

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

In re:

)
) Chapter 11
)

Woodbridge Group of Companies, LLC, *et*
al.,¹

) Case No. 17-12560 (KJC)
)

Debtors.

) (Jointly Administered)
)

) **Objection Deadline: November 13, 2018 at 4:00 p.m. (ET)**
)

**NINTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 2018**

Name of Applicant:

Homer Bonner Jacobs, P.A.

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Effective Date of Retention:

December 4, 2017

Period for which compensation and
reimbursement is sought:

September 1, 2018 - September 30, 2018

Amount of Compensation sought as actual,
reasonable and necessary:

\$10,669.50

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

\$11,274.29

This is an: X interim ___ final application

This monthly application includes a value of \$229.50 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

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, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

Prior applications:

Date Filed; Docket No.	Period Covered	Requested		Approved to be Paid		
		Fees	Expenses	Fees	Expenses	Order Entered
2/28/18; 671	1/1/18- 1/31/18	\$125,077.50	\$253,572.78 ²			7/9/18 2122
4/2/18; 877	2/1/18- 2/28/18	\$56,408.50 ³	\$14,019.64			7/9/18 2122
				\$181,486.00	\$263,942.42	7/9/18 2122
5/10/18; 1742	3/1/18- 3/31/18	\$50,684.50	\$11,551.32	Pending	Pending	
6/18/18; 1989	4/1/18- 4/30/18	\$34,182.00	\$12,085.70	Pending	Pending	
7/06/18; 2119	5/1/18- 5/31/18	\$44,028.00	\$11,443.78	Pending	Pending	
8/16/18; 2351	6/1/18- 6/30/18	\$13,270.50	\$11,819.93	Pending	Pending	
8/31/18; 2469	7/1/18- 7/31/18	\$17,388.50	\$11,263.27	Pending	Pending	
10/2/18; 2712	8/1/18- 8/31/18	\$13,221.00	\$11,259.56	Pending	Pending	

² After discussions with the Fee Examiner, Homer Bonner Jacobs, P.A. obtained agreement from its eDiscovery vendor to a reduction in expenses in the amount of \$3,650.00.

³ After discussions with the Fee Examiner in May 2018, Homer Bonner Jacobs, P.A., has agreed to reduce its February 2018 invoice by \$1,696.50. The chart above reflects the agreed-upon reduction in fees.

COMPENSATION BY INDIVIDUAL

Name of Professional Person	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 (including changes)	Total Billed Hours	Total Compensation
Adam L. Schwartz (ALS)	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005.	\$495.00	18.4	\$9,108.00
Kevin P. Jacobs (KPJ)	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; admitted to the Florida Bar in 1999.	\$495.00	0.2	\$99.00
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	6.5	\$1,462.50
Grand Total:			25.1	\$10,669.50
Blended Rate:		\$425.08		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$4,653.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$5,787.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$229.50
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$10,669.50

COMPENSATION BY PROJECT CATEGORY
FOR PREPETITION AND POST-PETITION SERVICES

SERVICES ENGAGED TO PERFORM PREPETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$0.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$0.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$0.00
SERVICES ENGAGED TO PERFORM POST-PETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$4,653.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$5,787.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$229.50
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$10,669.50

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Parking	\$18.00
Photocopies	\$0.60
Long Distance Telephone	\$1.69
CS Disco Professional Services Including eDiscovery Hosting and Project Management	\$11,254.00
TOTAL DISBURSEMENTS	\$11,274.29

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

)	
In re:)	Chapter 11
)	
Woodbridge Group of Companies, LLC, <i>et</i>)	Case No. 17-12560 (KJC)
<i>al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: November 13, 2018 at 4:00 p.m. (ET)
)	

**NINTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 2018**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA As Special Litigation Counsel to the Debtors and Debtors in Possession, Nunc Pro Tunc to Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “**Interim Compensation Order**”), the law firm of Homer Bonner Jacobs, P.A. (hereinafter “**HBJ**”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) in the amount of \$10,669.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$11,274.29, for 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, CA 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

period commencing September 1, 2018 through and including September 30, 2018 (the “**Fee Period**”). In support of its Application, HBJ respectfully represents as follows:

1. Pursuant to the Retention Order, HBJ was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, *nunc pro tunc* to the petition date. The Retention Order authorized HBJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by HBJ were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$10,669.50 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$11,274.29 for reimbursement of expenses.

