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)
	:	(Jointly Administered)
Debtors.	:	**Obj. Deadline: December 5, 2018 at 4:00 p.m. (ET)**

COVER SHEET TO THE SIXTH MONTHLY FEE APPLICATION OF DRINKER BIDDLE & REATH LLP, COUNSEL FOR THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM JULY 1, 2018 THROUGH JULY 31, 2018

Name of Applicant:	Drinker Biddle & Reath LLP
Authorized to Provide Services to:	Ad Hoc Noteholder Group
Date of Retention:	April 5, 2018, *nunc pro tunc* to February 1, 2018 [D.I. 915]
Period for which Compensation/ Reimbursement is Sought:	July 1, 2018, through July 31, 2018
Total Compensation Sought as Actual, Reasonable and Necessary:	$144,208.00
80% of Compensation Sought as Actual, Reasonable and necessary:	$115,366.40
Expense Reimbursement Sought as Actual, Reasonable and Necessary:	$1,590.23

[1] The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Total Compensation approved by interim Order to date:	$0.00
Total Expenses approved by interim Order to date:	$0.00
Total Allowed compensation paid to date:	$278,887.62
Total Allowed expenses paid to date:	$4,759.25
Blended Rate in this application for all timekeepers:	$577
Blended Rate in this application for all attorneys:	$795

This is an: __X__ monthly ____ interim ____ final application

PRIOR MONTHLY FEE APPLICATIONS

		Requested		Approved (by CNO)	
Date Filed & Docket No.	**Period Covered**	**Fees**	**Expenses**	**Fees**	**Expenses (100%)**
8/23/18 D.I. 2408	2/1/18 – 2/28/18	$319,585.50	$1,186.37	$255,668.40	$1,186.37
10/23/18 D.I. 2862	3/1/18 – 3/31/18	$290,240.25	$3,572.88	$232,192.20	$3,572.88
10/29/18 D.I. 2907	4/1/18 – 4/30/18	$189,046.00	$5,844.35	$0.00	$0.00
11/5/18 D.I. 2931	5/1/18 – 5/31/18	$203,093.00	$3,158.13	$0.00	$0.00
11/9/18 D.I. 2954	6/1/18 – 6/30/18	$189,579.50	$4,889.80	$0.00	$0.00
TOTAL		**$1,191,544.25**	**$18,651.53**	**$487,860.60**	**$4,759.25**

PRIOR INTERIM FEE APPLICATIONS

		Requested		Approved (by Order)	
Date Filed & Docket No.	**Period Covered**	**Fees**	**Expenses**	**Fees**	**Expenses (100%)**
N/A	N/A	N/A	N/A	N/A	N/A
TOTAL		**$0.00**	**$0.00**	**$0.00**	**$0.00**

SUMMARY OF BILLING BY PROFESSIONAL RENDERING SERVICE FROM JULY 1, 2018 THROUGH JULY 31, 2018

Name of Professional Person	Position of the Applicant Year of Obtaining License to Practice	Billing Rate	Hours Billed	Total Compensation
James H. Millar	Partner (Corporate Restructuring Group)	$990	3.70	$3,663.00
Steven K. Kortanek	Partner (Corporate Restructuring Group) DE bar since 1992	$805	42.20	$33,971.00
Timothy R. Casey	Partner (Corporate Restructuring Group)	$800	53.10	$42,480.00
Michael P. Pompeo	Partner (Corporate Restructuring Group)	$770	1.50	$1,155.00
Patrick A. Jackson	Associate (Corporate Restructuring Group) DE bar since 2007	$605	41.70	$25,228.50
Joseph Argentina	Associate (Corporate Restructuring Group) NJ bar since 2009 PA bar since 2009 DE bar since 2010	$495	8.10	$4,009.50
Kevin H. DeMaio	Associate (Litigation Group)	$420	0.80	$336.00
Daniel A. Thomson	Associate (Corporate Restructuring Group)	$365.00	8.90	$3,248.50
Cathy M. Greer	Paralegal (Corporate Restructuring Group)	$335	89.90	$30,116.50
GRAND TOTAL:			**249.90**	**$144,208.00**
BLENDED HOURLY RATE:		**$577**		

SUMMARY OF COMPENSATION BY PROJECT CATEGORY

CODE	PROJECT CATEGORY	ACTUAL HOURS	TOTAL FEES
B110	Case Administration	8.80	$3,204.00
B120	Asset Analysis and Recovery	2.10	$1,590.50
B150	Meetings of and Communication with Creditors	16.90	$12,055.00
B175	Fee Application of Others	13.50	$7,040.50
B180	Avoidance Action Analysis	6.80	$4,146.00
B190	Other Contested Matters	0.40	$322.00
B230	Financing/Cash Collateral	18.20	$14,717.00
B235	Creditor Information Sharing/1102 Matters	79.30	$27,992.50
B280	Sale Motion/363 State	11.90	$5,472.00
B310	Claims Administration/Objections/Bar Date	3.20	$2,510.50
B320	Plan and Disclosure Statement	84.10	$62,133.00
B440	Adversary Proceedings and Bankruptcy Litigation	0.90	$576.00
B445	Court Hearings/Preparation/Agenda	3.80	$2,449.00
TOTAL:		**249.90**	**$144,208.00**

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Telecommunication Services		$72.38
Searches		$106.70
Travel – Airfare – Steven K. Kortanek, 6/29/18 – Gogo – Wifi in flight re Co-Chair Meeting		$29.95
Travel – Airfare – Steven K. Kortanek, 6/30/18 – Gogo – Wifi in flight re Co-Chair Meeting		$16.00
Travel – Airfare – Steven K. Kortanek, 6/30/18, Los Angeles to Philadelphia – return flight Los Angeles to Philadelphia re Co-Chair Meeting		$282.20
Travel – Airfare – Steven K. Kortanek, 6/29/18 Philadelphia to Los Angeles re Co-Chair Meeting		$265.20
Travel – Lodging (Hotel, Apt, Other) – Steven K. Kortanek, 6/30/18 re Co-Chair Meeting		$499.34
Outside Photocopying Services – 7/19/18 – Blowback x1 from email attachments Insert tabs Insert into binders	Parcels Inc.	$53.25
Hand Delivery – Wilmington Mailout Services, Prepare and file Affidavit of Service	Reliable	$124.71
Taxi/Car Service – Steven K. Kortanek, 6/30/18 – Uber from Philadelphia airport re Co-Chair Meeting		$36.40
Taxi/Car Service – Steven K. Kortanek, 6/30/18 – Uber to Los Angeles airport re Co-Chair Meeting		$22.78
Taxi/Car Service – Steven K. Kortanek, 6/29/18 – Uber from Los Angeles airport re Co-Chair Meeting		$20.99
Taxi/Car Service – Steven K. Kortanek, 6/29/18 – Uber to Philadelphia airport re Co-Chair Meeting		$60.33
TOTAL		**$1,590.23**

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)
	:	(Jointly Administered)
Debtors.	:	**Obj. Deadline: December 5,2018 at 4:00 p.m. (ET)**

SIXTH MONTHLY FEE APPLICATION OF DRINKER BIDDLE & REATH LLP, COUNSEL FOR THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM JULY 1, 2018 THROUGH JULY 31, 2018

Drinker Biddle & Reath LLP ("**Drinker Biddle**"), counsel to the Ad Hoc Noteholder Group (the "**Noteholder Group**"), respectfully represents:

I. INTRODUCTION

1. This is Drinker Biddle's sixth fee application (the "**Application**") for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the "**Local Rules**"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the "**Interim Compensation Order**") [D.I. 261]. In support of this

[1] The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Application, Drinker Biddle submits the Declaration of Steven K. Kortanek, attached hereto as "Exhibit B" ("**Kortanek Declaration**").

