

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

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In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:	
	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: November 14, 2018 @ 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only as Required</b>
	:	

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**SUMMARY OF EIGHTH 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  
SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 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:	September 1, 2018 through September 30, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$61,913.50 <sup>2</sup>
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,113.35

This is an:  X  monthly \_\_\_ interim \_\_\_ final application.

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

<sup>2</sup> The amount of fees sought in this application reflects a voluntary reduction of \$20,021.50 or 24.4%.

**PRIOR APPLICATIONS FILED**

<b>Date Filed/ Docket No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees to Date</b>	<b>Approved Expenses to Date</b>	<b>Court Order/CNO Filed</b>
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			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			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			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	10/22/18; Dkt. No. 2846
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
10/1/18 Dkt. No. 2700	8/1/18 to 8/31/18	\$51,565.25	\$440.45	\$41,252.20	\$440.45	10/24/18 Dkt. No. 2872

**COMPENSATION BY INDIVIDUAL**

<b>Timekeeper</b>	<b>Position</b>	<b>Practice Group</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
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	28.80	\$35,896.00
Jeffrey S. Sabin	Partner		\$622.50	8.00	\$4,980.00
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	1.60	\$1,336.00
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	7.30	\$5,584.50
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	0.00	\$0
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	2.60	\$1,807.00
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014.	\$650.00	19.00	\$12,350.00

		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	0.00	\$0
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	0.00	\$0
<b>GRAND TOTAL</b>				<b>67.30</b>	<b>\$61,913.50</b>
<b>BLENDED RATE:</b>			<b>\$919.96</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
(WB01) Unitholder classification issues	.0	\$0
(WB02) Substantive consolidation issues	.0	\$0
(WB05) Communications with Debtors/advisors/trustee	.0	\$0
(WB06) Plan formulation consultation and analysis	33.40	\$39,389.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	.0	\$0
(WB08) Other services	2.30	\$1,598.50
(WB09) Non-working travel time	8.00	\$4,980.00
(WB10) Communications with Unitholders	3.50	\$2,683.50
(WB11) Retention and fee applications	18.00	\$11,897.50
(WB12) Hearing attendance	2.10	\$1,365.00
(WB13) Communications with other committees/advisors	.0	\$0
<b>TOTAL:</b>	<b>67.30</b>	<b>\$61,913.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses (\$)</b>
Commercial Messenger Service	\$0
Luncheon/Dinner conference	\$0
Travel Expenses	\$2,113.35
Travel Reimbursement	\$0
<b>TOTAL EXPENSES:</b>	<b>\$2,113.35</b>

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

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In re:	:
	: Chapter 11
WOODBRIIDGE GROUP OF	: Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:
	: Jointly Administered
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Debtors.	: <b>Obj. Deadline: November 14, 2018 @ 4:00 p.m. (ET)</b>
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**EIGHTH 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  
SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 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

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

amount of \$61,913.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$2,113.35, for the period commencing September 1, 2018 through and including September 30, 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 \$49,530.80, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$2,113.35, 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.<sup>2</sup>

#### **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 eighth monthly fee application filed by Venable in these Cases.

15. For the Fee Period, Venable seeks compensation in the amount of \$61,913.50 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

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<sup>2</sup> 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 \$2,113.35. 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 67.30 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 \$61,913.50.

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 September 1, 2018 through and including September 30, 2018. Venable has and will continue to perform additional necessary services subsequent to September 30, 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 \$61,913.50 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 \$2,113.35 for reimbursement of actual necessary costs and expense incurred by it in these Cases during the Fee Period.

Dated: October 24, 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*

-

**VERIFICATION**

STATE OF DELAWARE            ]  
  ]  
COUNTY OF NEW CASTLE    ]

  ]            ss:

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

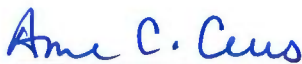
2.        I am a Partner in the applicant firm, Venable LLP (“Venable”), and have been admitted to appear before this Court.

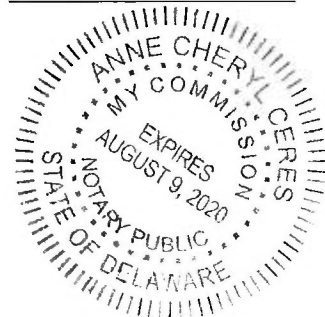
3.        I have personally performed many of the legal services rendered by Venable to the Official Ad Hoc Committee of Unitholders in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession, and am familiar with all other work performed 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 23<sup>RD</sup> day of October, 2018.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_



# **Exhibit A**





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<b>US Electronic Payments</b>	<b>Bank Address</b>	<b>International Wires</b>	<b>Payment By Check</b>	<b>Federal ID: 52-0517250</b>
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

October 17, 2018

Invoice No. 2018883  
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 09/30/18 in connection with Woodbridge Unitholders' Committee

Fees	\$61,913.50
Disbursements	<u>\$2,113.35</u>
<b>Total Fees and Disbursements</b>	<b>\$64,026.85</b>



October 17, 2018

Invoice No. 2018883

Sabin, Jeffrey S.

