections 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 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”), the law firm of Venable LLP (“Venable”) seeks reasonable compensation for professional legal services rendered as counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases (the “Cases”) of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of unitholders of various Debtors, in the

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

amount of \$51,565.25, together with reimbursement for actual and necessary expenses incurred in the amount of \$440.45, for the period commencing August 1, 2018 through and including August 31, 2018 (the “Fee Period”). Pursuant to the order of this Court dated January 9, 2018 [Dkt. No. 261] (the “Compensation Order”), Venable seeks 80% reimbursement of its total reasonable and necessary fees incurred, in the amount of \$41,252.20, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$440.45, for the Fee Period. In support of its Application, Venable respectfully represents as follows:

JURISDICTION AND VENUE

1. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

3. On December 4, 2017 (the “Initial Petition Date”), Woodbridge Group of Companies, LLC and 278 of its affiliates (the “Initial Debtors”) each filed a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

4. On December 14, 2017, the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code.

5. On January 23, 2018, the Court entered the Settlement Order, approving the term sheet annexed thereto as Exhibit 1 (the “Term Sheet”) pursuant to Bankruptcy Code sections 105(a) and 1102 and Bankruptcy Rule 9019. *See* Settlement Order at ¶ 5. The Term Sheet (and Settlement Order by incorporation) provides for, among other things, the formation and

appointment of the Unitholders' Committee. With respect to the Unitholders' Committee, the Term Sheet provides, in pertinent part, that:

In settlement of the motion to form an official Unitholders committee filed on January 8, 2018 (Docket No. 250), the Unitholders will be permitted to form a single 1-2 member Ad Hoc Unitholder Group with an all-in professional budget not to exceed \$1.5 million through January 1, 2019. Not to duplicate the Committee's or the proposed Ad Hoc Noteholders (who claim they are secured) responsibilities, the Ad Hoc Unitholder Group will be tasked with litigating and/or negotiating (a) whether Unitholders should be treated as creditors or equity security holders in these chapter 11 cases, including in connection with any plan or asset disposition and (b) whether substantive consolidation is in the best interests of the Unitholders; and

Professionals for the Ad Hoc Groups [*i.e.*, the Unitholders' Committee and the Noteholder Committee] shall be retained pursuant to Court order and shall file fee applications each month with the Bankruptcy Court, and shall be subject to approval of fee amounts by the Bankruptcy Court and review of fees in accordance with the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and as otherwise ordered by the Bankruptcy Court, including sections 330 and 331, with parties in interest encouraged to meet and confer on scope and budget issues promptly with respect to such fee applications.

Term Sheet at ¶¶ 11, 14.

6. The Unitholders' Committee was formed on January 23, 2018, and is currently comprised of: (i) Dr. Raymond C. Blackburn, and (ii) Dr. Chris C. Pinney.

7. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the "Fee Examiner Order") appointing a fee examiner and establishing related procedures for the review of fee applications of retained professionals in these Cases.

8. On February 9, 2018, fourteen additional debtors (the "Second Round Debtors") filed voluntary chapter 11 petitions.

9. On February 16, 2018, the Unitholders' Committee filed its application to retain Venable as counsel [Dkt. No. 615] (the "Retention Application").

10. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders' Committee [Dkt. No. 719] (the "Retention Order"), *nunc pro tunc* to January 23, 2018.

11. On March 9, 2018, two additional debtors (the "Third Round Debtors") filed voluntary chapter 11 petitions.

12. On March 23, 2018, seven additional (the "Fourth Round Debtors") filed voluntary chapter 11 petitions.

13. On March 27, 2018, four additional (the "Fifth Round Debtors") filed voluntary chapter 11 petitions.²

SUMMARY OF SERVICES RENDERED

14. Venable submits this Application in accordance with the Settlement Order, Compensation Order, Fee Examiner Order, Retention Order, sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, Local Rules and U.S. Trustee Guidelines. All services for which Venable requests compensation were performed for, or on behalf of, the Unitholders' Committee. This is the seventh monthly fee application filed by Venable in these Cases.