2. By way of this Application, Drinker Biddle seeks allowance and payment of compensation for legal services rendered by Drinker Biddle for the period July 1, 2018 through July 31, 2018 (the "**Application Period**") in the amount of **$144,208.00** and reimbursement of its actual and necessary expenses in the amount of **$1,590.23.** This Application, together with any supplemental filings, complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and Drinker Biddle has made reasonable efforts to comply with any applicable requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "**U.S. Trustee Guidelines**").

II. JURISDICTION AND STATUTORY PREDICATES

3. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

III. BACKGROUND

4. On December 4, 2017 (the "**Petition Date**"), certain of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Other Debtors filed subsequently. The Debtors have at all times continued to manage and operate their assets as

debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases are being jointly administered for procedural purposes.

5. Drinker Biddle formerly represented the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the "Movant Committee") in these chapter 11 cases [D.I. 471].

6. On January 23, 2018, the Bankruptcy Court for the District of Delaware entered an order [D.I. 357] (the "January 23 Order") approving a settlement of, among other things, the Movant Committee's motion for appointment of an official committee of noteholders [D.I. 85].

7. In accordance with the January 23 Order, the Ad Hoc Noteholder Group was formed on February 1, 2018 (the "Formation Date") [D.I. 470]. A detailed disclosure of the Noteholder Group's membership and investments was filed with the Bankruptcy Court on May 2, 2018, at Docket No. 1707. The Noteholder Group is comprised of nine members whose investments in Woodbridge's fraudulent scheme total $9.8 million. From its inception, the Noteholder Group has carefully limited its membership to noteholder victims without any potential conflicts of interest, such as with brokers or Woodbridge "unit" investors. As with the members of the other two committees in these cases (the Official Committee of Unsecured Creditors and the Unitholder Group), the members of the Noteholder Group serve without compensation.

8. On March 19, 2018, the Noteholder Group filed the *Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as Its Counsel Nunc Pro Tunc* to January 23, 2018 [D.I. 783] (the "**Retention Application**").

9. This Court (the "**Court**") entered an order approving the Retention Application on April 5, 2018 [D.I. 915].

10. On October 26, 2018, the Court entered its *Opinion on Confirmation* (the "**Confirmation Opinion**") [D.I. 2901] and its *Findings Of Fact, Conclusions Of Law, And Order Confirming The First Amended Joint Chapter 11 Plan Of Liquidation Of Woodbridge Group Of Companies, LLC And Its Affiliated Debtors* (the "**Confirmation Order**") [D.I. 2903].

IV. SERVICES RENDERED DURING THE APPLICATION PERIOD

11. By way of this Application, Drinker Biddle seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker Biddle as counsel to the Noteholder Group during the Application Period.

12. All services for which compensation is requested by Drinker Biddle were performed solely for or on behalf of the Noteholder Group. As set forth in the Retention Application, Drinker Biddle's services to the Noteholder Group included professional advice and representation in connection with multiple tasks and matters in these complex Chapter 11 Cases. The Retention Order authorized Drinker Biddle to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

13. Drinker Biddle has received no payment to date and no promises for payment from any source other than the estates for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases. There is no agreement or understanding between Drinker Biddle and any other person for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

14. Drinker Biddle's detailed fee statement and time records for the Application Period is attached hereto as "Exhibit A" (the "**Billing Detail**"). The Billing Detail for the Application Period contains a detailed chronological narrative of the time spent (divided among standardized billing categories promulgated by the American Bar Association and the Office of the U.S. Trustee), the dates and descriptions of the services rendered, and the identity of the

attorneys and other professional timekeeper who provided such services on behalf of the Noteholder Group during the Application Period.

15. A summary of actual and necessary expenses incurred by Drinker Biddle during the Application Period is included in the attached Billing Detail. These expenses were incurred for items not included in Drinker Biddle's hourly rates. Drinker Biddle submits that all such expenses are reasonable, necessary and actual expenses that were appropriately incurred in furtherance of the performance of the firm's services.

V. DESCRIPTION OF CERTAIN PROJECT CATEGORIES

16. To assist the Court and interested parties in the review of the fees sought by Drinker Biddle, the firm highlights below its professional services in the more material project categories covered during the Application Period, those in which the dollar value amount exceeds $6,000.00.

Meetings of and Communications with Creditors (B150)]

17. Drinker Biddle, along with the Noteholder Group's financial advisors, prepared for and presented at official meetings of the Noteholder Group during the Application Period on July 17 and July 31, as well as related communications with the Noteholder Group Co-Chairs. The firm's services in this project category also included work on meeting minutes and read-ahead materials to assist the members of the Noteholder Group in their deliberations.

Total Hours: 16.90	**Total Fees: $12,055.00**

Fee Applications of Others (B175)]

18. During the Application Period, Drinker Biddle performed necessary services in connection with the filing and prosecution of fee applications for the Noteholder Group's financial advisors, as well as services in connection with the review and tracking of fee applications of other estate professionals, among other things.

Total Hours: 13.50	**Total Fees: $7,040.50**

Financing/Cash Collateral (B230)]

19. The firm's services in this category during the Application Period were primarily focused on drafting and communications with respect to the liquidity facility that was being pursued by the Noteholder Group in a joint effort with the Official Committee of Unsecured Creditors. The motion papers for the joint liquidity facility effort were drafted in large part in July, on which efforts the two committees collaborated in an efficient manner. The joint liquidity facility motion was ultimately filed on July 12, 2018.

Total Hours: 18.20	**Total Fees: $14,717.00**

Creditor Information Sharing/1102 Matters (B235)]

20. Drinker Biddle's services in the creditor information sharing task category focused primarily on being responsive to the high volume of inquiries submitted by noteholders through the Noteholder Group's website, direct emails and by phone. There were approximately 9,331 noteholders as of the Debtors' Petition Date, and a meaningful portion of noteholders have been making inquiries to the Noteholder Group. The firm has carefully staffed its noteholder communication program to keep the costs of such services as low as reasonably possible. The vast bulk of the communication work has been handled at the paraprofessional level, and thus the blended rate for the firm's services in this category is at a correspondingly low figure - $353 per hour.

Total Hours: 79.30	**Total Fees: $27,992.50**

Plan and Disclosure Statement (B320)]

21. July was an active month in terms of the Debtors' plan and disclosure statement process, and related matters. The Debtors filed their proposed chapter 11 plan and disclosure statement on July 9, 2018. Drinker Biddle reviewed the drafts of the plan and disclosure

statement, provided meaningful proposed comments, and reviewed and responded to comments of the Debtors and the other committees. The firm also prepared a substantive objection to the motion to terminate exclusivity, to support the Debtors' objection. After the filing of the plan, numerous noteholders in Class 3 began making inquiries to the Noteholder Group regarding plan terms, treatment and related issues bearing upon noteholders ultimate voting decisions. Thus began a considerable effort on the firm's part to galvanize noteholder support for the plan, through direct communications with noteholders as well as related communications on the Noteholder Group website.

Total Hours: 84.10	**Total Fees: $62,133.00**

VI. BASIS FOR RELIEF

22. Section 330 of the Bankruptcy Code authorizes courts to award professional persons employed pursuant to section 327 of the Bankruptcy Code reasonable compensation for the actual and necessary services rendered by such professional persons and any paraprofessional person employed by such persons. 11 U.S.C. § 330. Furthermore, courts may also award reimbursement for actual and necessary expenses incurred by such professional persons. *Id.*

23. With respect to the level of compensation, Section 330(a)(3), in turn, provides that:

> In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –
>
> (A) the time spent on such services;
>
> (B) the rates charged for such services;
>
> (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
>
> (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

24. Drinker Biddle submits that in accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested by the firm in this Application is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

25. The fees charged by Drinker Biddle in these cases are billed in accordance with the normal and customary firm billing rates for the firm's relevant timekeepers and the firm's procedures in effect during the Application Period. The services rendered by Drinker Biddle were necessary and beneficial to the Noteholder Group, consistently performed in a timely manner, and reasonable in light of the value of such services to the Noteholder Group, Drinker Biddle's demonstrated skill and expertise in the bankruptcy field, and the customary compensation charged by comparably-skilled practitioners. Accordingly, Drinker Biddle submits that approval of the requested compensation for professional services and reimbursement of expense sought herein is warranted.