Client.Matter: 138278.425957

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

### PROFESSIONAL SERVICES

#### Other Services for Ad Hoc Group pre-January 23

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/17/18	Levy, Carol Weiner	Revise website regarding notices of conference calls and dissemination of solicitation materials	0.60
09/20/18	Levy, Carol Weiner	Update website (0.4); gather investor questions to date and send email to D.Fidler (0.6)	1.00
09/27/18	Levy, Carol Weiner	Respond to unitholder telephone calls (0.5); prepare email of all recent unitholder inquiries for J.Sabin (0.2)	0.70
<b>Professional Services Total</b>			<b>\$1,598.50</b>

#### Plan formulation consultation and analysis

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/05/18	Sabin, Jeffrey S.	Multiple calls with Unitholders re: plan matters	1.20
09/11/18	Sabin, Jeffrey S.	Multiple calls and emails with Unitholders re: questions re: plan and solicitation matters	1.30
09/12/18	Sabin, Jeffrey S.	Review/response to multiple emails and calls from Unitholders re: Plan Solicitation materials (2.1); review of Investor Letter to Judge Carey (.2); conference call with counsels for other Committees and the Debtors re: substance, process and procedures to host solicitation/information calls with Investors (.7); began review/analysis of draft plan supplement documents (1.6)	4.60
09/12/18	Edmonson, Jamie L.	Review amended Liquidation Trust Agreement (.6); Review amended Wind-Down Entity LLC agreement (.2); review current draft of Confirmation Order (.6)	1.40
09/14/18	Sabin, Jeffrey S.	Review of plan supplement documents (1.2); review of multiple emails from Unitholders re: plan/voting issues and responses to same (1.4); correspondence with debtors' counsel re: solicitation matters (.6)	3.20
09/17/18	Sabin, Jeffrey S.	Multiple calls and emails with Unitholders re: plan and voting questions	1.10
09/18/18	Sabin, Jeffrey S.	Multiple calls with Unitholders re: plan and voting matters	1.30
09/24/18	Sabin, Jeffrey S.	Multiple calls and correspondence with Unitholders in response to Plan and voting questions (1.3); review of initial draft F. Chin employment agreement and telephone conference with Steve Kortanek re: same (1.2)	2.50
09/24/18	Currie, Andrew	Further correspondence with Mr. Beach regarding updates (.1); correspond with Mr. Sabin regarding updates, plan and calls regarding solicitation package (.1)	0.20



October 17, 2018

Invoice No. 2018883

Sabin, Jeffrey S.

Client.Matter: 138278.425957

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

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/24/18	Edmonson, Jamie L.	Review as-filed proposed confirmation order (.9); review as-filed plan supplement documents (.8)	1.70
09/25/18	Sabin, Jeffrey S.	Review/revisions to draft script for Investor Solicitation calls (1.4); telephone conferences with debtors' counsel re: revisions to the script (.4); review of correspondence from Noteholders' counsel re: open issues re: plan supplement documents and review of documents (1.2)	3.00
09/26/18	Sabin, Jeffrey S.	Participation in person from LA in Investors calls re: solicitation of plan (2.2); preparation conference with counsels for debtors and other Committees re: Investor (1.5); conference at lunch with counsels for debtors and Committee re: plan issues (1.1)	4.80
09/26/18	Edmonson, Jamie L.	Review email from W. Holt and attached draft plan settlement motion	1.30
09/27/18	Sabin, Jeffrey S.	Participation from LA in Investor calls re: plan solicitation with counsels for debtors and other Committees (2.3); review/revisions to draft Confirmation Order (1.2); discussion with counsel for Noteholders re: draft Chin Employment Agreement and review of relevant documents (1.1)	4.60
09/28/18	Sabin, Jeffrey S.	Multiple calls with Investors re: voting and plan issues	1.20
<b>Professional Services Total</b>			<b>\$39,389.00</b>

**Non-working travel time**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/25/18	Sabin, Jeffrey S.	Fly from NY to Los Angeles	5.00
09/28/18	Sabin, Jeffrey S.	Travel from LA to NY	3.00
<b>Professional Services Total</b>			<b>\$4,980.00</b>

