

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

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In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
	:	
Debtors.	:	<b>Obj. Deadline: December 6, 2018 at 4:00 p.m. (ET)</b>
	:	

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**COVER SHEET TO THE EIGHTH 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  
SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 2018**

Name of Applicant:	Drinker Biddle & Reath LLP
Authorized to Provide Services to:	Ad Hoc Noteholder Group
Date of Retention:	April 5, 2018, <i>nunc pro tunc</i> to February 1, 2018 [D.I. 915]
Period for which Compensation/ Reimbursement is Sought:	September 1, 2018, through September 30, 2018
Total Compensation Sought as Actual, Reasonable and Necessary:	\$196,489.50
Less \$5,433.75 for non-working travel	\$191,055.75
80% of Compensation Sought as Actual, Reasonable and necessary:	\$152,844.60
Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$3,988.71

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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. 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](http://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:	\$561
Blended Rate in this application for all attorneys:	\$718

This is an:   X   monthly       interim       final application

**PRIOR MONTHLY FEE APPLICATIONS**

		<b>Requested</b>		<b>Approved (by CNO)</b>	
<b>Date Filed &amp; Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses (100%)</b>
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
11/05/18 D.I. 2931	5/1/18 – 5/31/18	\$203,093.00	\$3,158.13	\$0.00	\$0.00
11/5/18 D.I. 2954	6/1/18 – 6/30/18	\$189,579.50	\$4,889.80	\$0.00	\$0.00
11/15/18 D.I. 3003	7/1/18 – 7/31/18	\$144,208.00	\$1,590.23	\$0.00	\$0.00
11/16/18 D.I. 3027	8/1/18 – 8/31/18	\$147,585.00	\$2,715.17	\$0.00	\$0.00
<b>TOTAL</b>		<b>\$1,483,337.25</b>	<b>\$22,956.93</b>	<b>\$487,860.60</b>	<b>\$4,759.25</b>

**PRIOR INTERIM FEE APPLICATIONS**

		<b>Requested</b>		<b>Approved (by Order)</b>	
<b>Date Filed &amp; Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses (100%)</b>
N/A	N/A	N/A	N/A	N/A	N/A
<b>TOTAL</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

**SUMMARY OF BILLING BY PROFESSIONAL RENDERING  
SERVICE FROM SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 2018**

<b>Name of Professional Person</b>	<b>Position of the Applicant Year of Obtaining License to Practice</b>	<b>Billing Rate</b>	<b>Hours Billed</b>	<b>Total Compensation</b>
Steven K. Kortanek	Partner (Corporate Restructuring Group) DE bar since 1992	\$805	91.70	\$73,818.50
*Steven K. Kortanek	Partner (Corporate Restructuring Group) DE bar since 1992	\$402.50	13.50	\$5,433.75
Timothy R. Casey	Partner (Corporate Restructuring Group)	\$800	44.60	\$35,680.00
Patrick A. Jackson	Associate (Corporate Restructuring Group) DE bar since 2007	\$605	38.90	\$23,534.50
Joseph Argentina	Associate (Corporate Restructuring Group) NJ bar since 2009 PA bar since 2009 DE bar since 2010	\$495	12.60	\$6,237.00
Kevin H. DeMaio	Associate (Litigation Group)	\$420	0.40	\$168.00
Cathy M. Greer	Paralegal (Corporate Restructuring Group)	\$335	132.40	\$44,354.00
Cathlyn Cantelmi-Tigani	Paralegal (Corporate Restructuring Group)	\$305	6.00	\$1,830.00
<b>GRAND TOTAL:</b>			<b>340.10</b>	<b>\$191,055.75</b>
<b>BLENDED HOURLY RATE:</b>		<b>\$561</b>		