VII. NOTICE, PRIOR APPLICATION AND CERTIFICATION

26. Notice of this Application has been provided in accordance with the Interim Compensation Order. Drinker Biddle submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

27. No previous application for the relief sought herein has been made to this or any other court.

28. Drinker Biddle has reviewed the requirements of the Local Rules and certifies that this Application complies with the Interim Compensation Order and the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

WHEREFORE, Drinker Biddle hereby respectfully requests approval of its compensation in the total amount of $144,208.00 (80% of which is to be currently paid upon the filing of a "Certificate of No Objection"), and expenses incurred in the total amount of $1,590.23, for the Application Period from July 1, 2018 through July 31, 2018.

Dated: November 15, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Steven K. Kortanek

Steven K. Kortanek (Del. Bar No. 3106)
Patrick A. Jackson (Del. Bar No. 4976)
Joseph N. Argentina (Del. Bar No. 5453)
222 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
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-and-

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Counsel for the Ad Hoc Noteholder Group

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT DELAWARE

In re:	:	Chapter 11
WOODBRIDGE GROUP OF COMPANIES LLC, *et al.*,[1]	:	Case No. 17-12560 (KJC)
	:	(Jointly Administered)
Debtors.	:	**Obj. Deadline: December 5, 2018 at 4:00 p.m. (ET)**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that on November 15, 2018, Drinker Biddle & Reath LLP ("Drinker Biddle"), filed the **Sixth Monthly Fee Application of Drinker Biddle & Reath LLP, Counsel for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses, for the Period From July 1, 2018 Through July 31, 2018** (the "**Application**"), which seeks approval for compensation for professional services rendered in the amount of $144,208.00 and reimbursement for the expenses it incurred in the amount of $1,590.23 during the period from July 1, 2018 through July 31, 2018.

PLEASE TAKE FURTHER NOTICE that any objection or response to the relief sought in the Application must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **December 5, 2018 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response or objection upon the following: (i) the Debtors c/o Development Specialists, Inc., 333 South Grand Ave., Suite 4070, Los Angeles, California 90071 (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: Michael L. Tuchin, Esq. and David A. Fidler, Esq.) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Sean M. Beach, Esq.); (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017 (Attn: William Brody, Esq.); (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801 (Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.); (v) counsel for the Unitholders' Committee, Venable LLP, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801 (Attn: Jamie L. Edmonson, Esq.); (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, NE, Suite 900, Atlanta, Georgia 30326 (Attn: David Baddley, Esq.); (vii) the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022 (Attn:

[1] The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Elise S. Freika); (viii) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.); and (ix) counsel for the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Ave, Suite 1410, Wilmington, Delaware 19801 (Attn: Steven K. Kortanek, Esq. and Patrick A. Jackson, Esq.) (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE FEE APPLICATION MAY BE PAID WITHOUT FURTHER HEARING OR ORDER OF THE COURT. A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE TIMELY FILED.

Dated: November 15, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Steven K. Kortanek

Steven K. Kortanek (Del. Bar No. 3106)
Patrick A. Jackson (Del. Bar No. 4976)
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-and-

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Facsimile: (212) 248-3141
james.millar@dbr.com
michael.pompeo@dbr.com

Counsel for the Ad Hoc Noteholder Group

Exhibit A

Billing Detail

DrinkerBiddle&Reath LLP

222 Delaware Ave, Ste. 1410
Wilmington, DE 19801-1621
(302) 467-4200 *office*
(302) 467-4201 *fax*
TAX I.D. #23-1423089

REMITTANCE ADVICE

To be provided
To be provided
Delray Beach, FL 33446

Invoice Number:	15202115
Invoice Date:	10/30/2018
Client Number:	218376
Matter Number:	572666

Re: In Woodbridge Group of Companies, LLC, et al.

For services through July 31, 2018

Current Fees	144,208.00
Current Expenses	1,590.23
Total Amount Due This Invoice	**$145,798.23**

Wire or ACH Payments:

Beneficiary:	DRINKER BIDDLE & REATH LLP
Credit Account #:	6232743478
ABA:	036076150
SWIFT.:	CTZIUS33
Bank:	Citizens Bank
Bank Address:	1 Citizens Drive Riverside, RI 02915
Reference:	218376/15202115

Checks:

Drinker Biddle & Reath LLP
One Logan Square, Ste. 2000
Philadelphia, PA 19103-6996

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

DrinkerBiddle&Reath LLP

222 Delaware Ave, Ste. 1410
Wilmington, DE 19801-1621
(302) 467-4200 *office*
(302) 467-4201 *fax*
TAX I.D. #23-1423089

To be provided
To be provided
Delray Beach, FL 33446

Invoice Number: 15202115
Invoice Date: 10/30/2018
Client Number: 218376
Matter Number: 572666

Re: In Woodbridge Group of Companies, LLC, et al.

For professional services rendered through July 31, 2018

Fees

			Hours	Amount
B110		**Case Administration**		
07/02/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.30	126.00
07/02/18	CM Greer	Document/file management	0.10	33.50
07/03/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.20	84.00
07/03/18	CM Greer	Document/file management	0.20	67.00
07/05/18	CM Greer	Review docket, update critical dates calendar and circulate	1.30	435.50
07/05/18	CM Greer	Document/file management	0.20	67.00
07/06/18	CM Greer	Document/file management	0.20	67.00
07/09/18	SK Kortanek	Review proposed order on omnibus hearing dates	0.10	80.50
07/09/18	CM Greer	Document/file management	0.10	33.50
07/09/18	CM Greer	Review docket and update critical dates calendar	0.20	67.00
07/10/18	CM Greer	Document/file management	0.10	33.50
07/11/18	CM Greer	Document/file management	0.10	33.50
07/12/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.10	42.00
07/12/18	CM Greer	Document/file management	0.10	33.50
07/16/18	CM Greer	Document/file management	0.10	33.50
07/17/18	CM Greer	Document/file management	0.10	33.50
07/18/18	CM Greer	Review docket and update fee application chart	1.60	536.00
07/18/18	CM Greer	Document/file management	0.10	33.50
07/19/18	SK Kortanek	Review and comment on updated critical dates calendar	0.30	241.50
07/19/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.10	42.00
07/19/18	CM Greer	Review docket and update critical dates calendar; Circulate same	1.50	502.50
07/20/18	CM Greer	Review docket and update critical dates calendar	0.30	100.50

			Hours	Amount
B110		**Case Administration**		
07/26/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.10	42.00
07/26/18	CM Greer	Document/file management	0.20	67.00
07/31/18	CM Greer	Review docket and update critical dates calendar	0.90	301.50
07/31/18	CM Greer	Document/file management	0.20	67.00
		Total Case Administration	**8.80**	**3,204.00**

			Hours	Amount
B120		**Asset Analysis and Recovery**		
07/11/18	SK Kortanek	Email correspondence to J Beynon, C-Chair, re: proposed correspondence re: litigation claim analysis	0.50	402.50
07/23/18	SK Kortanek	Review and comment on draft implementation agreement involving SEC settlement, and email exchanges with counsel to the estate parties	0.70	563.50
07/23/18	PA Jackson	Emails from Klee Tuchin, Venable re: SEC implementation agreement; review/comment on same and email to S. Kortanek	0.50	302.50
07/24/18	SK Kortanek	Email exchanges with the estate parties re: further comments on Shapiro implementation agreement for SEC settlement	0.40	322.00
		Total Asset Analysis and Recovery	**2.10**	**1,590.50**

