

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Objection Deadline:**

**November 27, 2018 at 4:00 p.m. (ET)**

**EIGHTH MONTHLY APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROVINCE, INC., AS OPERATIONAL  
AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM  
SEPTEMBER 1, 2018 THROUGH AND INCLUDING SEPTEMBER 30, 2018**

Name of Applicant:	Province, Inc.
Authorized to Provide Professional Services to:	Woodbridge Group of Companies, LLC, <i>at al.</i>
Date of Retention:	March 27, 2018 <i>Nunc Pro Tunc</i> to February 1, 2018
Period for which Compensation and Reimbursement is Sought:	September 1, 2018 – September 30, 2018 <sup>2</sup>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$200,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$23.18

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

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

<sup>2</sup> Province, Inc. reserves the right to include any time expended in the period indicated above in future application(s) if it is not included herein.

**BILLING SUMMARY**  
**September 1, 2018 – September 30, 2018**

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$820	16.0	\$13,120.00
David Dachelet, Esq.	Director - Bar admission in 1998.	\$580	33.8	\$19,604.00
Mark Kemper	Senior Associate - Corporate restructuring.	\$435	184.0	\$80,040.00
Marion Fong	Real Estate Consultant	\$375	199.0	\$74,625.00
	<b>Subtotal</b>		<b>432.8</b>	<b>\$187,389.00</b>
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Beth Robinson		\$150	1.0	\$150.00
Erica Mattson		\$150	2.0	\$300.00
	<b>Subtotal</b>		<b>3.0</b>	<b>\$450.00</b>
			Fee Statement Hours	Total Compensation
	<b>Subtotal</b>		<b>435.8</b>	<b>\$187,839.00</b>
	<b>Travel Discount</b>		<b>(3.5)</b>	<b>(\$1,522.50)</b>
	<b>Grand Total</b>		<b>432.3</b>	<b>\$186,316.50</b>

**COMPENSATION BY CATEGORY**

Project Categories	Total Hours	Total Fees
Accounting	19.0	\$12,362.50
Business Analysis / Operations	344.0	\$139,555.00
Legal, HR and Risk	65.8	\$32,876.50
Travel (billed at 50%)	3.5	\$1,522.50
<b>Grand Total</b>	<b>432.3</b>	<b>\$186,316.50</b>

**EXPENSE SUMMARY**

Expense Category	Description	Total Expenses
Ground Transportation	Mileage and parking fee.	\$23.18
<b>Total Expenses</b>		<b>\$23.18</b>

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Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 261], entered on January 9, 2018 (the “Administrative Order”), Province, Inc. (“Province”), the operational and financial advisor for the above-mentioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its *Eighth Monthly Application of Province, Inc., as Operational and Financial Advisor to the Debtors, for Compensation and for Reimbursement of Expenses for the Period from September 1, 2018 through September 30, 2018* (the “Application”).

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By this Application, Province seeks a monthly interim allowance of compensation in the amount of \$200,000.00 and actual and necessary expenses in the amount of \$23.18 for a total allowance of \$200,000.00 and payment of \$160,000.00 (80% of the allowed fees) and reimbursement of \$23.18 (100% of the allowed expenses) for a total payment of \$160,023.18 for the period September 1, 2018 through September 30, 2018 (the “Eighth Monthly Fee Period”).

Pursuant to Local Bankruptcy Rule 2016-2, this Application is supported by the Certification of Paul Huygens, which is annexed hereto as Exhibit A. In support of this Application, Province respectfully represents as follows:

#### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328, 330 and 331 Bankruptcy Code, Bankruptcy Rule 2016, and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

#### **BACKGROUND**

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

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

3. The Debtors’ chapter 11 cases (collectively, the “Chapter 11 Cases”) are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. As of the date hereof, no trustee has been appointed in the Chapter 11 Cases.

2. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [D.I. 357].

4. On March 2, 2018, the Debtors filed their *Application for Entry of an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 692] (the “Employment Application”). On March 27, 2018, this Court entered its *Order, Pursuant Sections 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 835] (the “Employment Order”).

### **RELIEF REQUESTED**

5. Province submits this Application pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Administrative Order, and the Employment Order. By this Application, Province seeks allowance of compensation and payment of the flat monthly fee for professional services rendered to the Debtors during

the Eighth Monthly Fee Period in the amount of \$200,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$23.18 All services for which Province requests compensation were performed for or on behalf of the Debtors.

6. Province has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Province has received no retainer in this matter.

7. Attached as Exhibit B is a list of professionals providing services; their respective billing rates; the aggregate hours expended by each professional; a general description of services rendered, summarized by project category; a fee summary; detailed time records with a description of the services performed by each professional and the time expended; and a summary and detail of out-of-pocket expenses incurred.

#### **SUMMARY OF SERVICES**

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

9. As stated in the Employment Application, Province works with Mariposa Real Estate Advisors, LLC (“Mariposa”) to assist with the complex business planning and forecasting that these cases require. Marion Fong is the sole employee of Mariposa that has rendered professional services during the Eighth Monthly Fee Period.

10. During the Eighth Monthly Fee Period, the Debtors relied heavily on the experience and expertise of the above-named persons in dealing with matters described in

detail below. As a result, Province's highly skilled restructuring and bankruptcy professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

11. A summary of some of the more significant services rendered by Province during the Eighth Monthly Fee Period follows. This summary is divided according to the project categories used by Province in its billing in these cases. A detailed time log of all tasks performed by Province during the Eighth Monthly Fee Period is set forth on Exhibit B hereto.

**B. Accounting**

**Fees: \$12,362.50; Total Hours: 19.0**

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

13. Specific services provided by Province during the Eighth Monthly Fee Period include, but are not limited to:

- i. Meetings and correspondence with accounting staff to discuss developing/improving procedures for payables, receivables, general ledger accounting and financial reporting;
- ii. Reviewing and approving outstanding invoices;
- iii. Coordinating the payables and bank reconciliation processes; and
- iv. Preparing the August monthly operating report.

**C. Business Analysis / Operations**

**Fees: \$139,555.00; Total Hours: 344.0**

14. Incorporated within this category is time spent by Province personnel in connection with the evaluation, analysis and oversight of certain aspects of the Debtors' business and operation.

15. Specific services provided by Province during the Eighth Monthly Fee Period include, but are not limited to:

- i. Maintaining the 13-week cash flow;
- ii. Preparing and revising valuations for real estate assets of the Debtors;
- iii. Reviewing and corresponding re offers for real estate assets;
- iv. Discussing sale processes with various realtors;
- v. Developing long-term business plans and recovery scenarios;
- vi. Coordinating with and overseeing outside general contractors; and
- vii. Preparing discussion materials and corresponding with constituents regarding all of the above.

**D. Legal, HR and IT**

**Fees: \$32,876.50; Total Hours: 65.8**

16. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the legal, human resources, and information technology aspects of the Debtors' business operations.

17. Specific services provided by Province during the Eighth Monthly Fee Period include, but are not limited to:

- i. Overseeing internal legal staff and coordinating legal matters (generally only those matters relating to ongoing operations);



- ii. Overseeing IT work streams and communicating with IT staff regarding work flow. Overseeing HR workstreams and resolving related issues;
- iii. Preparing and/or reviewing various development and sales agreements
- iv. Managing legal disputes; and
- v. Working with bankruptcy counsel to resolve bankruptcy-related operational issues.