**Communications with Unitholders**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/07/18	Currie, Andrew	Multiple unitholder inquiries	0.30
09/12/18	O'Brien, Daniel A.	Return unitholder inquiries	0.20
09/17/18	Edmonson, Jamie L.	Numerous emails and telephone calls with unitholders regarding plan materials	0.60
09/18/18	Edmonson, Jamie L.	Numerous emails and telephone calls with unitholders regarding plan voting process, upcoming calls with counsel regarding same	0.70
09/20/18	Currie, Andrew	Multiple inquiries from unitholders regarding plan	0.30
09/21/18	Currie, Andrew	Multiple correspondence regarding unitholder inquiries (.2)	0.20



October 17, 2018

Invoice No. 2018883

Sabin, Jeffrey S.

Client.Matter: 138278.425957

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

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/24/18	Currie, Andrew	Correspondence regarding various unitholder inquiries regarding plan	0.30
09/25/18	O'Brien, Daniel A.	Emails with J. Sabin regarding unitholder conference calls (0.2); research for same (0.4)	0.60
09/28/18	Currie, Andrew	Correspondence regarding multiple unitholder inquiries	0.30
<b>Professional Services Total</b>			<b>\$2,683.50</b>

**Retention and fee applications**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/04/18	O'Brien, Daniel A.	Review and analyze E. Frejka comments to second interim fee application and draft responses to same; emails with J. Sabin, A. Currie, J. Edmonson and C. Levy regarding same	3.30
09/05/18	Levy, Carol Weiner	Respond to inquiries regarding second fee application	0.30
09/06/18	O'Brien, Daniel A.	Emails with L. Shaw regarding expense back-up/info; review, analyze, and answer comments and inquiries from fee examiner regarding second interim fee application	2.60
09/07/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding comments to time entries/expenses (second interim) (0.3); review expenses (0.3)	0.60
09/11/18	O'Brien, Daniel A.	Office conference (0.2) and emails with L. Shaw (0.1) regarding answers to fee examiner inquiries (second interim); review same (0.3)	0.60
09/14/18	O'Brien, Daniel A.	Continue reviewing and responding to fee examiner inquiries for second interim, gathering info and back up regarding same	1.10
09/18/18	O'Brien, Daniel A.	Continue gathering info/back up to respond to fee examiner's inquiries (1.4); continue drafting responses to same (1.2);	2.60
09/18/18	Edmonson, Jamie L.	Review August prebill for accuracy, compliance with Bankruptcy Rules and Delaware practice in connection with preparation of fee application (.6); emails and office conference with D. O'Brien regarding fee examiner's requests with respect to Venable's second interim fee application (.2)	0.80
09/19/18	O'Brien, Daniel A.	Finalize response to fee examiner's comments and back-up (0.8); email fee examiner regarding same (0.4)	1.20
09/21/18	O'Brien, Daniel A.	Review filed fee report (0.2); emails with fee examiner regarding fee reduction (0.1); office conference with J. Edmonson regarding settlement of same (0.1)	0.40
09/24/18	O'Brien, Daniel A.	Review draft report from Fee Examiner (0.2); emails with Fee Examiner regarding same (0.1); emails with team regarding same (0.2)	0.50
09/25/18	O'Brien, Daniel A.	Draft certification of counsel and proposed order for second interim fee app	0.60
09/26/18	O'Brien, Daniel A.	Review docket (0.1) and review and revise CNO for 6th monthly fee app (0.1) and coordinate filing of same (.1)	0.30



October 17, 2018

Invoice No. 2018883

Sabin, Jeffrey S.

Client.Matter: 138278.425957

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

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/26/18	O'Brien, Daniel A.	Review and revise 7th monthly fee application	2.30
09/27/18	Edmonson, Jamie L.	Review 7th monthly fee application for filing	0.80
<b>Professional Services Total</b>			<b>\$11,897.50</b>

**Hearing attendance**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/25/18	O'Brien, Daniel A.	Emails with J. Edmonson regarding hearing (0.1); review agenda (0.1) and prepare for (0.5) and attend hearing (1.4)	2.10
<b>Professional Services Total</b>			<b>\$1,365.00</b>

**SUMMARY OF SERVICES**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Currie, Andrew	1.60	835.00	1,336.00
Edmonson, Jamie L.	7.30	765.00	5,584.50
Levy, Carol Weiner	2.60	695.00	1,807.00
O'Brien, Daniel A.	19.00	650.00	12,350.00
Sabin, Jeffrey S.	8.00	622.50	4,980.00
Sabin, Jeffrey S.	28.80	1245.00	35,856.00
	<b>67.30</b>		<b>\$61,913.50</b>
<b>Total Fees Billed</b>			<b>\$61,913.50</b>