			Hours	Amount
B150		**Meetings of and Communications with Creditors**		
07/02/18	PA Jackson	Draft agenda for 7/3 Noteholder Group meeting and email to client	0.20	121.00
07/03/18	PA Jackson	Participate in telephonic Noteholder Group meeting	1.30	786.50
07/09/18	SK Kortanek	Email exchanges Noteholder Group Co-Chairs regarding agenda and planning for July 24 Noteholder Group meeting	0.30	241.50
07/10/18	PA Jackson	Email update to Noteholder Group reporting on hearing, meeting rescheduling	0.60	363.00
07/15/18	SK Kortanek	Confer with P Jackson re: agenda and preparation of read-ahead package for the July 17 Noteholder Group meeting	0.40	322.00
07/16/18	SK Kortanek	Review and comment on agenda for Noteholder Group meeting of July 17, 2018	0.30	241.50
07/16/18	SK Kortanek	Confer with P Jackson re: memo to the Noteholder Group in preparation for July 17 Noteholder Group meeting	0.40	322.00
07/16/18	PA Jackson	Draft agenda for Noteholder Group meeting and email to client	0.20	121.00
07/17/18	SK Kortanek	Prepare for call meeting of the Noteholder Group (0.6); Present at the July 17, 2018 meeting of the Noteholder Group (1.6)	2.20	1,771.00

			Hours	Amount
B150		**Meetings of and Communications with Creditors**		
07/17/18	PA Jackson	Participate in telephonic Noteholder Group meeting	1.60	968.00
07/20/18	TR Casey	Call to H. Zaks regarding notices and plan matters	0.10	80.00
07/23/18	TR Casey	Telephone conference with R. Reynoso regarding third party claims.	0.30	240.00
07/27/18	TR Casey	Draft additional notes/responses to Noteholder questions on disclosure statement, plan and liquidity facility.	1.40	1,120.00
07/27/18	TR Casey	Email to C. Greer regarding additions to database.	0.10	80.00
07/27/18	PA Jackson	Call to noteholder re: plan, disclosure statement questions	0.60	363.00
07/30/18	SK Kortanek	Review and revise memorandum to the Noteholder Group for the July 31, 2018 Noteholder Group meeting	0.70	563.50
07/30/18	SK Kortanek	Review and comment on draft slides and analysis from Conway Mackenzie for the July 31 Noteholder Group meeting	0.60	483.00
07/30/18	PA Jackson	Draft agenda for 7/31 Noteholder Group meeting and email to the Noteholder Group membership	0.10	60.50
07/30/18	PA Jackson	Call with S. Kortanek re: plan amendment memo, Noteholder Group meeting agenda	0.20	121.00
07/31/18	SK Kortanek	Prepare for the July 31 Noteholder Group meeting	0.50	402.50
07/31/18	SK Kortanek	Present at the July 31 meeting of the Noteholder Group	1.90	1,529.50
07/31/18	PA Jackson	Call with R. Reinert re: disclosure statement questions, case status	0.50	302.50
07/31/18	PA Jackson	Pre-call with S. Kortanek, M. Dundon, M. Sedigh re: Noteholder Group meeting	0.50	302.50
07/31/18	PA Jackson	Participate in telephonic Noteholder Group meeting	1.90	1,149.50
		Total Meetings of and Communications with Creditors	**16.90**	**12,055.00**

			Hours	Amount
B175		**Fee Applications of Others**		
07/06/18	SK Kortanek	Review Fee Examiner comments to Conway MacKenzie first interim monthly application	0.30	241.50
07/09/18	PA Jackson	Review and coordinate filing of CNO re: Dundon fee application	0.10	60.50
07/09/18	CM Greer	Prepare certificate of no objection re Dundon first fee application; File same; Prepare certificate of no objection re Conway MacKenzie first fee application; File same	0.40	134.00
07/15/18	SK Kortanek	Review certificates of no objection for Conway MacKenzie and Dundon Advisors, emails with advisors regarding coordination on payment submission and update	0.30	241.50

			Hours	Amount
B175		**Fee Applications of Others**		
07/17/18	SK Kortanek	Review estate professionals fee tracking update (0.3); Email with C Greer regarding further revisions and updates to the estate professional fee tracker (0.2)	0.50	402.50
07/19/18	CM Greer	Review docket and update fee application chart	1.10	368.50
07/23/18	SK Kortanek	Review interim fee application of Dundon Advisors, and Monthly Application through June 30 2018	0.40	322.00
07/23/18	SK Kortanek	Email exchange C Greer re: interim fee application scheduling and work plan	0.20	161.00
07/23/18	J Argentina	Review and revise draft interim and monthly fee applications of Dundon Advisors.	3.20	1,584.00
07/24/18	SK Kortanek	Review and comment on combined second monthly and interim of Dundon Advisors (0.5); Review and comments on third monthly application of Dundon Advisors (0.3); Review and comment on Conway Mackenzie March, April and May monthly and first interim fee applications (0.5)	1.30	1,046.50
07/24/18	J Argentina	Revise first interim application of Dundon Advisors.	1.10	544.50
07/24/18	J Argentina	Coordinate finalization and filing of Dundon First Interim Fee Application and Third Monthly Fee Application.	0.40	198.00
07/24/18	CM Greer	Prepare notices for Dundon first interim and third monthly fee application; Finalize and file same; Circulate same; Coordinate service of same; Prepare notices for Conway MacKenzie second, third and fourth fee applications and first interim; Finalize and file same; Circulate same; Coordinate service of same	3.00	1,005.00
07/25/18	SK Kortanek	Meet with C Greer re: estate professionals' fee analysis for the Noteholder Group	0.40	322.00
07/25/18	SK Kortanek	Review updated disclosure parties list from Young Conaway and assign connections parties disclosure updates to C Greer	0.30	241.50
07/31/18	CM Greer	Review docket and update fee application chart	0.50	167.50
		Total Fee Applications of Others	**13.50**	**7,040.50**

			Hours	Amount
B180		**Avoidance Action Analysis**		
07/03/18	PA Jackson	Research re: clawback actions in Madoff case	0.40	242.00
07/16/18	SK Kortanek	Review and comment on memo to Noteholder Group re: potential litigation claims of the Woodbridge Plan Trust	1.70	1,368.50
07/16/18	J Argentina	Review prior research on Ponzi scheme avoidance actions and draft memorandum for Noteholder Group.	2.80	1,386.00
07/16/18	PA Jackson	Review, revise draft memo re: clawback of investor payments	1.40	847.00

			Hours	Amount
B180		**Avoidance Action Analysis**		
07/16/18	PA Jackson	Emails with M. Dundon, J. Millar, S. Kortanek re: broker/noteholder inquiry re: clawback risk	0.30	181.50
07/16/18	PA Jackson	Emails with J. Argentina re: clawback research	0.20	121.00
		Total Avoidance Action Analysis	**6.80**	**4,146.00**

			Hours	Amount
B190		**Other Contested Matters**		
07/10/18	SK Kortanek	Review parties email exchanges re: form or order on exclusivity termination motion denial, turns of the draft order	0.40	322.00
		Total Other Contested Matters	**0.40**	**322.00**

			Hours	Amount
B230		**Financing/Cash Collateral**		
07/02/18	DA Thomson	Review final DIP order and transcript of final DIP hearing for representations made by Debtor regarding sale proceeds.	0.90	328.50
07/05/18	SK Kortanek	Email correspondence exchanges with M Litvak, M Dundon and J Millar re: Liquidity Facility motion, comments, term sheet execution and deliver (0.5); Review revised turn of liquidity facility motion package (0.4)	0.90	724.50
07/06/18	JH Millar	Address issues regarding comments to Liquidity Facility Motion and related matters.	1.30	1,287.00
07/06/18	SK Kortanek	Email correspondence exchange with advisors to Axar, Creditors Committee re: execution and delivery of liquidity facility term sheet signatures	0.40	322.00
07/10/18	TR Casey	Telephone conference with H. Zaks regarding update and questions on claims and distributions per plan term sheet	0.10	80.00
07/11/18	SK Kortanek	Review turns of liquidity facility papers from Debtors' counsel and Committee counsel (0.5); Emails with J Millar, P Jackson and M Dundon re: planning for issue call on liquidity facility (0.3)	0.80	644.00
07/11/18	PA Jackson	Call with estate parties, liquidity facility lender re: Debtors' response to term sheet	0.50	302.50
07/11/18	PA Jackson	Review emails between Debtors, lender's counsel re: liquidity facility term sheet	0.20	121.00
07/13/18	TR Casey	Brief review of joint motion to establish Noteholder liquidity facility	0.40	320.00
07/17/18	PA Jackson	Call with T. Casey re: noteholder inquiries re: liquidity facility	0.20	121.00
07/18/18	TR Casey	Email from P. Jackson regarding liquidity facility motion.	0.10	80.00