4. The services rendered by HBJ during the Fee Period are grouped into the categories set forth in Exhibit A. The attorneys who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

5. Pursuant to the Retention Order, fees for services HBJ was retained to provide prepetition—i.e., the representation of the Debtors in two subpoena enforcement actions brought by the SEC in the Southern District of Florida (the “Prepetition Services”)—were capped at \$100,000 per month. *See* Retention Order at ¶ 3. There is no cap on fees incurred for services that the Debtors retained HBJ to provide post-petition, which include, among other things, representing Debtors in the SEC enforcement action filed against the Debtors on December 20,

2017, responding to subsequent SEC administrative subpoenas, and coordinating the Debtors' defense of the related state regulatory investigations and enforcement actions (the "Post-petition Services"). *See id.* For September 2018, the Debtors budgeted for HBJ's Prepetition and Post-petition Services a total of \$75,000. As explained below, the fees incurred for HBJ's services for September 2018 came in under budget for a total of \$10,669.50.

6. The Debtors did not incur any fees from HBJ for Prepetition Services for the Fee Period. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$10,669.50. A detailed statement of HBJ's fees is attached as Exhibit A.

DISBURSEMENTS

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$11,274.29. This disbursement sum is broken down into categories of charges, including telephone charges, photocopying charges, and expenses related to the eDiscovery vendor CS Disco. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), HBJ respectfully requests that the Court waive strict compliance with such rule.

8. Costs incurred for computer assisted research are not included in HBJ's normal hourly billing rates and, therefore, are itemized and included in HBJ's disbursements. Pursuant to Local Rule 2016-2, HBJ 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.

9. The \$75,000 September legal fees budget did not include the expenses

related to CS Disco's eDiscovery services. The CS Disco services utilized by HBJ included managing and hosting the email database.

VALUATION OF SERVICES

10. Attorneys of HBJ have expended a total of 25.1 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. In September 2018, HBJ provided, among other services, assistance to the Debtors in navigating investigations by state regulatory agencies and negotiating consent orders with those agencies. In addition, HBJ provided assistance with the Debtors' ongoing discussions with the SEC regarding cooperation and settlement of any potential disgorgement or civil monetary penalties that the SEC has reserved the right to seek against the Debtors. These are HBJ's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by HBJ for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$10,669.50.

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

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

14. This Application covers the Fee Period September 1, 2018 through and including September 30, 2018. HBJ has and will continue to perform additional necessary services

subsequent to September 30, 2018, for which HBJ will file subsequent fee applications.

BUDGET AND STAFFING PLAN

15. In accordance with the Retention Order and Interim Compensation Order, attached hereto as Exhibit C is the budget and staffing plan for HBJ approved by the Debtors for the Fee Period.

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$10,669.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$11,274.29 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: October 24, 2018

HOMER BONNER JACOBS, P.A.

/s/ Adam Schwartz

Adam L. Schwartz

Email: aschwartz@homerbonner.com

Florida Bar No: 0103163

Kevin P. Jacobs

Email: kjacobs@homerbonner.com

Florida Bar No: 169821

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

VERIFICATION

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY) SS:

Adam L. Schwartz, Esquire, after being duly sworn according to law, deposes and says:

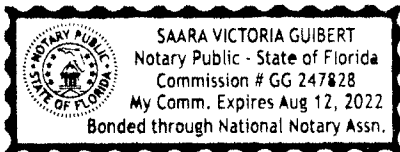
1. I am a Partner in the applicant firm, Homer Bonner Jacobs, P.A., and have been admitted to the bar of the Supreme Court of Florida since 2013 and the bar of the Supreme Court of New York since 2005.