**E. Travel**

**Fees: \$1,522.50 (billed at 50%); Total Hours: 3.5 net (7.0 total)**

18. Incorporated within this task code is time incurred by Province personnel while traveling to (i) the Debtors' offices in Sherman Oaks and (ii) general contractors' offices for meetings. Province voluntarily discounted travel time by fifty percent (50%) for all non-working travel time incurred by its professionals.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES**

19. Consistent with the Employment Order, Province charges the Debtors for actual, identifiable, non-overhead travel expenses incurred regarding the Debtors' Chapter 11 Cases. Examples of travel expenses are described below. Except for the cost of specifically-identified conference call charges, Province **does not** charge for telephone calls, faxes, or other administrative expenses. The policies employed by Province for seeking reimbursement for out-of-pocket travel expenses are as follows:

- i. **Airfare/Train** – Costs incurred by Province professionals when traveling by air or train to/from other cities on behalf of the Debtors are incorporated into this Application;
- ii. **Ground Transportation** – Expenses incurred by Province professionals for local transportation while outside of their home cities (on matters related to these Chapter 11 Cases) are incorporated into this Application. Such costs primarily consist of taxi cab fares incurred by Province personnel while traveling. Also incorporated within this category are expenses incurred by Province professionals

- regarding traveling to/from airports and parking at airports while traveling out-of-town on client matters;
- iii. **Lodging** – Costs incurred by Province professionals for lodging while traveling on behalf of the Debtors (on matters related to these Chapter 11 Cases) are incorporated into this Application;
  - iv. **Meals** – Costs incurred by Province professionals for meals while traveling outside of their home cities or for working lunch meetings (on matters related to these Chapter 11 Cases) are incorporated into this Application; and
  - v. **Miscellaneous** – Costs incurred by Province professionals for various charges including in-flight Wi-Fi, supplies, and financial research.

### **BASIS FOR RELIEF**

20. Bankruptcy Code section 330(a) permits the payment of “reasonable compensation for actual, necessary services rendered by [a] . . . professional person” and “reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Reasonableness of compensation is evaluated by the “market-driven approach” which considers the nature, extent, and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo, Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

21. Other guideline factors to be considered in awarding compensation were enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717 (5th Cir. 1974), a non-bankruptcy case. *See also In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977) (applying the *Johnson* factors to a case under the Bankruptcy Act). The Third Circuit has suggested that the *Johnson* guideline factors, in part set forth below, may be relevant to determining the reasonableness of fees under the Bankruptcy Code. *See, e.g., Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 & n.8

(3d Cir. 1999) (enumerating the *Johnson* factors and noting that “many courts continue to employ the twelve factors set forth in *Johnson*”).

a. **Time and Labor Required.** Province’s professional services on behalf of the Debtors have required 432.3 hours of professional time in this Eighth Monthly Fee Period. The Debtors were required to restructure operations in a short amount of time, necessitating Province’s role as operational and financial advisor. Province has staffed this case efficiently. Where work could be performed by professionals with lower rates, Province used such professionals to perform the assignments. A significant amount of the services rendered required a high degree of professional competence and expertise. For those services, Province utilized senior professionals.

b. **The Novelty and Difficulty of Questions.** Unique and complex issues arose during the Eighth Monthly Fee Period. Province has advised the Debtors and its counsel regarding these issues.

c. **The Skill Requisite to Perform Services Properly.** These bankruptcy cases address issues which raise complex questions. The cases require a high level of skill and expertise to efficiently and accurately analyze the economic effects of proposed sale of the Debtors and to accurately forecast the performance of the Debtors during these chapter 11 proceedings, among other things.

d. **The Preclusion of Other Employment by the Applicant Due to Acceptance of the Cases.** Province is not aware of any other employment precluded by acceptance of these cases; however, Province professionals providing services to the Debtors were not available to service other clients at Province’s customary rates.

e. **Whether the Fee is Fixed or Contingent.** Pursuant to the terms of the Retention Order, Province will bill at a fixed, flat monthly rate of \$200,000.00 and will seek compensation for all necessary out-of-pocket expenses incurred, with the exception of airfare or train travel to and from the Debtors' Sherman Oaks office and the Province professionals' home office. Province's fee is fixed, not dependent on the outcome of these cases; however pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professional retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.

f. **Time Limitations Imposed by the Circumstances.** Province has been working diligently and as quickly as possible to assist the Debtors in instituting appropriate internal staffing, processes and oversight, to effectuate the administrative orders entered by the Court, and to ensure an efficient reorganization of the Debtors' business and operations.

g. **The Amount Involved and Results Obtained.** Province has been prudent in the amount of time incurred on various tasks and believes its efforts benefited the Debtors greatly.

h. **The Experience, Reputation, and Ability of Province Professionals.** Province's professionals engaged in these cases have also worked on many other large bankruptcy cases and have considerable experience advising debtors in chapter 11 bankruptcies.

22. Province respectfully submits that its flat rate fee is reasonable and that the expenses incurred during the Eighth Monthly Fee Period were both actual and necessary.

In addition, both the fees and expenses are consistent with Province's arrangement with the Debtors and the terms of the Employment Order.

**RESERVATION OF RIGHTS**

23. To the extent time or disbursement charges for services rendered or disbursements incurred relate to this Eighth Monthly Fee Period but were not processed prior to the preparation of this Application, or Province has for any other reason not sought compensation or reimbursement of expenses herein for any services rendered or expenses incurred during the Eighth Monthly Fee Period, Province reserves the right to request additional compensation for such services and reimbursement of expenses in a future application.

*[Remainder of this page intentionally left blank]*

**CONCLUSION**

24. It is respectfully submitted that the amount requested by Province is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE, Province respectfully requests (i) approval of compensation in the amount of \$200,000.00 and reimbursement of actual and necessary expenses in the amount of \$23.18 for a total allowance of \$200,000.00; (ii) payment of \$160,023.18 (80% of the allowed fees and 100% of the allowed expenses); and (iii) such other and further relief as this Court may deem just and proper.

Dated: November 7, 2018

PROVINCE, INC.

By: /s/ Paul Huygens

Paul Huygens, Principal  
2360 Corporate Circle, Suite 330  
Henderson, NV 89074  
Telephone: 702.685.5555  
Facsimile: 702.685.5556  
Email: phuygens@provincefirm.com

*Operational and Financial Advisor to  
the Debtors*

**EXHIBIT A**  
**Certification**

**IN THE UNITED STATES BANKRUPTCY COURT  
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Chapter 11

Case No. 17-12560 (KJC)

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**CERTIFICATION OF PAUL HUYGENS**

I, Paul Huygens, a principal with the firm, Province, after being duly sworn according to law, deposes and says:<sup>2</sup>

1. I am a Principal of the applicant firm, Province, Inc. ("Province"), with offices located in the Las Vegas, Los Angeles, Baltimore and Miami metro areas. I am duly authorized to make this verification on behalf of Province. Province was retained as operational and financial advisor to the debtors captioned above (the "Debtors") on February 1, 2018 and Province's employment application was approved by the Court on March 27, 2018.
2. I have personally performed many of the services rendered by Province as operational and financial advisor to the Debtor and am familiar with the other work performed on behalf of the Debtors by the other professionals in the firm.

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<sup>2</sup> All capitalized terms not otherwise defined have the meanings ascribed to them in the Application.



3. The *Eighth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from September 1, 2018 through and including September 30, 2018* (the “Application”) was prepared at my direction. The facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

4. For this matter, Province has agreed to accept a flat monthly fee in the amount of \$200,000.00 for services rendered on behalf of the Debtors.

5. I have reviewed the Court’s Local Rule 2016-2 and the United States Trustee’s *Guidelines for Review of Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “Guidelines”). The Application substantially complies with Local Rule 2016-2 and the Guidelines.

Executed under penalty of perjury of the laws of the United States on this 7<sup>th</sup> day of November 2018.

/s/ Paul Huygens

Paul Huygens, Principal  
Province, Inc.