			Hours	Amount
B230		**Financing/Cash Collateral**		
07/19/18	TR Casey	Review joint motion to approve Noteholder liquidity facility.	0.70	560.00
07/19/18	TR Casey	Work on draft summary of Noteholder Liquidity motion.	1.10	880.00
07/20/18	TR Casey	Finish draft of summary of liquidity facility for Noteholders.	5.40	4,320.00
07/23/18	TR Casey	Review liquidity motion on loan terms.	0.20	160.00
07/25/18	SK Kortanek	Review UCC, M Dundon and J Millar comments to liquidity facility solicitation	0.40	322.00
07/26/18	JH Millar	Address issues regarding liquidity facility and related matters.	0.80	792.00
07/26/18	SK Kortanek	Review further turns of liquidity facility solicitation and loan agreement from the estate parties (0.4); Email exchanges with the Facility lender and estate parties with further comments from the Noteholder Group to the liquidity facility drafts documents (0.5)	0.90	724.50
07/27/18	SK Kortanek	Follow-on email exchanges among parties after drafting call on liquidity facility documents	0.20	161.00
07/27/18	SK Kortanek	Participate in drafting and comment call with liquidity lender counsel and Committee counsel	0.60	483.00
07/27/18	TR Casey	Review notes on liquidity facility.	0.20	160.00
07/30/18	TR Casey	Review liquidity facility motion regarding terms.	0.20	160.00
07/30/18	TR Casey	Call to R. Vinson regarding liquidity facility.	0.10	80.00
07/31/18	JH Millar	Participate in teleconference regarding lending facility.	1.60	1,584.00
		Total Financing/Cash Collateral	**18.20**	**14,717.00**

			Hours	Amount
B235		**Creditor Information Sharing/1102 Matters**		
07/02/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.50	837.50
07/03/18	TR Casey	Telephone conference with D. Mekus regarding update on term sheet, notice of continued moratorium on claim trading, sale of property and claims against brokers.	0.40	320.00
07/03/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.00	670.00
07/03/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	0.10	33.50
07/05/18	M Pompeo	Telephone conferences with Woodbridge investors regarding case information and updates	0.60	462.00

			Hours	Amount
B235		**Creditor Information Sharing/1102 Matters**		
07/05/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (3.7); Update phone call log (0.3); Research owner of Electra Court for noteholder R. Vinson (0.3); Update email log (0.3)	4.60	1,541.00
07/06/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.20	1,072.00
07/09/18	TR Casey	Emails from S. Heckert and C. Greer regarding inquiry from R. Michel.	0.10	80.00
07/09/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.90	971.50
07/10/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.10	1,038.50
07/11/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.00	670.00
07/12/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	1.70	569.50
07/13/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.30	770.50
07/16/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.60	871.00
07/17/18	SK Kortanek	Email correspondence exchange with K Sailers re: disclosure statement and plan process	0.30	241.50
07/17/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.10	1,038.50
07/18/18	SK Kortanek	Email correspondence exchange with noteholder re proposed liquidity facility	0.30	241.50
07/18/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
07/19/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
07/20/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.60	871.00
07/20/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.50	1,172.50
07/23/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
07/23/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	1.30	435.50
07/24/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.80	1,273.00

			Hours	Amount
B235		**Creditor Information Sharing/1102 Matters**		
07/24/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.10	703.50
07/25/18	TR Casey	Telephone conference with P. Stone Gullat regarding claims and Unitholder Group counsel.	0.20	160.00
07/25/18	TR Casey	Email to P. Stone Gullat regarding Unitholder counsel.	0.10	80.00
07/25/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
07/25/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.40	469.00
07/26/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	1.90	636.50
07/27/18	SK Kortanek	Review and comment on update to noteholder inquiry talking points	0.40	322.00
07/27/18	PA Jackson	Draft response to noteholder inquiry re: noteholder group status, active tasks	1.00	605.00
07/27/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.60	871.00
07/27/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	0.70	234.50
07/30/18	PA Jackson	Emails with C. Greer re: noteholder inquiry	0.20	121.00
07/30/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	4.30	1,440.50
07/30/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.60	536.00
07/31/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.10	703.50
07/31/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.30	1,105.50
		Total Creditor Information Sharing/1102 Matters	**79.30**	**27,992.50**
			Hours	Amount
B280		**Sale Motion/363 State**		
07/02/18	J Argentina	Follow up review of language in proposed sale orders for Debtor real property.	0.20	99.00
07/02/18	PA Jackson	Calls with D. Thomson re: 363 sale orders, Blucher language	0.70	423.50
07/02/18	DA Thomson	Review previous sale orders regarding provisions on disbursement of proceeds and adequate protection	1.20	438.00
07/02/18	DA Thomson	Email regarding distribution provisions to S. Kortanek.	0.40	146.00

			Hours	Amount
B280		**Sale Motion/363 State**		
07/02/18	DA Thomson	Call with P. Jackson to discuss pending sale motions and drafting of omnibus response.	0.70	255.50
07/02/18	DA Thomson	Compare properties in pending sale motions to the schedule of real property DIP collateral	0.30	109.50
07/03/18	PA Jackson	Emails with S. Kortanek, D. Thomson re: 363 sale orders, Blucher language and review docket re: same (.9); call with B. Feldman re: same (.1)	1.00	605.00
07/03/18	PA Jackson	Emails with D. Fidler re: 7/10 sale orders, Blucher language	0.90	544.50
07/03/18	DA Thomson	Draft omnibus response to pending sale motions	5.10	1,861.50
07/03/18	DA Thomson	Review pending sale motions regarding inter-company lien issues	0.30	109.50
07/06/18	TR Casey	Email to C. Greer regarding information on Electra Court property requested by R. Vinson.	0.10	80.00
07/11/18	TR Casey	Emails to R. Vinson regarding Electra Court property.	0.20	160.00
07/16/18	TR Casey	Email from R. Vinson regarding property information.	0.10	80.00
07/19/18	TR Casey	Telephone conference with R. Vinson regarding Electra Court property, de la Rochelle adversary and plan.	0.70	560.00
		Total Sale Motion/363 State	**11.90**	**5,472.00**

			Hours	Amount
B310		**Claims Administration/Objections/Bar Date**		
07/03/18	TR Casey	Return call to A. Martin regarding notice of continued moratorium transfer of claims and proof of claim issues.	0.30	240.00
07/03/18	PA Jackson	Emails from B. Feldman re: 1141(d)(6) stipulation, OCP retainer issue	0.10	60.50
07/05/18	PA Jackson	Emails from M. Dundon, J. Millar, M. Litvak re: debtors' response to liquidity facility term sheet	0.20	121.00
07/17/18	TR Casey	Review portions of claim trade opinion.	0.20	160.00
07/23/18	SK Kortanek	Review email and claims report from J Weiss re: claims review and summary, common interest discussions among the estate parties	0.60	483.00
07/25/18	TR Casey	Voicemail from P. Storn Gullat regarding claims.	0.10	80.00
07/25/18	TR Casey	Review schedules for claim of Stone Living Trust.	0.30	240.00
07/26/18	SK Kortanek	Review parties' email correspondence re: SEC bar date discussions	0.40	322.00
07/26/18	TR Casey	Email to R. Houchin regarding additional claim amount.	0.10	80.00
07/26/18	TR Casey	Email to P. Gullatt regarding duplicate claim issue.	0.10	80.00
07/30/18	SK Kortanek	Review terms of proposed SEC bar date extension, prepare recommendation	0.50	402.50