15. For the Fee Period, Venable seeks compensation in the amount of \$51,565.25 in connection with the professional services rendered by it to the Unitholders' Committee in these Cases. A detailed statement of hours spent rendering legal services to the Unitholders' Committee supporting Venable's compensation request is attached hereto as Exhibit A.

16. The services rendered by Venable during the Fee Period, grouped in categories set forth in Exhibit A, relate to the scope of the Unitholders' Committee's responsibilities set forth in

² The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors, and Fifth Round Debtors, collectively.

paragraph 11 of the Term Sheet or were otherwise necessary to permit the effective performance of those responsibilities or to comply with various Court orders and applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules. The attorneys and paralegals 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

17. Venable has incurred out-of-pocket disbursements during the Fee Period in the amount of \$440.45. This disbursement sum is broken down into categories of charges, including, among other things, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Venable to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other. A complete review by category of the expenses incurred during the Fee Period may be found in Exhibit B attached hereto. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2, Venable respectfully requests that the Court waive strict compliance with such rule.

18. Pursuant to Rule 2016-2 of the Local Rules, Venable represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

VALUATION OF SERVICES

19. Attorneys and paraprofessionals of Venable have expended a total of 59.20 hours in connection with this matter during the Fee Period.

20. The amount of time spent by each of these persons providing services to the Unitholders' Committee for the Fee Period is fully set forth in detail in Exhibit A attached hereto. These are Venable's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Venable for the Fee Period as counsel to the Unitholders' Committee is \$51,565.25.

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

22. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (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 the Bankruptcy Code.

23. Venable has received no payment and no promises for payment from any source for services rendered in connection with these cases, other than in accordance with the Bankruptcy Rules. There is no agreement or understanding between Venable and any other person (other than members of Venable) for the sharing of compensation to be received for the services rendered in these Cases.

24. On March 27, 2018, the Debtors filed a plan term sheet [Dkt. No. 828] (the "Plan Term Sheet"), which resulted from vigorous negotiations between the Debtors, the Committee, the Unitholders' Committee and the Noteholder Committee (as defined in the Plan Term Sheet). As part of that Plan Term Sheet, the Unitholders' Committee's professional fee budget was increased

to \$2.1 million. Venable has not received (or requested) fees in excess of the Unitholders' Committee's current professional fee budget set forth in paragraph 11 of the Term Sheet, as modified by the Plan Term Sheet.

25. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Compensation Order.

26. This Application covers the period August 1, 2018 through and including August 31, 2018. Venable has and will continue to perform additional necessary services subsequent to August 31, 2018, for which Venable will file subsequent fee applications.

WHEREFORE, Venable requests that approval be made to it for the current Fee Period in the sum of \$51,565.25 the total compensation for necessary professional services rendered, 80% of which is to be currently paid upon the filing of a certificate of no objection, and the sum of \$440.45 for reimbursement of actual necessary costs and expense incurred by it in these Cases during the Fee Period.

Dated: October 1, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
1201 North Market Street, Suite 1400
Wilmington, DE 19801
(302) 298-3535 (Telephone)
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.
Rockefeller Center
1270 Avenue of the Americas
The Twenty-Fifth Floor
New York, NY 10020
(212) 307-5500 (Telephone)
(212) 307-5598 (Facsimile)

- and -

Andrew J. Currie, Esquire
750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

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VERIFICATION

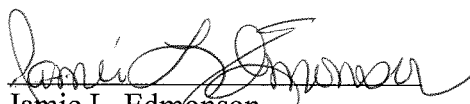
STATE OF DELAWARE]
]
COUNTY OF NEW CASTLE] ss:

1. Jamie L. Edmonson, after being duly sworn according to law, hereby deposes and says:

2. I am a Partner in the applicant firm, Venable LLP ("Venable"), and have been admitted to appear before this Court.

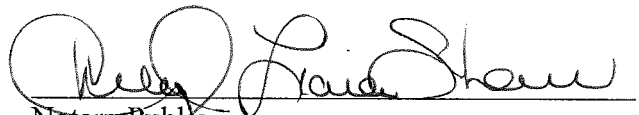
3. I have personally performed many of the legal services rendered by Venable to the Official Ad Hoc Committee of Unitholders in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Venable.

4. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Jamie L. Edmonson

SWORN TO AND SUBSCRIBED before me this 1st day of October, 2018.



Notary Public
My Commission Expires: 6/1/2019



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

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF	:	
COMPANIES LLC, <i>et al.</i> ¹	:	Jointly Administered
	:	
Debtors.	:	Obj. Deadline: October 22, 2018 @ 4:00 p.m. (ET)
	:	Hearing Date: Only as Required

NOTICE OF APPLICATION

TO: (I) THE DEBTORS, (II) COUNSEL TO THE DEBTORS, (III) COUNSEL TO DIP LENDER, (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, (V) COUNSEL TO THE NOTEHOLDERS' COMMITTEE, (VI) COUNSEL FOR THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE OFFICE OF THE UNITED STATES TRUSTEE, AND (VIII) THE FEE EXAMINER.

PLEASE TAKE NOTICE that Venable LLP, counsel to the Official Ad Hoc Committee of Unitholders (the "Unitholders' Committee"), has filed its **Seventh Monthly Fee Application of Venable LLP as Counsel for the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from August 1, 2018 through August 31, 2018** (the "Application"). The Application seeks allowance of monthly fees in the amount of \$51,565.25 and monthly expenses in the amount of \$440.45.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **October 22, 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.

PLEASE TAKE FURTHER NOTICE that 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, c/o Development Specialists, Inc. 333 South Grand Ave., Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, CA 90067, Attn:

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

Michael L. Tuchin, Esq. and David A. Fidler, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, 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) counsel to the Noteholders' Committee, Drinker Biddle & Reath LLP, Attn: Steven K. Kortanek, Esq.; (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, 135 East 57th St, 6th Floor, New York, New York 10022, Attn: Elise S. Frejka, (viii) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq., and (ix) counsel to the Unitholders' Committee, Venable LLP, 1270 Avenue of the Americas, New York, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market St., Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, 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, 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: October 1, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
1201 North Market Street, Suite 1400
Wilmington, DE 19801
(302) 298-3535 (Telephone)
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-and-

Jeffrey S. Sabin, Esq.
(Admitted Pro Hac Vice)
Carol Weiner Levy, Esq.
(Admitted Pro Hac Vice)
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(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

EXHIBIT A



US Electronic Payments	Bank Address	International Wires	Payment By Check	Federal ID: 52-0517250
PNC Bank Venable LLP Escrow Acct. Account No.: 5501298602 ACH ABA No.: 054000030 Wire ABA No.: 031000053	PNC Bank One East Pratt St. Baltimore, MD 21202	Please add: Swift Identifier PNCCUS33	Venable LLP Post Office Box 62727 Baltimore, MD 21264-2727	For Billing Inquiries Contact: Finance@Venable.com 410.528.2805

September 24, 2018

Invoice No.	2013009
Attorney:	Sabin, Jeffrey S.
Client.Matter:	138278.425957

Woodbridge Group of Companies
14225 Ventura Blvd. #100
Sherman Oaks, CA 91423

INVOICE SUMMARY

Services rendered for the period through 08/31/18 in connection with Woodbridge Unitholders' Committee

Fees	\$51,565.25
Disbursements	<u>\$440.45</u>
Total Fees and Disbursements	\$52,005.70