**EXHIBIT B**

**Detailed Summaries of Services Performed and  
Expenses Incurred by Province Professionals**

**DETAILED SUMMARIES OF SERVICES PERFORMED BY THE  
PROFESSIONALS OF PROVINCE, INC., AS OPERATIONAL AND  
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<b>Grand Total</b>	<b>432.3</b>	<b>\$186,316.50</b>

**BILLING DETAILS**

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/3/2018	Marion Fong	Worked on post Confirmation cash flow sensitivity analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
9/3/2018	Marion Fong	Review and approve invoices for payment.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/3/2018	Marion Fong	Participate in Sage implementation planning.	Business Analysis / Operations	2.00	375.00	\$750.00
9/3/2018	Marion Fong	Performed contract reviews.	Business Analysis / Operations	2.00	375.00	\$750.00
9/3/2018	Marion Fong	Execute administrative tasks.	Business Analysis / Operations	1.00	375.00	\$375.00
9/4/2018	David Dachelet	Monitor and consider settlement terms on 1432 Tanager dispute.	Legal, HR & IT	1.50	580.00	\$870.00
9/4/2018	David Dachelet	Review 714 Oakhurst closeout status report.	Legal, HR & IT	1.00	580.00	\$580.00
9/4/2018	Mark Kemper	Meetings with E. Skinner to discuss AP and other accounting process. Started outlining internal control flowcharts.	Accounting	2.00	435.00	\$870.00
9/4/2018	Mark Kemper	Worked on finalizing Lago Vista terms and addendum. Calls with M. Sahakian to discuss outstanding items.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/4/2018	Mark Kemper	Completed Lago Vista sales and disclosure documents. Reviewed with F. Chin and obtained sign off.	Business Analysis / Operations	2.00	435.00	\$870.00
9/4/2018	Mark Kemper	Meetings with F. Chin and M. Rosenfeld to discuss Alto Cedro request for repairs.	Business Analysis / Operations	1.00	435.00	\$435.00
9/4/2018	Mark Kemper	Reviewed buyers request for repairs and inspection reports on Alto Cedro.	Business Analysis / Operations	0.50	435.00	\$217.50
9/4/2018	Mark Kemper	Meetings with A. Beck, N. Troszak and D. Fiddler to discuss status of construction related contracts to be assumed and rejected. Discussed critical vendors, outstanding amounts owed and possible effects on other properties.	Business Analysis / Operations	1.00	435.00	\$435.00
9/4/2018	Marion Fong	Produce staging cost analysis by project.	Business Analysis / Operations	2.00	375.00	\$750.00
9/4/2018	Marion Fong	Art rental cost analysis by project.	Business Analysis / Operations	1.50	375.00	\$562.50
9/4/2018	Marion Fong	Evaluate maintenance carry costs by project.	Business Analysis / Operations	1.50	375.00	\$562.50
9/4/2018	Marion Fong	Review liquidation agreement for borrowing mechanism.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/4/2018	Marion Fong	Read wind down entity agreement.	Business Analysis / Operations	1.50	375.00	\$562.50
9/4/2018	Marion Fong	Management discussion regarding capital needs and strategy.	Business Analysis / Operations	0.50	375.00	\$187.50
9/4/2018	Marion Fong	Market stratification charts request.	Business Analysis / Operations	0.50	375.00	\$187.50
9/5/2018	Paul Huygens	Review and approve wire transfers, weekly payroll and have call with E. Skinner August financial close and Sage transition.	Accounting	1.00	820.00	\$820.00
9/5/2018	David Dachelet	Review daily BK docket and filings.	Legal, HR & IT	0.50	580.00	\$290.00
9/5/2018	David Dachelet	Continue to monitor status for 714 Oakhurst closeout.	Legal, HR & IT	0.50	580.00	\$290.00
9/5/2018	Mark Kemper	Meeting with FTI to discuss property values, listing prices and Owlwood plan.	Business Analysis / Operations	1.00	435.00	\$435.00
9/5/2018	Mark Kemper	Call with unsecured creditors committee.	Business Analysis / Operations	0.50	435.00	\$217.50
9/5/2018	Mark Kemper	Worked on internal control flowchart and write-up for real estate valuation process.	Business Analysis / Operations	2.00	435.00	\$870.00
9/5/2018	Mark Kemper	Worked on compiling outstanding bond schedule using various difference source documents.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/5/2018	Mark Kemper	Reviewed Lago Vista historical consultant agreements. Discuss process with Plus Development to apply for a certificate of ineligibility.	Business Analysis / Operations	1.50	435.00	\$652.50
9/5/2018	Mark Kemper	Call with F. Chin and Lago Vista broker to discuss demo permit issues.	Business Analysis / Operations	0.50	435.00	\$217.50
9/5/2018	Mark Kemper	Worked with E. Skinner and M. Fong to finalized I-BN contract and Sage implementation plan.	Business Analysis / Operations	1.50	435.00	\$652.50
9/5/2018	Mark Kemper	Discussion and review of internal control process with E. Skinner, M. Fong and DSI.	Business Analysis / Operations	1.50	435.00	\$652.50
9/5/2018	Marion Fong	Post Confirmation cash flow sensitivity analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/5/2018	Marion Fong	September Dip draw projection.	Business Analysis / Operations	1.50	375.00	\$562.50
9/5/2018	Marion Fong	Invoices review for payment.	Business Analysis / Operations	2.50	375.00	\$937.50
9/5/2018	Marion Fong	Worked on staging strategy.	Business Analysis / Operations	0.50	375.00	\$187.50
9/5/2018	Marion Fong	Value / pricing discussions.	Business Analysis / Operations	0.50	375.00	\$187.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/5/2018	Marion Fong	Payment duplication - AP process review.	Business Analysis / Operations	1.50	375.00	\$562.50
9/5/2018	Marion Fong	Worked on collection of prior overpayment.	Business Analysis / Operations	1.50	375.00	\$562.50
9/5/2018	Marion Fong	Worked with E. Skinner and M. Kemper to finalized I-BN contract and Sage implementation plan.	Business Analysis / Operations	1.50	375.00	\$562.50
9/5/2018	Marion Fong	Discussion and review of internal control process with E. Skinner, M. Kemper and DSI.	Business Analysis / Operations	1.50	375.00	\$562.50
9/6/2018	Paul Huygens	Discussion with N. Troszak re update on actg and forensic workstreams, staffing, and confirmation.	Business Analysis / Operations	0.50	820.00	\$410.00
9/6/2018	Paul Huygens	Call with P. Sullivan and E. Skinner re HR and payroll issues, actg program transition.	Legal, HR & IT	1.00	820.00	\$820.00
9/6/2018	David Dachelet	Continue to monitor status for 714 Oakhurst closeout.	Legal, HR & IT	0.50	580.00	\$290.00
9/6/2018	Mark Kemper	Calls with T. Fridman, Bulli Architects and Nimes buyer representative to discuss Title issues.	Business Analysis / Operations	1.00	435.00	\$435.00
9/6/2018	Mark Kemper	Discussions with M. Fong and F. Chin regarding go forward liquidity issues in down side case. Review cash flow projections and discussed sale timing.	Business Analysis / Operations	2.00	435.00	\$870.00
9/6/2018	Mark Kemper	Worked on tracking down outstanding bonds with the City of LA. Discussions with J. Hoard regarding status of Foothill and Multiview bonds.	Business Analysis / Operations	1.00	435.00	\$435.00
9/6/2018	Mark Kemper	Reviewed and discussed with M. Fong, future DIP borrowing capacity after projected asset sales.	Business Analysis / Operations	0.50	435.00	\$217.50
9/6/2018	Mark Kemper	Discussions with A. Beck and reviewed construction contracts to be assumed.	Business Analysis / Operations	1.00	435.00	\$435.00
9/6/2018	Mark Kemper	Discussions with F. Chin and Glaser Weil to discuss remedial permits that cover 801 Nimes, 805 Nimes and 642 St Cloud.	Business Analysis / Operations	1.00	435.00	\$435.00
9/6/2018	Mark Kemper	Call with T. Di Prizito to discuss Oakhurst listing and to discuss the sale process while in bankruptcy.	Business Analysis / Operations	0.50	435.00	\$217.50
9/6/2018	Mark Kemper	Prepared updated master offer summary for board meeting.	Business Analysis / Operations	1.50	435.00	\$652.50
9/6/2018	Mark Kemper	Reviewed broker updates for various properties.	Business Analysis / Operations	0.50	435.00	\$217.50
9/6/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/6/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/6/2018	Mark Kemper	Review of Owlwood title report prior to meeting with Glaser Weil.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/6/2018	Marion Fong	Review and approve stacks of construction invoices.	Business Analysis / Operations	3.50	375.00	\$1,312.50
9/6/2018	Marion Fong	Prepare post confirmation cash analysis and schedules.	Business Analysis / Operations	2.00	375.00	\$750.00
9/6/2018	Marion Fong	DIP collateral value and capacity analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
9/6/2018	Marion Fong	Projected cash through effective date.	Business Analysis / Operations	2.50	375.00	\$937.50
9/6/2018	Marion Fong	Discussions with M. Kemper and F. Chin regarding go forward liquidity issues in down side case. Review cash flow projections and discussed sale timing.	Business Analysis / Operations	2.00	375.00	\$750.00
9/6/2018	Marion Fong	Reviewed and discussed with M. Kemper future DIP borrowing capacity after projected asset sales.	Business Analysis / Operations	0.50	375.00	\$187.50
9/7/2018	Mark Kemper	Researched Mount Washington Investments LLC entity and properties under ownership. Tracked APN's 5460-015-029 and 5460-015-028.	Business Analysis / Operations	1.50	435.00	\$652.50
9/7/2018	Mark Kemper	Revised the master broker summary for adjusted prices and listings.	Business Analysis / Operations	1.00	435.00	\$435.00
9/7/2018	Mark Kemper	Call with F. Chin, FTI and Owlwood brokers to discuss new marketing plan. Discussed pricing with F. Chin of new plan.	Business Analysis / Operations	1.50	435.00	\$652.50
9/7/2018	Mark Kemper	Call and meetings with F. Chin to discuss Owlwood items needing to be complete to untie lots.	Business Analysis / Operations	1.00	435.00	\$435.00
9/7/2018	Mark Kemper	Review of City of Los Angeles Fire Department notices. Discuss with M. Rosenfeld cost necessary to pass inspection.	Business Analysis / Operations	1.00	435.00	\$435.00
9/7/2018	Mark Kemper	Reviewed amended plan, Trust and Wind Down agreements for provisions allowing for debt.	Business Analysis / Operations	1.00	435.00	\$435.00
9/7/2018	Mark Kemper	Analysis of pre and post-petition liquidity. Discussions with F. Chin and M. Fong to determine sales needed to pay off DIP and make initial distribution.	Business Analysis / Operations	2.00	435.00	\$870.00
9/7/2018	Marion Fong	Review and approved contractor invoices for payment.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/7/2018	Marion Fong	Project cost update.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/7/2018	Marion Fong	Update business plans.	Business Analysis / Operations	2.00	375.00	\$750.00
9/7/2018	Marion Fong	Execute administrative tasks.	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/7/2018	Marion Fong	Analysis of pre and post-petition liquidity. Discussions with F. Chin and M. Kemper to determine sales needed to pay off DIP and make initial distribution.	Business Analysis / Operations	1.00	375.00	\$375.00
9/8/2018	Paul Huygens	Review and approve about 20 legal bills.	Accounting	0.50	820.00	\$410.00
9/8/2018	David Dachelet	Monitor active Sagebrook litigation and dismissal.	Legal, HR & IT	0.50	580.00	\$290.00
9/10/2018	Paul Huygens	Correspond with actg team re August close and payables approvals.	Accounting	0.50	820.00	\$410.00
9/10/2018	Paul Huygens	Review draft OCP schedule, research and have call with J. Wells to discuss (0.2). Review and approve final.	Legal, HR & IT	0.50	820.00	\$410.00
9/10/2018	David Dachelet	Review, correspond and consider 1118 Tower offer.	Legal, HR & IT	0.50	580.00	\$290.00
9/10/2018	David Dachelet	Review Woodbridge Guarantor reaffirmation correspondence.	Legal, HR & IT	0.30	580.00	\$174.00
9/10/2018	David Dachelet	Review and approve Jeffer invoices and confer with them re same.	Legal, HR & IT	0.50	580.00	\$290.00
9/10/2018	David Dachelet	Review and calendar critical dates update by Young Conway.	Legal, HR & IT	0.50	580.00	\$290.00
9/10/2018	Mark Kemper	Reviewed historical consultant contracts for Lago Vista.	Business Analysis / Operations	1.00	435.00	\$435.00
9/10/2018	Mark Kemper	Call with M. Noah regarding Beverly Grove marketing plan.	Business Analysis / Operations	0.50	435.00	\$217.50
9/10/2018	Mark Kemper	Researched Mount Washington Investments entity and lots that may be own in Mount Washington area in response to brush clearing letter from the fire department.	Business Analysis / Operations	1.50	435.00	\$652.50
9/10/2018	Mark Kemper	Site visit to Hidden Hills properties. Meeting with general contractor and stager to discuss the projects.	Business Analysis / Operations	3.50	435.00	\$1,522.50
9/10/2018	Mark Kemper	Reviewed and commented on listing of contracts to be assumed.	Business Analysis / Operations	0.50	435.00	\$217.50
9/10/2018	Mark Kemper	Worked on counter offer on 1118 Tower Rd. Drafted board approval write-up and discuss terms with broker. Prepared purchase addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/10/2018	Mark Kemper	Review and analysis of Gajian offer on 714 Oakhurst.	Business Analysis / Operations	1.00	435.00	\$435.00
9/10/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/10/2018	Marion Fong	Review and approve construction invoices.	Business Analysis / Operations	2.00	375.00	\$750.00
9/10/2018	Marion Fong	Site Inspection.	Business Analysis / Operations	3.50	375.00	\$1,312.50
9/10/2018	Marion Fong	Colorado lot inventory analysis.	Business Analysis / Operations	2.00	375.00	\$750.00



Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/11/2018	Paul Huygens	Update call with E. Skinner (0.3). Review and approve 6 legal bills.	Accounting	0.50	820.00	\$410.00
9/11/2018	Paul Huygens	Review and approve weekly payroll.	Legal, HR & IT	0.50	820.00	\$410.00
9/11/2018	David Dachelet	Work on Tanager dispute.	Legal, HR & IT	1.00	580.00	\$580.00
9/11/2018	David Dachelet	Review Woodbridge docket update.	Legal, HR & IT	0.50	580.00	\$290.00
9/11/2018	David Dachelet	Review status of 714 Oakhurst closeout.	Legal, HR & IT	0.50	580.00	\$290.00
9/11/2018	Mark Kemper	Review Sage implementation templates. Discussions with DSI regarding action plan.	Business Analysis / Operations	1.50	435.00	\$652.50
9/11/2018	Mark Kemper	Sage 100 Implementation Planning meeting.	Business Analysis / Operations	1.50	435.00	\$652.50
9/11/2018	Mark Kemper	Meeting with Crimson IT to discuss Sage implementation and other IT related matters.	Legal, HR & IT	0.50	435.00	\$217.50
9/11/2018	Mark Kemper	Call with D. Tabibian to discuss Mount Washington Investments research and other title searches.	Business Analysis / Operations	0.50	435.00	\$217.50
9/11/2018	Mark Kemper	Worked on board write-up to counter Owlwood offer. Worked with brokers to prepare counter offer. Discussions with G. Levy regarding new addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/11/2018	Mark Kemper	Worked on preparing board write-up for 714 Oakhurst. Discussions with brokers regarding terms of counter. Prepared purchase addendum.	Business Analysis / Operations	2.00	435.00	\$870.00
9/11/2018	Mark Kemper	Reviewed and signed off on various CO closing documents.	Business Analysis / Operations	0.50	435.00	\$217.50
9/11/2018	Mark Kemper	Review of the Granito lots project summary.	Business Analysis / Operations	0.50	435.00	\$217.50
9/11/2018	Marion Fong	Sage implementation coordination.	Business Analysis / Operations	1.00	375.00	\$375.00
9/11/2018	Marion Fong	Project cost invoice analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
9/11/2018	Marion Fong	Liquidation Trust accounting - review of sample 10k/10q.	Business Analysis / Operations	1.00	375.00	\$375.00
9/11/2018	Marion Fong	Ongoing construction project status analysis.	Business Analysis / Operations	2.50	375.00	\$937.50
9/11/2018	Marion Fong	Work on portfolio Mix analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
9/11/2018	Marion Fong	Review and approve contractor invoices.	Business Analysis / Operations	1.50	375.00	\$562.50
9/12/2018	Paul Huygens	Call with E. Skinner re august financials, actg system transition. Correspond with B. Wise re expense reimbursements for the week.	Accounting	0.50	820.00	\$410.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/12/2018	David Dachelet	Review 714 Oakhurst Titan closeout issues.	Legal, HR & IT	0.50	580.00	\$290.00
9/12/2018	David Dachelet	Continue work on Tanager dispute and settlement negotiations.	Legal, HR & IT	1.50	580.00	\$870.00
9/12/2018	Mark Kemper	Reviewed final assumed contracts list from DSI. Provided comments.	Business Analysis / Operations	1.00	435.00	\$435.00
9/12/2018	Mark Kemper	Calls with various brokers to discuss pricing and updates on property sales.	Business Analysis / Operations	1.50	435.00	\$652.50
9/12/2018	Mark Kemper	Discussed and review distribution analysis with F. Chin and M. Fong.	Business Analysis / Operations	1.00	435.00	\$435.00
9/12/2018	Mark Kemper	Call with F. Chin and Glaser Weil regarding 805 Nimes title issues and buyer request for credit.	Business Analysis / Operations	1.00	435.00	\$435.00
9/12/2018	Mark Kemper	Prepared master offer schedule and board approval package for board meeting. Worked on write-up for Mandeville Canyon offer.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/12/2018	Mark Kemper	Worked on pulling updated sale comps for various areas to update property valuation.	Business Analysis / Operations	3.50	435.00	\$1,522.50
9/12/2018	Marion Fong	Cash Projection - September.	Business Analysis / Operations	1.50	375.00	\$562.50
9/12/2018	Marion Fong	Cash projection - through November 2018.	Business Analysis / Operations	1.50	375.00	\$562.50
9/12/2018	Marion Fong	Net Sales Revenue Comparison for FTI call.	Business Analysis / Operations	1.00	375.00	\$375.00
9/12/2018	Marion Fong	Net cash flow comparison for FTI Call.	Business Analysis / Operations	1.50	375.00	\$562.50
9/12/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	2.00	375.00	\$750.00
9/12/2018	Marion Fong	Invoice review comments discussion.	Business Analysis / Operations	2.50	375.00	\$937.50
9/12/2018	Marion Fong	Business plan model modifications.	Business Analysis / Operations	2.50	375.00	\$937.50
9/12/2018	Marion Fong	Discussed and review distribution analysis with F. Chin and M. Kemper.	Business Analysis / Operations	1.00	375.00	\$375.00
9/13/2018	Paul Huygens	Review and approve for pymt DIP lender legal invoices and Miller invoice (0.3). Correspond with E. Skinner re same and staffing decisions.	Accounting	0.50	820.00	\$410.00
9/13/2018	David Dachelet	Continue work on Tanager dispute and settlement drafting.	Legal, HR & IT	1.00	580.00	\$580.00
9/13/2018	Mark Kemper	Meeting with F. Chin and M. Fong regarding sales projections, DIP payoff and initial distribution.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/13/2018	Mark Kemper	Analysis of 8124 W 3rd street building to assess listing price. Discussions with broker regarding comps and re-launch of the property.	Business Analysis / Operations	2.00	435.00	\$870.00
9/13/2018	Mark Kemper	Call with E. Carswell to discuss Madeville counter. Prepared counter addendum and assess pool credit. Reviewed final counter.	Business Analysis / Operations	1.00	435.00	\$435.00
9/13/2018	Mark Kemper	Review of latest Trust and wind down entity agreements. Discussed with F. Chin and M. Fong.	Business Analysis / Operations	1.00	435.00	\$435.00
9/13/2018	Mark Kemper	Worked on Oakhurst counter offer, terms and addendum. Calls with brokers to discuss issues and to finalize counter.	Business Analysis / Operations	2.00	435.00	\$870.00
9/13/2018	Mark Kemper	Gathered comps, average days on market, average price per sqft and properties currently listed for sale. Started analysis by area for board material slides.	Business Analysis / Operations	3.50	435.00	\$1,522.50
9/13/2018	Mark Kemper	Weekly call with board.	Business Analysis / Operations	1.00	435.00	\$435.00
9/13/2018	Marion Fong	Board call participation and prep.	Business Analysis / Operations	1.50	375.00	\$562.50
9/13/2018	Marion Fong	Work on administrative / HR and staffing matters.	Legal, HR & IT	3.00	375.00	\$1,125.00
9/13/2018	Marion Fong	Cash projection prep and analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
9/13/2018	Marion Fong	Business plan model modifications.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/13/2018	Marion Fong	Review of latest Trust and wind down entity agreements. Discussed with F. Chin and M. Kemper.	Business Analysis / Operations	0.50	375.00	\$187.50