**TASK CODE SUMMARY**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB04	Other Services for Ad Hoc Group pre-January 23	2.30	1,598.50
WB06	Plan formulation consultation and analysis	33.40	39,389.00
WB09	Non-working travel time	8.00	4,980.00
WB10	Communications with Unitholders	3.50	2,683.50
WB11	Retention and fee applications	18.00	11,897.50
WB12	Hearing attendance	2.10	1,365.00
<b>Total</b>		<b>67.30</b>	<b>\$61,913.50</b>

# **Exhibit B**



October 17, 2018

Invoice No. 2018883

Sabin, Jeffrey S.

Client.Matter: 138278.425957

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

**DISBURSEMENTS**

<b><u>Date</u></b>	<b><u>Activity</u></b>	<b><u>Amount</u></b>
09/14/18	Travel Expense – J SABIN 09/25/2018-09/28/2018 LA Ticket #7176950442 American	1,343.90
09/25/18	Meals – Jeffrey S. Sabin Hotel - Meals Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	30.58
09/25/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	25.59
09/25/18	Travel Expense – Jeffrey S. Sabin Air WiFi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	16.00
09/26/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	5.00
09/27/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	5.00
09/28/18	Travel Expense – Jeffrey S. Sabin Hotel - Lodging Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	649.05
09/28/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	22.23
09/28/18	Travel Expense – Jeffrey S. Sabin Air WiFi Trip to Los Angeles 9/25/18 - 9/28/18 for Woodbridge meetings/negotiations	16.00
<b>Total Disbursements</b>		<b>\$2,113.35</b>

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

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In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:	
	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: November 14, 2018 @ 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only as Required</b>
	:	

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**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 **Eighth 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 September 1, 2018 through September 30, 2018** (the “Application”). The Application seeks allowance of monthly fees in the amount of \$61,913.50 and monthly expenses in the amount of \$2,113.35.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **November 14, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> 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, 39<sup>th</sup> Floor, Los Angeles, CA 90067, Attn:

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



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 57<sup>th</sup> St, 6<sup>th</sup> 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 24, 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.  
*(Admitted Pro Hac Vice)*  
Carol Weiner Levy, Esq.  
*(Admitted Pro Hac Vice)*  
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  
*(Admitted Pro Hac Vice)*  
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*

**CERTIFICATE OF SERVICE**

I, Jamie L. Edmonson, hereby certify that on the 24<sup>th</sup> day of October, 2018, a true and correct copy of the *Eighth 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 September 1, 2018 Through September 30, 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

Woodbridge Group of Companies  
c/o Development Specialists, Inc.  
Bradley D. Sharp  
333 South Grand Avenue  
Suite 4070  
Log Angeles, CA 90071  
**(Debtor)**

Klee, Tuchin, Bogdanoff & Stern  
LLP  
Michael L Tuchin, Esq.  
David A. Fidler, Esq.  
1999 Avenue of the Stars  
39<sup>th</sup> Floor  
Los Angeles, CA 90067  
**(Debtors Counsel)**

Sean M. Beach, Esq.  
Young Conaway Stargatt & Taylor, LLP  
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1000 North King Street  
Wilmington, DE 19801  
**(Debtors' Counsel)**

Buchalter, A Professional Corporation  
William Brody, Esq.  
1000 Wilshire Boulevard, Suite 1500  
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**(Counsel for DIP Lender)**

Richards Layton & Finger PA  
John H. Knight, Esq.  
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920 North King Street  
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**(Counsel for DIP Lender)**

Bradford J. Sandler, Esq.  
Colin R. Robinson, Esq.  
Pachulski Stang Ziehl & Jones LLP  
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Wilmington, De 19801  
**(Counsel for the Committee)**

U.S. Securities and Exchange Commission  
David Baddley, Esq.  
950 East Paces Ferry Road, N.E.  
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Atlanta, GA 30326  
**(Counsel for SEC)**

United States Trustee for the District of  
Delaware  
Jane M. Leamy, Esq.  
Timothy J. Fox, Esq.  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801  
**(US Trustee)**

James H. Millar, Esq.  
Michael P. Pompeo, Esq.  
Drinker Biddle & Reath LLP  
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**(Counsel to Ad Hoc Noteholder Group)**

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**(Counsel to Ad Hoc Noteholder Group)**

Elise S. Frejka, Esq.  
Frejka PLLC  
135 East 57<sup>th</sup> Street  
6<sup>th</sup> Floor  
New York, NY 10022  
**(Fee Examiner)**