September 24, 2018

Invoice No. 2013009

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

PROFESSIONAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08/01/18	Currie, Andrew	Correspondence regarding call (.1); confer with Mr. Sabin regarding plan issues (.2); call with Messrs. Tuchin, Pachulski, Kortanek and Dr. Blackburn regarding plan, SEC and claims update (1.0); review tax treatment memo (.3); follow-up regarding plan issues (.2)	1.80
08/01/18	O'Connor, Brian J.	Analysis; discussion; follow-up re: tax consequences	0.50
08/01/18	O'Brien, Daniel A.	Review docket, disclosure statement motion, Disclosure Statement and other exhibits	1.80
08/01/18	Sabin, Jeffrey S.	Review/analysis of multiple documents re: plan, disclosure statement, revised draft business plan, revised projections and drafted (1) outline of memo to clients re: open issues and (2) memo re: potential tax position for Unitholders (3.1); call with Brian O'Connor re: draft tax memo (.5)	3.60
08/02/18	Stieff, Elizabeth F.	Discussed issues with B. O'Connor; revised tax position statement.	0.90
08/02/18	Currie, Andrew	Review liquidity facility reply (.2); correspond and conferences with Mr. Sabin regarding plan issues (.6); correspond with Mr. Orgel regarding plan summaries (.2); review plan timeline and updates (.3); correspondence regarding FAQs for plan and review same (.3)	1.60
08/02/18	Currie, Andrew	Review correspondence regarding unitholders and tax treatment (.3); correspond with Drs. Blackburn and Pinney regarding call and various updates (.2)	0.50
08/02/18	Shaw, C. Liana	Draft certificate of no objection for fifth fee application (.3); forward to J. Edmonson and D. O'Brien for review (.1); file same (.2)	0.60
08/02/18	Sabin, Jeffrey S.	Call with Brian O'Connor re: revisions to memo re: Potential Tax Treatment for Unitholders and revisions to memo (.6); preparation of annotated timeline and Agenda/memo for clients to review in advance of Committee call (.7)	1.30
08/03/18	Currie, Andrew	Review updated business plan and analysis regarding plan issues (.2); conferences with Mr. Sabin regarding plan issues (.4); correspond with Mr. Tuchin regarding plan updates (.2); review revised disclosure statement (.8)	1.60
08/03/18	Currie, Andrew	Correspond with Drs. Pinney and Blackburn regarding call (.2); participate in call with Drs. Blackburn, Pinney and Mr. Sabin regarding various updates (plan, claims, SEC, property sales and business plan) (1.0)	1.20
08/03/18	Currie, Andrew	Call with Mr. Norton regarding investor issues	0.30
08/03/18	Edmonson, Jamie L.	Review email from J. Weiss and attached further revised disclosure statement and plan	1.80



September 24, 2018

Invoice No. 2013009

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08/06/18	Currie, Andrew	Correspondence regarding FAQs (.2); review revised summary and FAQ for plan (.3); confer with Mr. Sabin regarding plan update (.2)	0.70
08/06/18	Sabin, Jeffrey S.	Numerous calls with Unitholders re: as-filed revised plan and disclosure documents	1.60
08/07/18	Edmonson, Jamie L.	Review July prebill for privilege, duplication in preparation for monthly fee application	1.10
08/08/18	Currie, Andrew	Correspondence with Mr. Fiddler regarding call (.1); participate in debtor update call (.6); confer with Mr. Beach regarding various updates (plan, property sales and confirmation) (.5); review updated Mr. Brill claim objection and exhibits (.3)	1.50
08/10/18	Edmonson, Jamie L.	Review J. Fiore objection to disclosure statement (.3); review class plaintiffs' objections to disclosure statement (.6)	0.90
08/10/18	Edmonson, Jamie L.	Review email from J. Weiss and amended disclosure statement order, disclosure statement and schedules to disclosure statement	0.90
08/10/18	Currie, Andrew	Review correspondence from Mr. Weiss and revised disclosure statement (.2); review objection from class action plaintiffs and Fiore to disclosure statement (.2); multiple correspondence with Mr. Tuchin and Mr. Pachulski regarding disclosure statement (.2)	0.60
08/10/18	O'Brien, Daniel A.	Review revised disclosure statement and related papers	0.90
08/13/18	Edmonson, Jamie L.	Review Committee's notice of filing of proposed letter in support of the plan (.4); review Dissident Noteholders' objection to disclosure statement (.2); review Class Plaintiffs' withdrawal of objection to disclosure statement (.1)	0.70
08/14/18	Shaw, C. Liana	Draft sixth monthly fee application with summary charts (.8); draft notice of application (.3); draft certificate of service (.2); assemble exhibits (.2); forward drafts to J. Edmonson and D. O'Brien for review (.1)	1.60
08/14/18	Sabin, Jeffrey S.	Review of as-filed Committee solicitation letter (.2); review of MTD Sarachek adversary (.6)	0.80
08/14/18	Edmonson, Jamie L.	Review, revise and finalize sixth monthly fee application for filing	0.70
08/15/18	Levy, Carol Weiner	Attention to tax and recovery inquiries	0.50
08/15/18	O'Brien, Daniel A.	Review and comment on draft monthly fee application (6th) and support thereto	0.60
08/15/18	Currie, Andrew	Correspond and call with Mr. Sabin and Ms. Edmonson regarding plan issues (.5); multiple correspondence with Mr. Sabin regarding revisions to plan ancillary documents (.2); correspond with Mr. Sabin regarding plan support letter and revisions to same (.2)	0.90