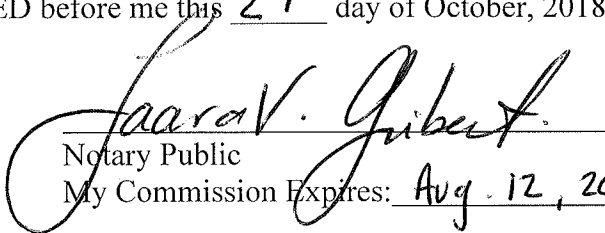
2. I have personally performed many of the legal services rendered by Homer Bonner Jacobs, P.A., as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.

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


ADAM L. SCHWARTZ

SWORN TO AND SUBSCRIBED before me this 24th day of October, 2018.




Notary Public

My Commission Expires: Aug. 12, 2022

**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: November 13, 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) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (V) COUNSEL FOR THE AD HOC UNITHOLDER GROUP; (VI) THE SECURITIES AND EXCHANGE COMMISSION, (VI) THE FEE EXAMINER, (VIII) OFFICE OF THE UNITED STATES TRUSTEE; AND (IX) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

The **Ninth Monthly Application of Homer Bonner Jacobs, P.A. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2018 through September 30, 2018** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$10,669.50 and monthly expenses in the amount of \$11,274.29.

Objections to the Application, if any, are required to be filed on or before **November 13, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14140 Ventura Boulevard #302, Sherman Oaks, California 91423, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Jonathan Weiss, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles,

¹

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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 Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Frejka PLLC, 205 E. 42nd Street, New York, New York 10017, Attn: Elise Frejka; (ix) any other party that has requested to be a Notice Party; and (x) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THEN THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

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Dated: October 24, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
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-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
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1999 Avenue of the Stars
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Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

Counsel for the Debtors and Debtors in Possession

EXHIBIT A

HOMER BONNER JACOBS

1200 Four Seasons Tower
 1441 Brickell Avenue
 Miami, Florida 33131
 (305) 350-5100

FEDERAL TAX ID #59-2648226

October 18, 2018

Woodbridge Group of Companies, LLC

1422 Ventura Blvd., Suite 100
 Sherman Oaks, CA 91423

Invoice No: 972210

Account No: 56024-0002

SEC Enforcement Action**For legal services rendered through September 30, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
09/01/18	CJG	0.10	Review correspondence with Dan Stermer and Arizona Corporations Commission regarding motion for entry of order approving consent order.
09/04/18	ALS	0.60	Review South Dakota Cease and Desist order (.2); correspond with bankruptcy counsel regarding same (.2); correspond with South Dakota regulator regarding same (.2).
09/04/18	CJG	0.20	Confer with Adam Schwartz regarding filing of and documentation for seventh fee application and filing of certificate of no objection for sixth fee application.
09/05/18	CJG	0.10	Confer with bankruptcy counsel regarding filing of certificate of no objection for sixth fee application.
09/05/18	CJG	0.10	Email to Elise Frejka regarding filed seventh fee application and excel versions of invoices.
09/05/18	CJG	0.10	Confer with Adam Schwartz regarding filing of and documentation for seventh fee application and filing of certificate of no objection for sixth fee application.
09/07/18	ALS	0.20	Correspond with USAO.
09/11/18	KPJ	0.10	Review letter from Woodbridge Group of Companies with enclosed notice of approval of disclosure statement.
09/11/18	ALS	0.40	Correspond with Idaho regulator regarding request for additional information (.2); correspond with DSI regarding same (.2).
09/11/18	ALS	0.60	Telephone conference with South Dakota regulator regarding cease and desist order (.4); correspond with bankruptcy counsel to relay information received regarding same (.2).
09/11/18	ALS	0.60	Review draft stipulation regarding hearing provided by Arizona Corporation Commission (.4); correspond with Dan Stermer and bankruptcy counsel regarding same (.2).
09/11/18	CJG	0.20	Review correspondence with Dan Stermer, Rob Pfister, and Adam Schwartz regarding South Dakota cease and desist order.
09/11/18	CJG	0.80	Draft consent order for South Dakota regulators.
09/11/18	CJG	0.10	Receive instructions from Adam Schwartz regarding drafting of cease and desist order for South Dakota.
09/12/18	CJG	2.70	Continue drafting consent order for South Dakota regulators.
09/12/18	CJG	0.20	Confer with Adam Schwartz regarding consent order for South Dakota regulators.
09/13/18	ALS	0.20	Correspond with U.S. Attorney's office.