			Hours	Amount
B310		**Claims Administration/Objections/Bar Date**		
07/31/18	SK Kortanek	Email correspondence exchange D Baddley and estate parties re: SEC bar date extension agreement	0.30	241.50
		Total Claims Administration/Objections/Bar Date	**3.20**	**2,510.50**

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/01/18	PA Jackson	Research and draft objection to motion to terminate exclusivity and email to S. Kortanek	5.00	3,025.00
07/02/18	PA Jackson	Emails with S. Kortanek re: objection to Sarachek exclusivity termination motion	0.10	60.50
07/02/18	PA Jackson	Review and comment on draft disclosure statement	3.20	1,936.00
07/03/18	TR Casey	Review Debtors' motion to extend exclusivity.	0.20	160.00
07/03/18	TR Casey	Telephone conference with L. Politi regarding update on term sheet, plan and property sales.	0.30	240.00
07/03/18	PA Jackson	Emails from W. Holt, J. Sabin, M. Dundon, M. Tuchin re: revised chapter 11 plan	0.50	302.50
07/06/18	SK Kortanek	Review Committee and Unitholder Group responses and joinders regarding Rochelle exclusivity termination motion	0.30	241.50
07/06/18	SK Kortanek	Meet with P Jackson re: Disclosure Statement comments (0.5); Review and comment on further turn of the Disclosure Statement (2.0)	2.50	2,012.50
07/06/18	SK Kortanek	Review and revise Noteholder Group response in support of Debtors' objection to terminate exclusivity	1.60	1,288.00
07/06/18	SK Kortanek	Emails J Millar and M Dundon re: trust certificate distribution ratio and pricing issues (0.3); Call R Pachulski and follow-up email re: price target issues for trust certificates under the plan (0.3)	0.60	483.00
07/06/18	TR Casey	Telephone conference with R. Reynoso regarding claims and update on settlement and term sheet/plan.	0.20	160.00
07/06/18	PA Jackson	Review/comment on draft disclosure statement	4.30	2,601.50
07/06/18	PA Jackson	Revise, finalize, and coordinate filing of objection to exclusivity termination motion	1.20	726.00
07/06/18	PA Jackson	Call with S. Kortanek re: Unitholder Group joinder to objection to exclusivity termination motion (.1); review same (.1)	0.20	121.00
07/06/18	PA Jackson	Emails with S. Kortanek, C. Greer re: objection to exclusivity termination motion	0.30	181.50
07/06/18	PA Jackson	Emails with J. Weiss, M. Tuchin re: comments to disclosure statement	0.30	181.50
07/06/18	CM Greer	Finalize and file objection to exclusivity motion; Coordinate service of same	0.20	67.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/09/18	SK Kortanek	Email exchanges P Jackson re: language changes for the Disclosure Statement	0.40	322.00
07/09/18	SK Kortanek	Email exchange and call with J Sabin re: reservation and related Disclosure Statement language on certain elements of the Plan Term Sheet	0.40	322.00
07/09/18	TR Casey	Confer with C. Greer regarding response to R. Michel question on distribution.	0.10	80.00
07/09/18	PA Jackson	Emails with S. Kortanek re: proposed Ponzi language for disclosure statement	0.10	60.50
07/10/18	TR Casey	Email from P. Jackson regarding hearing on motion to terminate exclusivity and filing of the plan and disclosure statement	0.20	160.00
07/10/18	TR Casey	Begin review of disclosure statement.	1.30	1,040.00
07/10/18	J Argentina	Call from counsel to Noteholder regarding information on plan term sheet and noteholder treatment	0.20	99.00
07/11/18	TR Casey	Telephone conference with R. Reynoso regarding denial of motion to terminate exclusivity.	0.10	80.00
07/11/18	TR Casey	Telephone conference with R. Vinson regarding update on term sheet, plan and disclosure statement and information on Electra Court property.	0.40	320.00
07/11/18	TR Casey	Email from and telephone conference with R. Reynoso regarding motion to terminate exclusivity, plan and disclosure statement and projected distribution.	0.40	320.00
07/11/18	TR Casey	Confer with P. Jackson regarding plan and disclosure statement and Noteholder issues	0.30	240.00
07/11/18	TR Casey	Continue review of disclosure statement.	1.70	1,360.00
07/11/18	TR Casey	Telephone conference with J. Hill regarding noteholder claims, plan, disclosure statement, timing and possible distribution.	0.40	320.00
07/11/18	TR Casey	Confer with C. Greer regarding plan and disclosure statement and Noteholder issues.	0.30	240.00
07/11/18	PA Jackson	Review draft order denying exclusivity termination, and related emails with J. Sarachek, B. Feldman	0.10	60.50
07/11/18	PA Jackson	Emails with noteholder re: plan, disclosure statement questions	0.70	423.50
07/11/18	PA Jackson	Emails with M. Fruchter, Noteholder Co-Chair re: follow-up question about plan solicitation	0.30	181.50
07/11/18	PA Jackson	Call with T. Casey re: noteholder inquiries on plan term sheet matters	0.40	242.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/12/18	SK Kortanek	Prepare for call on solicitation strategy discussion among counsel to Debtors and the Committees (0.5); Call M Tuhin, R Pachulski and J Sabin on common interest planning issues for solicitation and certain plan treatment and claims issues (0.8)	1.30	1,046.50
07/12/18	TR Casey	Continue review of disclosure statement.	0.10	80.00
07/12/18	TR Casey	Emails from/to J. Argentina regarding Noteholder inquiry on plan and disclosure statement.	0.10	80.00
07/12/18	J Argentina	Email correspondence with counsel to Noteholder re plan process update	0.20	99.00
07/13/18	TR Casey	Continue review of plan and disclosure statement.	1.70	1,360.00
07/13/18	PA Jackson	Review noteholder inquiry re: plan, disclosure statement	0.10	60.50
07/16/18	TR Casey	Continue review of disclosure statement and plan.	2.40	1,920.00
07/16/18	TR Casey	Draft summary of certain provisions regarding Noteholder plan treatment.	1.20	960.00
07/17/18	SK Kortanek	Call P Deutch re: update on Omni services, solicitation planning	0.30	241.50
07/17/18	SK Kortanek	Email exchanges with M Sedigh re: management-related plan provisions and update	0.30	241.50
07/17/18	TR Casey	Review plan and disclosure statement.	1.90	1,520.00
07/17/18	TR Casey	Email from P. Jackson regarding plan.	0.30	240.00
07/17/18	TR Casey	Email from C. Greer regarding Class 6 members.	0.10	80.00
07/17/18	TR Casey	Confer with P. Jackson regarding plan and disclosure statement.	0.20	160.00
07/17/18	PA Jackson	Call to G. Anderson re: plan questions	0.70	423.50
07/17/18	PA Jackson	Emails with C. Greer, T. Casey re: noteholder inquiries re: plan, liquidity facility	0.60	363.00
07/17/18	PA Jackson	Call with L. Murley re: plan treatment question	0.30	181.50
07/17/18	CM Greer	Review plan and disclosure statement; Email to I. Bambrick re: list of class 6 participants	0.90	301.50
07/18/18	M Pompeo	Telephone conference with S. Kortanek regarding Plan and noteholder inquiries.	0.50	385.00
07/18/18	SK Kortanek	Call from D Baddley re: plan and disclosure statement matters	0.70	563.50
07/18/18	TR Casey	Telephone conference with C. Spira regarding claim and plan.	0.30	240.00
07/18/18	TR Casey	Return call to R. Reynoso regarding plan and disclosure statement.	0.10	80.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/18/18	TR Casey	Return call to H. Zaks regarding notice and plan issues	0.10	80.00
07/18/18	TR Casey	Telephone conference with R. Vinson regarding plan issues.	0.30	240.00
07/18/18	TR Casey	Review plan and disclosure statement regarding Noteholder treatment.	1.60	1,280.00
07/18/18	TR Casey	Telephone conference with R. Vinson regarding claims, third party claims, security interest and distribution under plan.	0.30	240.00
07/18/18	TR Casey	Review disclosure statement regarding secured status.	0.50	400.00
07/19/18	TR Casey	Review portions of Liquidity motion and outline summary for same.	1.30	1,040.00
07/19/18	TR Casey	Return call to H. Zaks regarding notices, plan treatment matters	0.10	80.00
07/20/18	TR Casey	Telephone conference with R. Reynoso regarding questions on disclosure statement and plan.	0.20	160.00
07/23/18	SK Kortanek	Call with J Young re: case information, global settlement, plan	1.00	805.00
07/23/18	TR Casey	Review disclosure statement and plan regarding certain information on issues Noteholders inquiring about.	2.80	2,240.00
07/23/18	TR Casey	Telephone conference with H. Zaks regarding disclosure statement hearing notice and plan.	0.40	320.00