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08/15/18	Edmonson, Jamie L.	Review Debtors' motion to dismiss Sarachek complaint and memorandum of law in support thereof	1.20
08/15/18	Edmonson, Jamie L.	Review email from J. Sabin and attached comments to plan summary and Committee's solicitation letter and Q&A (.6); participate on weekly professionals' call to discuss disclosure statement hearing, status of objections (.4)	1.00
08/16/18	Edmonson, Jamie L.	Prepare plan solicitation support letter for unitholders (.7); prepare email to J. Sabin regarding last evening's professionals' call (.2)	0.90
08/16/18	Edmonson, Jamie L.	Review further amended plan and disclosure statement (.6); review revised proposed order in support of disclosure statement and solicitation procedures (.4); review Debtors' reply in support of disclosure statement (.3)	1.30
08/17/18	Sabin, Jeffrey S.	Review/revisions to Solicitation Letter (.6); review of as-filed changes to disclosure statement, plan and voting procedures order (.8); telephone conferences with debtors' counsel re: disclosure matters (.4)	1.80
08/17/18	O'Brien, Daniel A.	Review revised monthly fee application (6th); emails with J. Edmonson and L. Shaw regarding same	0.50
08/17/18	Edmonson, Jamie L.	Emails with D. Fidler regarding unitholders' plan support letter (.2); review email from J. Sabin regarding same (.1); revise and finalize letter (.2); prepare notice of filing unitholders' plan support letter (.2)	0.70
08/17/18	Edmonson, Jamie L.	Conference call with J. Sabin, A. Currie, R. Blackburn and C. Pinney to discuss plan and disclosure statement, claim issues	0.50
08/17/18	Currie, Andrew	Call with Drs. Blackburn and Pinney and Mr. Sabin regarding disclosure statement, plan and property sale updates	0.50
08/20/18	Currie, Andrew	Correspond with Mr. Robinson regarding plan support letter (.1); correspond with Ms. Edmonson regarding same (.1); correspond with Mr. Kortanek regarding; noteholder support letter and review same (.1); review reply in support of disclosure statement (.1); review dissident noteholder letter regarding plan (.2)	0.60
08/21/18	Sabin, Jeffrey S.	Review of revised disclosure statement, draft solicitation letters and Q&A and drafted revisions to same (.7); participation in Court hearings (2.1)	2.80
08/21/18	Sabin, Jeffrey S.	Travel to/from NY to Wilmington, Delaware for Court hearings	3.10
08/21/18	Edmonson, Jamie L.	Prepare for (.4) and attend hearing on motion to approve disclosure statement and solicitation procedures (1.2)	1.60
08/21/18	Edmonson, Jamie L.	Meeting with J. Sabin to discuss email to unitholders' committee with results of today's hearing (.3); draft email to clients (.3)	0.60