SEC Enforcement		Invoice# 972210		Page 2
09/13/18	CJG	0.10	Confer with Adam Schwartz regarding Michigan consent order.	
09/13/18	CJG	0.20	Review fully executed Michigan consent order.	
09/14/18	ALS	0.20	Review stipulation filed by Arizona Corporations Commission.	
09/17/18	ALS	0.60	Respond to follow-up questions raised by Idaho securities regulator.	
09/17/18	ALS	0.90	Review request for information from Montana Securities regulator (.3); correspond with DSI regarding same (.2); respond to Montana Securities regulator's letter and provide initial information and documentation (.4).	
09/17/18	ALS	1.10	Review order from bankruptcy court approving entry of consent order with Arizona Corporation Commission ("ACC") (.3); correspond with DSI and Brad Sharp regarding execution of consent order for ACC (.2); correspond with ACC regarding same (.6).	
09/17/18	CJG	0.10	Review correspondence from Adam Schwartz to Montana Commission of Securities regarding receipt of request and spreadsheet of Woodbridge investors.	
09/17/18	CJG	0.20	Review correspondence with Adam Schwartz, Dan Stermer, and Nicholas Troszak regarding letter from Montana Commission of Securities.	
09/17/18	CJG	0.20	Review correspondence with Adam Schwartz and the Arizona Corporation Commission regarding consent order and bankruptcy court's approval.	
09/17/18	CJG	0.20	Review correspondence with Adam Schwartz and Kristen Butler regarding information on various agents and their commissions.	
09/18/18	ALS	0.40	Review final consent to cease and desist issued by Michigan regulator.	
09/20/18	CJG	0.10	Confer with Young Stargatt Conaway regarding filing of certificate of no objection for July fee application.	
09/20/18	CJG	0.20	Receive instructions from Adam Schwartz regarding filing of certificate of no objection.	
09/21/18	ALS	0.30	Review initial data pull in response to Montana regulator's request.	
09/21/18	ALS	2.10	Review draft consent to amended judgment and amended judgment prepared by SEC trial counsel (.6); correspond with bankruptcy counsel regarding same (.4); telephone conference with SEC trial counsel regarding timing of consent (.4); correspond with bankruptcy counsel regarding proposed amendments to language (.7).	
09/21/18	CJG	0.20	Confer with Adam Schwartz regarding draft South Dakota consent order.	
09/24/18	ALS	1.80	Review bankruptcy filings and other documents to prepare for meeting with AUSA and agents.	
09/24/18	ALS	0.80	Telephone conference with AUSA regarding upcoming meeting (.5); telephone conference with Michael Goldberg regarding same (.3).	
09/24/18	ALS	0.80	Telephone conference with DSI regarding Connecticut regulator inquiry and review correspondence and documents regarding same.	
09/24/18	ALS	0.80	Telephone conferences with bankruptcy counsel (.3) and SEC trial counsel (.3) regarding draft consent to amended judgment; correspond with SEC regarding same (.2).	
09/24/18	ALS	1.20	Revise draft consent order for South Dakota regulator.	
09/24/18	CJG	0.10	Review correspondence with Adam Schwartz and Rob Pfister regarding draft South Dakota consent order.	
09/25/18	KPJ	0.10	Review fee examiner's consolidated final report.	
09/25/18	ALS	0.30	Finalize draft consent order to South Dakota and correspond with South Dakota regulator regarding same.	
09/25/18	ALS	0.30	Correspond with AUSA and Michael Goldberg regarding future information requests.	
09/25/18	ALS	2.20	Attend and participate in meeting with U.S. Attorney's Office with Michael Goldberg (1.9); prepare for same (.3).	