07/23/18	TR Casey	Return call to R. Vinson re plan and treatment	0.10	80.00
07/23/18	TR Casey	Return call to R. Reynoso regarding plan.	0.10	80.00
07/23/18	TR Casey	Telephone conference with H. Zaks regarding additional questions on plan.	0.30	240.00
07/23/18	TR Casey	Telephone conference with R. Reynoso regarding plan and disclosure statement, treatment of Noteholders.	0.40	320.00
07/23/18	TR Casey	Review disclosure statement and plan regarding third party claims and claim objections.	0.30	240.00
07/23/18	PA Jackson	Emails from Klee Tuchin re: Class 4 claims pool analysis; review same	0.30	181.50
07/24/18	SK Kortanek	Confer with J Millar re: plan process, solicitation planning issues and strategies, claims matters	0.40	322.00
07/24/18	SK Kortanek	Prepare for call with the estate parties re: Class 4 claims and plan issue (0.4); Participate in call with estate parties on claims issues, plan matters (1.4)	1.80	1,449.00
07/24/18	TR Casey	Review disclosure statement for information on Class 3 and Class 6 referenced by R. Reynoso.	0.80	640.00
07/24/18	TR Casey	Telephone conference with R. Reynoso regarding additional questions on disclosure statement, plan and timing issues.	0.50	400.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/24/18	TR Casey	Telephone conference with S. Krol regarding claims, de la Rochelle complaint, disclosure statement, plan, range of distributions and timing of plan confirmation hearing.	0.30	240.00
07/24/18	TR Casey	Telephone conference with T. and S. Konstantinidis regarding plan, disclosure statement, projected distribution, third party claims and hearings.	0.50	400.00
07/24/18	TR Casey	Telephone conference with B. Simpson regarding plan, disclosure statement and securities regulators.	0.50	400.00
07/24/18	TR Casey	Email to B. Simpson regarding information on securities regulations related to chapter 11 plan	0.10	80.00
07/24/18	TR Casey	Review disclosure statement regarding certain issues raised by S. Krol.	0.30	240.00
07/24/18	PA Jackson	Estate professionals' call re: Class 4 claims pool analysis, plan treatment	1.30	786.50
07/24/18	PA Jackson	Follow-up call with S. Kortanek re: Class 4 claims pool, plan strategy	0.40	242.00
07/25/18	M Pompeo	Telephone conference with Investors regarding Plan.	0.40	308.00
07/25/18	SK Kortanek	Review updated Class 4 estimates and analysis	0.40	322.00
07/25/18	SK Kortanek	Review plan provisions relating to new claim developments, potential issues	0.80	644.00
07/25/18	SK Kortanek	Email exchanges with J Sonn re: noteholder counsel, ad hoc groups and plan update	0.40	322.00
07/25/18	SK Kortanek	Email exchanges with M Sedigh and M Dundon re: analysis and estimates for the Noteholder Group on claims matters	0.50	402.50
07/25/18	SK Kortanek	Email correspondence exchanges with J Sabin re: plan issues and strategic considerations for confirmation	0.30	241.50
07/25/18	SK Kortanek	Call with J Sabin re: plan issues, discussions with parties, SEC	0.50	402.50
07/25/18	TR Casey	Telephone conference with L. Politi regarding plan and disclosure statement issues.	0.50	400.00
07/25/18	TR Casey	Review disclosure statement and liquidity facility motion regarding questions raised by Noteholders.	1.60	1,280.00
07/25/18	TR Casey	Telephone conference with R. Vinson regarding additional questions on plan, third-party claims, distributions and liquidity facility.	0.60	480.00
07/26/18	SK Kortanek	Research confirmation issues raised in estate parties' recent common interest planning call	1.80	1,449.00
07/26/18	SK Kortanek	Email correspondence exchange with estate parties (Klee Tuchin, Pachulski, Venable) re: plan issues, treatment of potential disgorgement claims	0.40	322.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/26/18	SK Kortanek	Email exchanges with M Sedigh re: analysis and sensitivity analysis on claims ranges	0.40	322.00
07/26/18	SK Kortanek	Call with J Millar re: plan solicitation matters	0.30	241.50
07/26/18	TR Casey	Review portions of disclosure statement and plan regarding substitute consolidation, perfection, third party claims and liquidation trust.	1.60	1,280.00
07/26/18	TR Casey	Telephone conference with A. Martin regarding plan and disclosure statement issues.	0.20	160.00
07/26/18	TR Casey	Return call to C. Spira regarding disclosure statement hearing.	0.10	80.00
07/26/18	TR Casey	Telephone conference with C. Spira regarding claim of Cong Myad Lyad Inc., disclosure statement hearing and projected distribution and timing of same.	0.50	400.00
07/26/18	TR Casey	Draft notes regarding disclosure statement provisions.	0.80	640.00
07/26/18	TR Casey	Telephone conference with R. Houchin regarding claim, plan, disclosure statement hearing and projected distribution.	0.30	240.00
07/27/18	SK Kortanek	Review issues on sensitivity analysis for claims recovery projections (0.4); Email exchange with M Sedigh and P Jackson re: recovery sensitivity analysis (0.3)	0.70	563.50
07/27/18	SK Kortanek	Review draft disclosure statement exhibits from J Weiss at Klee Tuchin - proposed Excluded Parties schedule, liquidating plan, managment information, etc.	0.70	563.50
07/27/18	SK Kortanek	Call with M Dundon re: post-Effective Date trading, registration and liquidity matters	0.40	322.00
07/27/18	TR Casey	Review plan and disclosure statement regarding Noteholder treatment, contribution of causes of action, liquidating trust and distributions.	0.90	720.00
07/27/18	TR Casey	Emails to P. Jackson regarding Noteholder plan treatment issues.	0.20	160.00
07/27/18	TR Casey	Telephone conference with K. Onesko regarding Noteholder plan/disclosure statement issues.	0.20	160.00
07/27/18	TR Casey	Email from P. Jackson regarding Noteholder plan terms.	0.10	80.00
07/27/18	TR Casey	Review disclosure statement and plan regarding Noteholder treatment.	0.40	320.00
07/27/18	TR Casey	Telephone conference with G. Anderson regarding Noteholder claims and treatment under the proposed plan.	0.20	160.00
07/27/18	TR Casey	Emails from/to S. Kortanek regarding plan distribution issues.	0.10	80.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/27/18	TR Casey	Emails from/to Z. Melig and P. Jackson regarding plan/disclosure statement issues and other Noteholder issues.	0.20	160.00
07/27/18	TR Casey	Review notes on calls with R. Houchin and L. Spira re plan issues	0.10	80.00
07/27/18	TR Casey	Review emails from K. Onesko regarding plan and disclosure statement.	0.10	80.00
07/27/18	PA Jackson	Emails with T. Casey re: frequently asked questions from noteholders re: plan, liquidity facility	0.50	302.50
07/29/18	PA Jackson	Review draft Conaway MacKenzie presentation re: GUC treatment scenarios	0.30	181.50
07/30/18	TR Casey	Telephone conference with T. and S. Konstantinidis regarding follow up questions they and other Noteholders have on plan, secured position, distributions, disclosure statement hearing, timing and other case issues.	0.80	640.00
07/30/18	TR Casey	Telephone conference with D. Mekus regarding plan questions.	0.30	240.00
07/30/18	TR Casey	Review list of Class 6 Noteholders.	0.10	80.00
07/30/18	TR Casey	Call to B. Simpson regarding plan.	0.10	80.00
07/30/18	TR Casey	Review plan and disclosure statement regarding claims and treatment, interest paid and net of same and recovery from Noteholders and liquidation trust interests.	0.50	400.00
07/30/18	PA Jackson	Emails with noteholder counsel re: disclosure statement question	0.20	121.00
07/30/18	PA Jackson	Draft memo to client re: proposed plan amendment	1.40	847.00
07/30/18	PA Jackson	Emails with S. Kortanek, M. Sedigh re: sensitivity analysis of proposed plan amendment	0.30	181.50
07/31/18	TR Casey	Telephone conference with C. Greer regarding Noteholder questions on plan treatment.	0.30	240.00
07/31/18	TR Casey	Review disclosure statement regarding releases and third party claims.	0.20	160.00
07/31/18	TR Casey	Return call to E. McPherson regarding disclosure statement, plan and ballot.	0.10	80.00
07/31/18	TR Casey	Telephone conference with B. Marcus regarding Noteholder claims and plan.	0.30	240.00
07/31/18	TR Casey	Telephone conference with J. Snook regarding update on settlement, plan, procedure and timing.	0.60	480.00
07/31/18	TR Casey	Telephone conference with B. McDermand regarding plan, distribution, net claim, ballot and timing issues.	0.90	720.00