9/13/2018	Marion Fong	Meeting with F. Chin and M. Kemper regarding sales projections, DIP payoff and initial distribution.	Business Analysis / Operations	1.00	375.00	\$375.00
9/14/2018	David Dachelet	Continue work on Tanager settlement issues.	Legal, HR & IT	0.50	580.00	\$290.00
9/14/2018	Mark Kemper	Weekly property meeting with Plus Development.	Business Analysis / Operations	1.50	435.00	\$652.50
9/14/2018	Mark Kemper	Calls and discussions with T. Fridman, F. Chin and Glaser Weil to discuss 805 Nimes issues and action plan.	Business Analysis / Operations	1.00	435.00	\$435.00
9/14/2018	Mark Kemper	Call with J. Grauman and F. Chin regarding Foothill sale and Tower Rd offer.	Business Analysis / Operations	0.50	435.00	\$217.50
9/14/2018	Mark Kemper	Call with Plus Development, DSI and F. Chin to discuss response to 805 Nimes buyer.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/14/2018	Mark Kemper	Call with S. Jones and F. Chin regarding offer on Walden. Prepared new valuation analysis based on latest comps. Discussed counter offer price and possible new listing price.	Business Analysis / Operations	1.50	435.00	\$652.50
9/14/2018	Mark Kemper	Calls with F. Chin and Y. Sarraf to discuss new 8124 W 3rd Street pricing. Reviewed new offering memorandum and broker listing agreement.	Business Analysis / Operations	2.00	435.00	\$870.00
9/14/2018	Mark Kemper	Worked on CO offers on TBD Brookie, 1165 Heritage and 406 Crystal Canyon.	Business Analysis / Operations	1.50	435.00	\$652.50
9/14/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/14/2018	Marion Fong	Worked on administrative / HR matters.	Legal, HR & IT	2.00	375.00	\$750.00
9/14/2018	Marion Fong	Business plan model modifications.	Business Analysis / Operations	2.00	375.00	\$750.00
9/14/2018	Marion Fong	Participate in weekly Plus call.	Business Analysis / Operations	1.00	375.00	\$375.00
9/14/2018	Marion Fong	Worked on accounting/ admin matters.	Accounting	2.00	375.00	\$750.00
9/15/2018	Mark Kemper	Worked on counter offers and addendums for 1118 Tower and 711 Walden deals.	Business Analysis / Operations	1.00	435.00	\$435.00
9/17/2018	Paul Huygens	Calls with D. Dachelet (0.2) and with E. Skinner (0.3) re legal & confirmation workstreams and august financials respectively.	Accounting	0.50	820.00	\$410.00
9/17/2018	David Dachelet	Review daily docket report filings.	Legal, HR & IT	1.00	580.00	\$580.00
9/17/2018	David Dachelet	Continue work on Tanager dispute and settlement documentation.	Legal, HR & IT	0.50	580.00	\$290.00
9/17/2018	David Dachelet	Work on Tanager settlement and CC&R amendment drafts.	Legal, HR & IT	1.00	580.00	\$580.00
9/17/2018	Mark Kemper	Discussions with M. Fong and DSI regarding payroll changes and timesheet documentation.	Legal, HR & IT	0.50	435.00	\$217.50
9/17/2018	Mark Kemper	Calls with F. Chin and J. Grauman to discuss response to Foothill buyer and updates on Tower. Worked on getting extension language to amend current closing.	Business Analysis / Operations	1.00	435.00	\$435.00
9/17/2018	Mark Kemper	Call with A. Barkau to discuss Mandeville open issues. Worked on seller disclosures and other sale documents.	Business Analysis / Operations	1.50	435.00	\$652.50
9/17/2018	Mark Kemper	Worked with M. Fong on the board presentation materials. Discussions with F. Chin regarding outline. Calls with brokers regarding sale comps and active listings.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/17/2018	Mark Kemper	Meeting with Vesta and brokers at Walden, Oakhurst and Thrasher to discuss possible changes.	Business Analysis / Operations	4.00	435.00	\$1,740.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/17/2018	Mark Kemper	Reviewed title update from Glaser Weil.	Business Analysis / Operations	0.50	435.00	\$217.50
9/17/2018	Marion Fong	Property inspection.	Business Analysis / Operations	4.00	375.00	\$1,500.00
9/17/2018	Marion Fong	Insurance cost review.	Business Analysis / Operations	1.00	375.00	\$375.00
9/17/2018	Marion Fong	Project cost update across portfolio	Business Analysis / Operations	2.00	375.00	\$750.00
9/17/2018	Marion Fong	Contractor invoice review and approval.	Business Analysis / Operations	2.00	375.00	\$750.00
9/17/2018	Marion Fong	Worked on board presentation material with M. Kemper.	Business Analysis / Operations	1.00	375.00	\$375.00
9/17/2018	Marion Fong	Discussions with M. Kemper and DSI regarding payroll changes and timesheet documentation.	Business Analysis / Operations	0.50	375.00	\$187.50
9/18/2018	Paul Huygens	Review and approve weekly payroll and confirm related cash transfers.	Legal, HR & IT	0.50	820.00	\$410.00
9/18/2018	David Dachelet	Work on Tanager settlement and CC&R amendment drafts.	Legal, HR & IT	1.50	580.00	\$870.00
9/18/2018	David Dachelet	Review status of 714 Oakhurst closeout and final inspection.	Legal, HR & IT	0.50	580.00	\$290.00
9/18/2018	David Dachelet	Review pending legal invoices (Council Baradel).	Legal, HR & IT	0.50	580.00	\$290.00
9/18/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	1.00	580.00	\$580.00
9/18/2018	Mark Kemper	Worked on new short-term lease agreement for new tenant for office space in 3rd street property.	Business Analysis / Operations	1.50	435.00	\$652.50
9/18/2018	Mark Kemper	Review of Walden counter and new buyer offer. Internal discussion regarding price and how to counter.	Business Analysis / Operations	1.00	435.00	\$435.00
9/18/2018	Mark Kemper	Worked on updating master offer summary and other board materials.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/18/2018	Mark Kemper	Kick off call with I-BN and Sage regarding implementation. Discussions with E. Skinner and DSI regarding Liquidation Accounting. Review of FASB Topic 205.	Business Analysis / Operations	2.00	435.00	\$870.00
9/18/2018	Mark Kemper	Call with T. Di Prizito to discuss Oakhurst staging and update on offers.	Business Analysis / Operations	0.50	435.00	\$217.50
9/18/2018	Mark Kemper	Worked on assembling comps by area for the board presentation. Worked on assembling active listings.	Business Analysis / Operations	3.00	435.00	\$1,305.00
9/18/2018	Marion Fong	Worked on accounting system transition matters.	Accounting	2.50	375.00	\$937.50
9/18/2018	Marion Fong	Prepare budget to actual and work on forward budget	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/18/2018	Marion Fong	Board meeting preparation.	Business Analysis / Operations	2.00	375.00	\$750.00
9/18/2018	Marion Fong	Business plan model modifications.	Business Analysis / Operations	2.00	375.00	\$750.00
9/18/2018	Marion Fong	Variance analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
9/19/2018	Beth Robinson	Email correspondence back and forth with F. Chin re 1432 Tanager Way Dispute.	Legal, HR & IT	0.50	150.00	\$75.00
9/19/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	1.00	580.00	\$580.00
9/19/2018	David Dachelet	Work on Tanager settlement and CC&R amendment drafts.	Legal, HR & IT	0.50	580.00	\$290.00
9/19/2018	Mark Kemper	Call with F. Chin and Lockton regarding insurance pricing and options.	Business Analysis / Operations	1.00	435.00	\$435.00