SEC Enforcement			Invoice# 972210	Page 3
09/25/18	CJG	0.10	Review correspondence with Adam Schwartz and Rob Pfister regarding draft South Dakota consent order.	
09/25/18	CJG	0.10	Review correspondence with Adam Schwartz and Clayton Grueb regarding draft South Dakota consent order.	
09/26/18	ALS	0.80	Correspond with CT regulator responding to their questions regarding investor.	
09/26/18	CJG	0.10	Review correspondence with Klementon Klemes and Adam Schwartz regarding commissions paid to brokers.	
09/27/18	ALS	0.70	Correspond with bankruptcy counsel regarding SEC settlement issues (.4); correspond with SEC trial counsel regarding same (.3).	
09/28/18	ALS	0.30	Telephone conference with SEC trial counsel regarding settlement issues.	
09/28/18	ALS	0.20	Correspond with bankruptcy counsel responding to questions relating to the SEC settlement.	
Total Fees				\$10,669.50

TIMEKEEPER SUMMARY

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	6.50	\$225.00	\$1,462.50
Jacobs, Kevin P	0.20	\$495.00	\$99.00
Schwartz, Adam L	18.40	\$495.00	\$9,108.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/26/18	Local Travel (Parking/Mileage Fee) - Adam Schwartz - Parking at Meeting with Michael Goldberg & Mike Sherwin - 09/25/2018	\$18.00
09/30/18	Photocopies	\$0.60
09/30/18	Long Distance Telephone	\$1.69
Total Disbursements		\$20.29

BILLING SUMMARY

Total Legal Services:	\$10,669.50
Total Disbursements:	\$20.29
TOTAL CURRENT CHARGES FOR THIS MATTER:	\$10,689.79
Plus Previous Balance Due:	\$41,094.41
TOTAL BALANCE DUE:	\$51,784.20

HOMER BONNER JACOBS

Working Analysis by Task Code

Report ID: AN1158 - 59185
 Tuesday, October 23, 2018

Printed By SMGR
 Page 1

09/01/2018 - 09/30/2018

Task Code	Client ID	Actual Amount
B002	SEC Enforcement Action Litigat	
56024	Woodbridge Group	\$4,653.00
B004	State Enforcement Investig/Act	
56024	Woodbridge Group	\$5,787.00
B008	Fee/Employment Applications	
56024	Woodbridge Group	\$229.50
Report Grand Totals		\$10,669.50

*** End Of Report ***

NOTE: Due to rounding factor required in calculating values the sum of the detail amounts displayed may not always equal the subtotal or report total amounts.

EXHIBIT B

HOMER BONNER JACOBS

1200 Four Seasons Tower
 1441 Brickell Avenue
 Miami, Florida 33131
 (305) 350-5100

FEDERAL TAX ID #59-2648226

October 18, 2018

Woodbridge Group of Companies, LLC

1422 Ventura Blvd., Suite 100
 Sherman Oaks, CA 91423

Invoice No: 972208

Account No: 56024-0001

Responding, Negotiating and Defending Against US SEC Investigation of Woodbridge (subpoena enforcement action)**For legal services rendered through September 30, 2018**

Date Tkpr. Hours Description

Total Fees**\$0.00****TIMEKEEPER SUMMARY**TIMEKEEPERHOURSRATEAMOUNT**DISBURSEMENTS**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/13/18	Other Professionals - CS Disco - Discovery Platform - Sept 2018	\$11,254.00

Total Disbursements**\$11,254.00****BILLING SUMMARY**

Total Legal Services: \$0.00

Total Disbursements: \$11,254.00

TOTAL CURRENT CHARGES FOR THIS MATTER: \$11,254.00

Plus Previous Balance Due: \$13,846.34

TOTAL BALANCE DUE: \$25,100.34

260024.001

41520

CS Disco

4400 Post Oak Parkway
Suite 2700
Houston, TX 77027
Phone: 713-231-9100
Email: billing@csdisco.com



Woodbridge Group of Companies, LLC
Adam Schwartz
1200 Four Seasons Tower
1414 Brickell Avenue
Miami, FL 33131