			Hours	Amount
B320		**Plan and Disclosure Statement**		
07/31/18	PA Jackson	Review noteholder inquiries to the Noteholder Group website re plan issues	0.40	242.00
		Total Plan and Disclosure Statement	**84.10**	**62,133.00**

			Hours	Amount
B440		**Adversary Proceedings and Bankruptcy Litigation**		
07/07/18	PA Jackson	Email to P. Keenan, J. Dodd, D. Meloro re: RFPs to Debtors	0.20	121.00
07/10/18	PA Jackson	Review UST motion in Knowles case; email to S. Beach, J. Sabin re: same	0.20	121.00
07/18/18	TR Casey	Review de la Rochelle complaint.	0.30	240.00
07/19/18	CM Greer	Retrieve and circulate Saracheck amended complaint	0.10	33.50
07/31/18	PA Jackson	Review Knowles Systems MOR	0.10	60.50
		Total Adversary Proceedings and Bankruptcy Litigation	**0.90**	**576.00**

			Hours	Amount
B445		**Court Hearings/Preparation/Agenda**		
07/06/18	CM Greer	Circulate agenda and amended agenda for 7/10/18 hearing	0.10	33.50
07/10/18	SK Kortanek	Review July 10 omnibus hearing record	0.50	402.50
07/10/18	SK Kortanek	Call P Jackson re: July 10 hearing report, Court ruling on exclusivity motion, reporting to the Noteholder Group	0.40	322.00
07/10/18	PA Jackson	Preparation and attendance at omnibus hearing re: exclusivity termination motion; related follow-up with noteholder in attendance	1.90	1,149.50
07/10/18	PA Jackson	Follow-up call with S. Kortanek re: omnibus hearing	0.20	121.00
07/10/18	CM Greer	Prepare hearing binder for 7/10/18 hearing	0.20	67.00
07/11/18	TR Casey	Review transcript of hearing on motion to terminate exclusivity.	0.40	320.00
07/11/18	CM Greer	Circulate transcript for 7/10/18 hearing	0.10	33.50
		Total Court Hearings/Preparation/Agenda	**3.80**	**2,449.00**

Time and Fee Summary

Timekeeper	Title	Rate	Hours	Fees
JH Millar	Partner	$990.00	3.70	$3,663.00
SK Kortanek	Partner	$805.00	42.20	$33,971.00
TR Casey	Partner	$800.00	53.10	$42,480.00
M Pompeo	Partner	$770.00	1.50	$1,155.00
PA Jackson	Associate	$605.00	41.70	$25,228.50
J Argentina	Associate	$495.00	8.10	$4,009.50
KH DeMaio	Associate	$420.00	0.80	$336.00
DA Thomson	Associate	$365.00	8.90	$3,248.50
CM Greer	Paralegal	$335.00	89.90	$30,116.50
Totals			249.90	$144,208.00

Expenses

Telecommunication Services	72.38
Searches	106.70
Travel - Airfare - Steven K. Kortanek, 06/29/18 - Flight Wifi - Co-Chair Meeting	29.95
Travel - Airfare - Steven K. Kortanek, 06/30/18 - Gogo - Wifi-in flight re Co-Chair Meeting	16.00
Travel - Airfare - Steven K. Kortanek, 06/30/18, LAX to PHL - SKK return flight LAX-PHL-Co Chair Meeting	282.20
Travel - Airfare - Steven K. Kortanek, 06/29/18, PHL-LAX - Alaska Airlines - Co-Chair Meeting	265.20
Travel - Lodging (Hotel, Apt, Other) - Steven K. Kortanek, 06/30/18 - Co Chair Meeting	499.34
Outside Photocopying Services Parcels Inc. 07/19/18 - Blowback x 1 from email attachments Insert tabs Insert into binde	53.25
Hand Delivery - Reliable Wilmington Mailout services, Draft and Efile, Hand Delivery	124.71
Taxi/Car Service - Steven K. Kortanek, 06/30/18 - Uber from PHL-Co Chair Meeting	36.40
Taxi/Car Service - Steven K. Kortanek, 06/30/18 - Uber to LAX-Co Chair Meeting	22.78
Taxi/Car Service - Steven K. Kortanek, 06/29/18 - Uber from LAX - Co-Chair Meeting	20.99
Taxi/Car Service - Steven K. Kortanek, 06/29/18 - Uber to PHL - Co-Chair Meeting	60.33
Total Current Expenses	$1,590.23

Total this Invoice **$145,798.23**

Payment for legal services is due within 30 days of invoice date.

Exhibit B

Kortanek Declaration

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)
	:	(Jointly Administered)
Debtors.	:	

DECLARATION OF STEVEN K. KORTANEK

I, Steven K. Kortanek, declare as follows:

29. I am a partner with the law firm of Drinker Biddle & Reath LLP ("**Drinker Biddle**"). I submit this Declaration (the "**Declaration**") on behalf of Drinker Biddle in support of the *Sixth Monthly Fee Application of Drinker Biddle & Reath LLP, Counsel for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses, for the Period From July 1, 2018 Through July 31, 2018* (the "**Application**"). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

30. Drinker Biddle is a law firm of approximately 600 attorneys, which maintains an office at 222 Delaware Ave., Ste. 1410, Wilmington, DE 19801-1621, among other locations.

31. The Billing Detail attached as "Exhibit A" to the Application contains a separate description and time allotment for each activity performed by each individual attorney and legal assistant.

[1] The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC.

32. All services for which compensation is requested by Drinker Biddle were professional services performed for and on behalf of the Noteholder Group and not on behalf of any other person.

33. In compliance with 18 U.S.C. § 155, neither I nor any member or associate of this firm has entered into any agreement, express or implied, with any other party in interest or any attorney for such other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors or the estates' assets.

34. In compliance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, Drinker Biddle, or any member or associate of Drinker Biddle, on the one hand, and any other person, on the other hand, for division of compensation Drinker Biddle may receive for services rendered in connection with these Chapter 11 Cases, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any member or associate of Drinker Biddle.

Dated: November 15, 2018

/s/ Steven K. Kortanek
Steven K. Kortanek