9/19/2018	Mark Kemper	Reviewed marketing updates on Walden and Thrasher.	Business Analysis / Operations	0.50	435.00	\$217.50
9/19/2018	Mark Kemper	Worked on board write-ups for Hillcrest, CO lots and 805 Nimes/Nightingale offer.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/19/2018	Mark Kemper	Site visits and meeting with Vesta on 10750 Chalon and 638 Siena Way.	Business Analysis / Operations	3.50	435.00	\$1,522.50
9/19/2018	Mark Kemper	Calls with T. Fridman and Plus Development to discuss Nightingale backup offer. Worked on new addendum to attached to offer.	Business Analysis / Operations	1.50	435.00	\$652.50
9/19/2018	Mark Kemper	Made revisions to draft of 3rd street office lease and sent to Plus Development for review.	Business Analysis / Operations	1.50	435.00	\$652.50
9/19/2018	Marion Fong	Liquidation accounting methodology policy prep and communication.	Business Analysis / Operations	2.00	375.00	\$750.00
9/19/2018	Marion Fong	Executed administrative workstreams re HR matters.	Business Analysis / Operations	1.00	375.00	\$375.00
9/19/2018	Marion Fong	Insurance - call with brokers.	Business Analysis / Operations	1.00	375.00	\$375.00
9/19/2018	Marion Fong	Insurance - analysis of internal budget and forward projections.	Business Analysis / Operations	1.00	375.00	\$375.00
9/19/2018	Marion Fong	Business plan model modifications.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/20/2018	Paul Huygens	Update call with E. Skinner re confirmation/transition issues, property taxes, and august financials.	Accounting	0.50	820.00	\$410.00
9/20/2018	David Dachelet	Review daily docket report and filings.	Legal, HR & IT	0.50	580.00	\$290.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/20/2018	David Dachelet	Attend Woodbridge board call and present at same; preparation and review of Tanager settlement issues for same.	Legal, HR & IT	3.50	580.00	\$2,030.00
9/20/2018	David Dachelet	Work on Tanager settlement and CC&R amendment drafts.	Legal, HR & IT	1.00	580.00	\$580.00
9/20/2018	Mark Kemper	Discussions and analysis on Nimes / Nightingale counteroffer.	Business Analysis / Operations	1.00	435.00	\$435.00
9/20/2018	Mark Kemper	Review and summarized new offer on Nightingale.	Business Analysis / Operations	1.00	435.00	\$435.00
9/20/2018	Mark Kemper	Reviewed weekly broker updates.	Business Analysis / Operations	0.50	435.00	\$217.50
9/20/2018	Mark Kemper	Weekly board update call and follow up meetings.	Business Analysis / Operations	1.50	435.00	\$652.50
9/20/2018	Mark Kemper	Reviewed and approved various CO closing documents.	Business Analysis / Operations	1.00	435.00	\$435.00
9/20/2018	Mark Kemper	Calls with G. Levy to discuss counter offer terms on Hillcrest. Drafted addendum and counter offer terms.	Business Analysis / Operations	2.00	435.00	\$870.00
9/20/2018	Mark Kemper	Prepared counter offer and addendum for Hayvenhurst offer. Discussion with F. Chin and M. Hutchison regarding terms.	Business Analysis / Operations	2.00	435.00	\$870.00
9/20/2018	Marion Fong	July budget to actual variance analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/20/2018	Marion Fong	Reserve balance reconciliation for July.	Business Analysis / Operations	1.00	375.00	\$375.00
9/20/2018	Marion Fong	HR related issues discussion.	Legal, HR & IT	1.00	375.00	\$375.00
9/20/2018	Marion Fong	Sales price assumption comparison to broker and market feedback.	Business Analysis / Operations	1.00	375.00	\$375.00
9/20/2018	Marion Fong	Staging strategy for listed properties.	Business Analysis / Operations	1.00	375.00	\$375.00
9/20/2018	Marion Fong	Participated in board call.	Business Analysis / Operations	1.50	375.00	\$562.50
9/20/2018	Marion Fong	Liquidation accounting methodology for policy prep.	Accounting	1.00	375.00	\$375.00
9/21/2018	David Dachelet	Review and correspond re weekly property marketing report.	Legal, HR & IT	0.50	580.00	\$290.00
9/21/2018	David Dachelet	714 Oakhurst closeout correspondence.	Legal, HR & IT	1.00	580.00	\$580.00
9/21/2018	David Dachelet	Continue work on Tanager settlement.	Legal, HR & IT	0.50	580.00	\$290.00
9/21/2018	Mark Kemper	Prepared all offers and master summary for upload to data site. Sent to DSI for upload.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/21/2018	Mark Kemper	Review of all 1 Electra diligence reports. Approved release to buyer.	Business Analysis / Operations	2.00	435.00	\$870.00
9/21/2018	Mark Kemper	Calls with J. Grauman and F. Chin regarding Foothill closing issues. Drafted response to buyer and new conditions of closing.	Business Analysis / Operations	2.00	435.00	\$870.00
9/21/2018	Mark Kemper	Call with D. Tabibian to discuss legal issue and risks on Foothill closing and deposit release.	Business Analysis / Operations	0.50	435.00	\$217.50
9/21/2018	Mark Kemper	Worked on closing documents for Mandeville property. Calls with Escrow and Broker to discuss various documents.	Business Analysis / Operations	1.50	435.00	\$652.50
9/21/2018	Mark Kemper	Weekly call with Plus Development for construction updates.	Business Analysis / Operations	1.00	435.00	\$435.00
9/21/2018	Marion Fong	HR agenda and issues.	Legal, HR & IT	1.50	375.00	\$562.50
9/21/2018	Marion Fong	Participated in Plus weekly call.	Business Analysis / Operations	1.50	375.00	\$562.50
9/21/2018	Marion Fong	Plus call follow up discussions.	Business Analysis / Operations	0.50	375.00	\$187.50
9/21/2018	Marion Fong	Business Plan model sharing with advisors.	Business Analysis / Operations	0.50	375.00	\$187.50
9/21/2018	Marion Fong	Marketing/staging plan for listed properties.	Business Analysis / Operations	1.00	375.00	\$375.00
9/21/2018	Marion Fong	Business plan - assumption analysis and modifications.	Business Analysis / Operations	1.50	375.00	\$562.50
9/21/2018	Marion Fong	Construction invoice review and approval.	Business Analysis / Operations	1.50	375.00	\$562.50
9/24/2018	Paul Huygens	Participate in conference call with debtor and its professionals re update on all workstreams.	Business Analysis / Operations	0.50	820.00	\$410.00
9/24/2018	Paul Huygens	Review and correspond re quarterly OCP schedules and filing.	Accounting	0.50	820.00	\$410.00
9/24/2018	Paul Huygens	Review and take down comments on draft August financials (1.0). Call with E. Skinner to go thru comments (0.5).	Accounting	1.50	820.00	\$1,230.00
9/24/2018	Erica Mattson	Reviewed and revised August time entries.	Legal, HR & IT	1.50	150.00	\$225.00
9/24/2018	Beth Robinson	Review and respond to D. Dachelet re 1432 Tanager Way Dispute.	Legal, HR & IT	0.50	150.00	\$75.00
9/24/2018	David Dachelet	Participate in weekly operations call.	Legal, HR & IT	1.00	580.00	\$580.00
9/24/2018	Mark Kemper	Meeting with DSI, M. Fong, A. Beck and B. Wise to discuss open HR issues, new policies, payroll changes and vacation accrual.	Legal, HR & IT	1.50	435.00	\$652.50
9/24/2018	Mark Kemper	Reviewed and approved Crimson IT contracts.	Legal, HR & IT	1.00	435.00	\$435.00



Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/24/2018	Mark Kemper	Call with T. Fridmen to discuss Nimes / Nightingale sale. Worked on addendum requesting additional deposit.	Business Analysis / Operations	1.00	435.00	\$435.00
9/24/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/24/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/24/2018	Mark Kemper	Internal weekly update meeting.	Business Analysis / Operations	1.00	435.00	\$435.00
9/24/2018	Mark Kemper	Reviewed Lago Vista response and request for price reduction.	Business Analysis / Operations	0.50	435.00	\$217.50
9/24/2018	Mark Kemper	Worked on Foothill closing addendum.	Business Analysis / Operations	0.50	435.00	\$217.50
9/24/2018	Mark Kemper	Worked on gathering new comps and active listings for board presentation materials.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/24/2018	Marion Fong	HR policies discussion with staff.	Legal, HR & IT	1.00	375.00	\$375.00
9/24/2018	Marion Fong	Participated in weekly admin call.	Business Analysis / Operations	0.50	375.00	\$187.50
9/24/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	1.50	375.00	\$562.50
9/24/2018	Marion Fong	HR policies research and analysis.	Legal, HR & IT	2.50	375.00	\$937.50
9/24/2018	Marion Fong	Call with Plus to review project budget forecast.	Business Analysis / Operations	1.00	375.00	\$375.00
9/24/2018	Marion Fong	Project budget reconciliation and reforecast.	Business Analysis / Operations	2.00	375.00	\$750.00
9/24/2018	Marion Fong	Meeting with DSI, M. Kemper, A. Beck and B. Wise to discuss open HR issues, new policies, payroll changes and vacation accrual.	Legal, HR & IT	1.50	375.00	\$562.50
9/25/2018	Paul Huygens	Approve multiple legal bills for pymt, approve and correspond re employee expense sheets. Approve weekly payroll.	Accounting	0.50	820.00	\$410.00
9/25/2018	Paul Huygens	Review cumulative thru august and latest august monthly financials and take down comments (0.7). Speak with E. Skinner re same (0.3).	Accounting	1.00	820.00	\$820.00
9/25/2018	Paul Huygens	Approve multiple legal bills for pymt, approve employee expense sheets.	Accounting	0.50	820.00	\$410.00
9/25/2018	Paul Huygens	Review and amend draft august fee app. Correspond with E. Mattson re same.	Legal, HR & IT	0.50	820.00	\$410.00
9/25/2018	Erica Mattson	Draft August fee app. Email to P. Huygens for review.	Legal, HR & IT	0.50	150.00	\$75.00
9/25/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/25/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/25/2018	Mark Kemper	Call with Plus Development to discuss time sensitive and critical items.	Business Analysis / Operations	1.00	435.00	\$435.00
9/25/2018	Mark Kemper	Worked on updating master offer summary for new offers.	Business Analysis / Operations	1.50	435.00	\$652.50
9/25/2018	Mark Kemper	Worked on addressing Mandeville inspection reports. Call with M. Rosenfeld.	Business Analysis / Operations	1.00	435.00	\$435.00
9/25/2018	Mark Kemper	Meeting to discuss possible legal structure of wind down entity.	Business Analysis / Operations	1.00	435.00	\$435.00
9/25/2018	Mark Kemper	Worked on gathering new comps for property valuations.	Business Analysis / Operations	2.00	435.00	\$870.00
9/25/2018	Mark Kemper	Reviewed memo updated HR policies and procedures.	Legal, HR & IT	0.50	435.00	\$217.50
9/25/2018	Mark Kemper	Reviewed employee job descriptions. Discussed exempt vs non - exempt and time sheet format.	Legal, HR & IT	1.00	435.00	\$435.00
9/25/2018	Marion Fong	Prepare summary of portfolio status, values and progress	Business Analysis / Operations	4.00	375.00	\$1,500.00
9/25/2018	Marion Fong	Legal call to discuss entity structure today and go forward.	Legal, HR & IT	1.00	375.00	\$375.00
9/25/2018	Marion Fong	Cash projection analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
9/25/2018	Marion Fong	HR personnel discussion.	Legal, HR & IT	0.50	375.00	\$187.50
9/25/2018	Marion Fong	Project budget reforecast.	Business Analysis / Operations	2.00	375.00	\$750.00
9/25/2018	Marion Fong	Worked on internal administrative matters...Legal and HR related.	Business Analysis / Operations	1.00	375.00	\$375.00
9/26/2018	Paul Huygens	Review and approve a dozen legal invoices and correspond with accounting re same. Correspond with B. Wise and others re HR questions.	Accounting	0.50	820.00	\$410.00
9/26/2018	Paul Huygens	Call with N. Troczak re HR matters (0.4). Correspond with P. Sullivan and B. Wise re lease and insurance issues.	Legal, HR & IT	0.50	820.00	\$410.00
9/26/2018	David Dachelet	Review daily docket reports and filings.	Legal, HR & IT	0.50	580.00	\$290.00
9/26/2018	David Dachelet	Continue work on Tanager dispute; review plans for settlement.	Legal, HR & IT	1.00	580.00	\$580.00
9/26/2018	David Dachelet	Consider termination of Sahakian ELA; review same; correspondence regarding same.	Legal, HR & IT	1.00	580.00	\$580.00
9/26/2018	David Dachelet	Review and consider Nimes and Nightingale draft amendments to PSA.	Legal, HR & IT	0.50	580.00	\$290.00
9/26/2018	Mark Kemper	Reviewed and approved various closing documents and disclosures.	Business Analysis / Operations	1.00	435.00	\$435.00
9/26/2018	Mark Kemper	Reviewed broker update reports.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/26/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/26/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/26/2018	Mark Kemper	Reviewed and approved Vesta Staging agreements.	Business Analysis / Operations	1.00	435.00	\$435.00
9/26/2018	Mark Kemper	Worked on Nimes/Nightingale counter offers. Reviewed latest addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
9/26/2018	Marion Fong	Cash projection analysis.	Business Analysis / Operations	2.00	375.00	\$750.00
9/26/2018	Marion Fong	Project budget reforecast.	Business Analysis / Operations	1.00	375.00	\$375.00
9/26/2018	Marion Fong	Update call with unitholder professionals.	Business Analysis / Operations	1.00	375.00	\$375.00
9/26/2018	Marion Fong	HR policies review.	Legal, HR & IT	2.00	375.00	\$750.00
9/26/2018	Marion Fong	Construction invoice review and approval.	Business Analysis / Operations	1.00	375.00	\$375.00
9/26/2018	Marion Fong	Board meeting preparation.	Business Analysis / Operations	2.00	375.00	\$750.00
9/26/2018	Marion Fong	Business plan projections.	Business Analysis / Operations	2.00	375.00	\$750.00
9/27/2018	Paul Huygens	Review and provide comments to first draft of august MOR (1.3). Call with E. Skinner to discuss comments (0.2).	Accounting	1.50	820.00	\$1,230.00
9/27/2018	Paul Huygens	Review and correspond with YCST re latest draft of quarterly OCP report (0.2) and speak with M. Hernandez re IT update. Correspond with Crimson re same (0.3).	Accounting	0.50	820.00	\$410.00
9/27/2018	David Dachelet	Review status of Nimes and Nightingale PSA amendments.	Legal, HR & IT	0.50	580.00	\$290.00
9/27/2018	David Dachelet	Continue work on Tanager dispute and correspondence regarding same.	Legal, HR & IT	1.00	580.00	\$580.00
9/27/2018	David Dachelet	Review daily docket reports and filings.	Legal, HR & IT	0.50	580.00	\$290.00
9/27/2018	Mark Kemper	Discussed HR, payroll and vacation changes with M. Fong and DSI. Reviewed internal communications.	Legal, HR & IT	1.50	435.00	\$652.50
9/27/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/27/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/27/2018	Mark Kemper	Worked on Walden counter offer.	Business Analysis / Operations	0.50	435.00	\$217.50
9/27/2018	Mark Kemper	Reviewed request for repairs and inspection reports on Mandeville property.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/27/2018	Mark Kemper	Prepared data site with documents for potential buyer on 1966 Carla Ridge and Sky Garden.	Business Analysis / Operations	1.00	435.00	\$435.00
9/27/2018	Mark Kemper	Worked on new listing agreements for Fountain and Fairfax and Lago Vista.	Business Analysis / Operations	1.00	435.00	\$435.00
9/27/2018	Mark Kemper	Worked on board approval write-ups and other materials for presentation.	Business Analysis / Operations	3.50	435.00	\$1,522.50
9/27/2018	Mark Kemper	Calls with brokers to discuss property updates.	Business Analysis / Operations	1.00	435.00	\$435.00
9/27/2018	Marion Fong	Participated in noteholder call.	Business Analysis / Operations	1.00	375.00	\$375.00
9/27/2018	Marion Fong	Cash projection analysis.	Business Analysis / Operations	1.00	375.00	\$375.00
9/27/2018	Marion Fong	Preparation for Board Call.	Business Analysis / Operations	1.00	375.00	\$375.00
9/27/2018	Marion Fong	Invoice review and approval.	Business Analysis / Operations	1.00	375.00	\$375.00
9/27/2018	Marion Fong	Property inspection with Stagers.	Business Analysis / Operations	4.50	375.00	\$1,687.50
9/27/2018	Marion Fong	Discussed HR, payroll and vacation changes with M. Kemper and DSI. Reviewed internal communications.	Legal, HR & IT	1.50	375.00	\$562.50
9/28/2018	Paul Huygens	Review draft September DIP report and confer with M. Kemper re same.	Accounting	0.50	820.00	\$410.00
9/28/2018	David Dachelet	Review daily docket reports and filings.	Legal, HR & IT	0.50	580.00	\$290.00
9/28/2018	David Dachelet	Review weekly Grauman marketing update.	Legal, HR & IT	0.50	580.00	\$290.00
9/28/2018	Mark Kemper	Travel from Province LA office to Woodbridge office.	Travel	0.50	435.00	\$217.50
9/28/2018	Mark Kemper	Travel from Woodbridge office to Province LA office.	Travel	0.50	435.00	\$217.50
9/28/2018	Mark Kemper	Weekly call with board. Follow up meeting to discuss action items.	Business Analysis / Operations	1.50	435.00	\$652.50
9/28/2018	Mark Kemper	Worked on closing documents and disclosures for nightingale.	Business Analysis / Operations	1.50	435.00	\$652.50
9/28/2018	Mark Kemper	Weekly construction update call with Plus development.	Business Analysis / Operations	1.00	435.00	\$435.00
9/28/2018	Mark Kemper	Prepared offer documents for upload to the data site.	Business Analysis / Operations	1.00	435.00	\$435.00
9/28/2018	Mark Kemper	Worked on monthly DIP lender reporting and submitted to Hankey Capital.	Business Analysis / Operations	2.00	435.00	\$870.00
9/28/2018	Marion Fong	Participated in board call.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
9/28/2018	Marion Fong	HR policies and procedures.	Legal, HR & IT	1.50	375.00	\$562.50
9/28/2018	Marion Fong	Budget reforecast.	Business Analysis / Operations	2.00	375.00	\$750.00
9/28/2018	Marion Fong	MOR 3-month budget.	Business Analysis / Operations	3.00	375.00	\$1,125.00
9/28/2018	Marion Fong	Construction and IT invoice review and approval.	Business Analysis / Operations	1.50	375.00	\$562.50
9/29/2018	David Dachelet	Review 41 King St correspondence regarding AIA contract.	Legal, HR & IT	0.50	580.00	\$290.00

### EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Ground Transportation	Mileage and parking fee.	\$23.18
<b>Total Expenses</b>		<b>\$23.18</b>

### EXPENSE DETAILS

Date	Category	Description	Amount
9/20/2018	Ground Transportation	Mileage – M. Fong travel to visit project site.	8.18
9/20/2018	Ground Transportation	Parking. M. Fong parking fee while traveling to visit project site.	15.00
		<b>Total Expenses</b>	<b>\$ 23.18</b>

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Objection Deadline:**

**November 27, 2018 at 4:00 p.m. (ET)**

**NOTICE OF APPLICATION**

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, (IV) THE SECURITIES AND EXCHANGE COMMISSION, (V) THE FEE EXAMINER, (VI) OFFICE OF THE UNITED STATES TRUSTEE, AND (VII) ANY OTHER PARTY THAT HAS REQUESTED TO BE A NOTICE PARTY

The *Eighth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from September 1, 2018 Through and Including September 30, 2018* (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$200,000.00 and monthly expenses in the amount of \$23.18.

Objections to the Application, if any, are required to be filed on or before **November 27, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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

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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 such information may be obtained on the website of the Debtors' noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (vii) the Fee Examiner, Frejka PLLC, 205 E. 42<sup>nd</sup> Street, New York, New York 10017, Attn: Elise Frejka; (viii) any other party that has requested to be a Notice Party; and (ix) the United States Trustee for the District of Delaware (the "U.S. Trustee"), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

*[Remainder of Page Intentionally Left Blank]*

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

Dated: November 7, 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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*Counsel for the Debtors and Debtors in Possession*