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
08/21/18	Currie, Andrew	Review SEC extension request in Miami actions (.2); multiple correspondence with Mr. Sabin regarding SEC extension (.2); correspondence regarding other SEC actions (.1); review letter from Mr. Kortanek regarding plan support (.1)	0.60
08/21/18	O'Brien, Daniel A.	Emails with J. Sabin, A. Currie, J. Edmonson and C. Levy regarding status of SEC actions against Shapiro and brokers	0.30
08/22/18	Sabin, Jeffrey S.	Review of as-filed disclosure statement, plan and related documents (.7); participation in weekly plan "all-hands" conference call (1.1); review/revisions to Q&A for solicitation materials (.3)	2.10
08/22/18	O'Brien, Daniel A.	Review docket, order approving UCC standing motion and order approving disclosure statement, blacklines of amended disclosure statement and plan	1.10
08/22/18	Currie, Andrew	Confer with Mr. Sabin regarding plan and confirmation issues (.2); review revised disclosure statement (.3)	0.50
08/23/18	Sabin, Jeffrey S.	Review of final approved form of all solicitation documentation	0.60
08/24/18	Shaw, C. Liana	Finalize sixth fee application and send to J. Edmonson for review (.1); file and serve Sixth Monthly fee application (.7)	0.80
08/27/18	Sabin, Jeffrey S.	Numerous calls with Investors regarding plan process (.6)	0.60
08/28/18	Sabin, Jeffrey S.	Numerous calls with Unitholders regarding plan issues (1.2)	1.20
08/28/18	O'Brien, Daniel A.	Call and email from E. Frejka regarding second interim fee request	0.20
08/29/18	Sabin, Jeffrey S.	Review of initial draft of plan supplement documents	0.70
08/29/18	Currie, Andrew	Correspondence from Mr. Holt regarding plan supplement (.2); begin review of plan supplement including liquidation trust and wind-down entity documents (.6)	0.80
08/29/18	O'Brien, Daniel A.	Emails with E. Frejka regarding comments to second interim fee application; emails with team regarding same	0.40
08/30/18	O'Brien, Daniel A.	Begin review of comments to second interim fee application by E. Frejka; emails with L. Shaw regarding same	0.50
08/31/18	O'Brien, Daniel A.	Office conference (0.1) and emails (0.1) with L. Shaw regarding expense back-up for second interim fee application	0.20

Professional Services Total Hours**59.20**



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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

SUMMARY OF SERVICES

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Currie, Andrew	13.70	835.00	11,439.50
Edmonson, Jamie L.	13.90	765.00	10,633.50
Levy, Carol Weiner	0.50	695.00	347.50
O'Brien, Daniel A.	6.50	650.00	4,225.00
O'Connor, Brian J.	0.50	980.00	490.00
Sabin, Jeffrey S.	3.10	622.50	1,929.75
Sabin, Jeffrey S.	17.10	1245.00	21,289.50
Shaw, C. Liana	3.00	225.00	675.00
Stieff, Elizabeth F.	0.90	595.00	535.50
	59.20		\$51,565.25
Total Fees Billed			\$51,565.25

TASK CODE SUMMARY

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB05	Communications with Debtors/advisors/other committees	1.50	1,252.50
WB06	Plan formulation consultation and analysis	36.80	35,001.00
WB08	Other services	1.50	1,036.50
WB09	Non-working travel time	3.10	1,929.75
WB10	Communications with Unitholders	7.50	7,509.50
WB11	Retention and fee applications	7.20	3,612.00
WB12	Hearing attendance	1.60	1,224.00
Total		59.20	\$51,565.25

EXHIBIT B



September 24, 2018

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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

DISBURSEMENTS

<u>Date</u>	<u>Activity</u>	<u>Amount</u>
07/11/18	Travel Expense – (Refund) J SABIN 07/10/2018-07/10/2018 Ticket #4922137692 Amtrak	(59.00)
07/27/18	Local Travel – Vital Transportation Services, Inc., 5337205, Car service charges - VCH# 3497788 DATE 07/12/2018 SABIN JEFFREY -	52.28
08/05/18	Commercial Messenger/Delivery Service – Need It Now Delivers, 273548, Commercial delivery charges - Ord# 3203165	21.17
08/20/18	Travel Expense – J SABIN 08/21/2018-08/21/2018 Wilmington Ticket #10016095 AMTRAK	369.00
08/21/18	Luncheon/Dinner Conf – Jeffrey S. Sabin Lunch Trip to Wilmington, DE on 8/21/18 for hearings re: Woodbridge Plan	18.00
08/21/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 8/21/18 for hearings re: Woodbridge Plan	17.00
08/21/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 8/21/18 for hearings re: Woodbridge Plan	12.00
08/21/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 8/21/18 for hearings re: Woodbridge Plan	10.00
Total Disbursements		\$440.45

CERTIFICATE OF SERVICE

I, Jamie L. Edmonson, hereby certify that on the 1st day of October, 2018, a true and correct copy of the *Seventh Monthly Fee Application of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period From August 1, 2018 Through August 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)

NOTICE PARTIES

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