Invoice #	45632
Invoice Date	09/01/2018
Due Date	11/30/2018
P.O. #	

Item	Description	Quantity	Price	Amount
DISCO Discovery Platform	SECWoodbridgeSEA / 281.35 GB for September	281.35	\$40.00	\$11,254.00

Sales Tax	\$0.00
Total	\$11,254.00
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$11,254.00

Payment can be made by credit card, ACH or check.
Please send checks to CS DISCO INC
PO BOX 670533
DALLAS TX 75267-0533
For ACH, send to Comerica Bank, Beneficiary CS Disco Inc.
Routing number 111000753, Account number 1881815342

SEC Enforcement

Invoice# 972210

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09/25/18	CJG	0.10	Review correspondence with Adam Schwartz and Rob Pfister regarding draft South Dakota consent order.
09/25/18	CJG	0.10	Review correspondence with Adam Schwartz and Clayton Grueb regarding draft South Dakota consent order.
09/26/18	ALS	0.80	Correspond with CT regulator responding to their questions regarding investor.
09/26/18	CJG	0.10	Review correspondence with Klementon Klemes and Adam Schwartz regarding commissions paid to brokers.
09/27/18	ALS	0.70	Correspond with bankruptcy counsel regarding SEC settlement issues (.4); correspond with SEC trial counsel regarding same (.3).
09/28/18	ALS	0.30	Telephone conference with SEC trial counsel regarding settlement issues.
09/28/18	ALS	0.20	Correspond with bankruptcy counsel responding to questions relating to the SEC settlement.

Total Fees**\$10,669.50****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	6.50	\$225.00	\$1,462.50
Jacobs, Kevin P	0.20	\$495.00	\$99.00
Schwartz, Adam L	18.40	\$495.00	\$9,108.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/26/18	Local Travel (Parking/Mileage Fee) - Adam Schwartz - Parking at Meeting with Michael Goldberg & Mike Sherwin - 09/25/2018	\$18.00
09/30/18	Photocopies	\$0.60
09/30/18	Long Distance Telephone	\$1.69

Total Disbursements**\$20.29****BILLING SUMMARY**

Total Legal Services:	\$10,669.50
Total Disbursements:	\$20.29

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$10,689.79
Plus Previous Balance Due:	\$41,094.41

TOTAL BALANCE DUE:	\$51,784.20

PLEASE INCLUDE INVOICE NO. 972210 WITH YOUR PAYMENT. THANK YOU.

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	09/26/2018	E109	18.00	Local Travel (Parking/Mileage Fee) - Adam Schwartz - Parking at M	0

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	09/11/2018	E101	0.60	Photocopies	0

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	09/11/2018	E105	1.18	Long Distance Telephone	0
0002	09/21/2018	E105	0.17	Long Distance Telephone	0
0002	09/24/2018	E105	0.17	Long Distance Telephone	0
0002	09/25/2018	E105	0.17	Long Distance Telephone	0

EXHIBIT C

PROFESSIONAL RATES

September

Adam L. Schwartz	\$495.00
Kevin P. Jacobs	\$495.00
Cara J. Grand	\$225.00

BUDGETED LEGAL FEES

September

TOTAL BUDGETED LEGAL FEES	\$75,000
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Professional	Position of Professional, Number of Years in that Position, Year of Obtaining License to Practice, if Applicable
Adam L. Schwartz	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005. Mr. Schwartz previously served as Senior Trial Counsel for the U.S. Securities and Exchange Commission and Assistant U.S. Attorney for the Southern District of Florida.
Kevin P. Jacobs	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; AV Rated; admitted to the Florida Bar in 1999; extensive experience in commercial litigation matters in federal and state trial and appellate courts for over 18 years, primarily in Miami-Dade County, Florida and the Southern District of Florida.
Cara J. Grand	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.