\*Reflects a 50% rate reduction due to non-working travel time

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY**

<b>CODE</b>	<b>PROJECT CATEGORY</b>	<b>ACTUAL HOURS</b>	<b>TOTAL FEES</b>
B110	Case Administration	11.10	\$4,081.50
B120	Asset Analysis and Recovery	0.80	\$644.00
B140	Relief from Stay/Adequate Protection Proceedings	1.40	\$469.00
B150	Meetings of and Communications with Creditors	13.60	\$9,788.00
B161	Fee Application	16.40	\$8,763.00
B175	Fee Application of Others	4.10	\$2,121.50
B180	Avoidance Action Analysis	1.10	\$885.50
B185	Assumption/Rejection of Leases and Contracts	3.30	\$1,912.50
B195	Non-Working Travel	13.50	\$10,867.50
B210	Business Operations	0.40	\$322.00
B220	Employee Benefits/Pensions	10.90	\$8,653.50
B230	Financing/Cash Collateral	0.70	\$543.50
B235	Creditor Information Sharing/1102 Matters	121.20	\$43,042.50
B270	Reports and Schedules	0.70	\$423.50
B280	Sale Motion/363 State	1.40	\$1,123.50
B310	Claims Administration/Objections/Bar Date	5.40	\$4,250.00
B320	Plan and Disclosure Statement	127.40	\$94,173.00
B440	Adversary Proceedings and Bankruptcy Litigation	2.50	\$1,745.50
B445	Court Hearings/Preparation/Agenda	4.20	\$2,680.00
<b>TOTAL:</b>		<b>340.10</b>	<b>\$196,489.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Computer Assisted Research	Lexis	\$296.28
Computer Assisted Research	Westlaw	\$194.00
Travel – Airfare – Steven K. Kortanek, 8/16/18, Philadelphia to Los Angeles – Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18		\$203.20
Travel – Airfare – Steven K. Kortanek, 9/13/18, Philadelphia to Los Angeles Noteholder Group Co-Chair Meeting		\$347.20
Travel – Airfare – Steven K. Kortanek, 9/13/18, Los Angeles to Philadelphia – Noteholder Group Co-Chair Meeting		\$347.20
Travel – Airfare – Steven K. Kortanek, 9/13/18 – Gogo – In-flight wifi – Noteholder Group Co-Chair Meeting		\$29.95
Travel – Airfare – Steven K. Kortanek, 8/16/18, Los Angeles to Philadelphia – Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18		\$225.80
Travel – Airfare – Steven K. Kortanek, 8/29/18, American Airlines, Los Angeles to Philadelphia – Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18		\$160.20
Hand Delivery – Wilmington Mailout/Envelope Services	Reliable	\$124.96
Hand Delivery – Wilmington Mailout/Envelope Services, Prepare and file Affidavit of Service	Reliable	\$390.30
Hand Delivery – Wilmington Mailout/Envelope Services, Prepare and file Affidavit of Service	Reliable	\$1,493.10
Taxi/Car Service – Steven K. Kortanek, 9/13/18 – Uber Los Angeles Airport to Drinker Los Angeles Office, Noteholder Group Co-Chair Meeting		\$31.14
Taxi/Car Service – Steven K. Kortanek, 9/13/18 – Uber to Philadelphia Airport, Noteholder Group Co-Chair Meeting		\$50.64
Taxi/Car Service – Steven K. Kortanek, 9/13/18 – Uber Drinker office to Los Angeles Airport, Noteholder Group Co-Chair Meeting		\$58.10
Taxi/Car Service – Steven K. Kortanek, 9/14/18 – Uber from Philadelphia Airport, Noteholder Group Co-Chair Meeting		\$36.64
		<b>\$3,988.71</b>

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

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In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Obj. Deadline: December 6, 2018 at 4:00 p.m. (ET)
	:	

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**EIGHTH 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  
SEPTEMBER 1, 2018 THROUGH SEPTEMBER 30, 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 eighth 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

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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. 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](http://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 September 1, 2018 through September 30, 2018 (the “Application Period”) in the amount of **\$191,055.75** and reimbursement of its actual and necessary expenses in the amount of **\$3,988.71**. 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 September 6 and September 20, 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.

<b>Total Hours: 13.60</b>	<b>Total Fees: \$9,788.00</b>
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**Fee Application (B161)**

18. During the Application Period, the firm performed further necessary work on its second monthly interim application, and the firm also began to prepare its third monthly application.

<b>Total Hours: 16.40</b>	<b>Total Fees: \$8,763.00</b>
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**Non-Working Travel (B195)**

19. During the Application Period, the firm incurred non-working travel time to participate in the investor plan information conference calls that were conducted on September 26, 27 and 28, 2018, in a joint effort undertaken by the Debtors and the three committees.

<b>Total Hours: 13.50</b>	<b>Total Fees: \$10,867.50</b>
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**Employee Benefits/Pensions (B220)**

20. On September 20, 2018, Drinker Biddle received for the first time a fully-developed executive compensation agreement that was required by the March 22, 2018 plan term sheet to be negotiated among the three Committees. In the highly compressed time frame afforded to the Noteholder Group, Drinker Biddle worked with the Noteholder Group's financial advisors to analyze the proposed executive compensation agreement and to attempt the negotiation called for by the plan term sheet.

<b>Total Hours: 10.90</b>	<b>Total Fees: \$8,653.50</b>
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**Creditor Information Sharing/1102 Matters (B235)**

21. The solicitation mailing for the chapter 11 plan was completed by September 7, 2018, during the Application Period. The volume of noteholder inquiries increased considerably in September, as the disclosure statement had been approved and plan solicitation was underway. Fielding noteholder inquiries from the Noteholder Group's constituency required increased time,

and indeed the time required to be fully responsive to all noteholder inquiries increased by over 60% over the time required in August 2018. The firm's blended rate for such communications was maintained at a very low figure, \$355 per hour for September, as most such communications responses continued to be handled by non-lawyer paraprofessionals.

<b>Total Hours: 121.20</b>	<b>Total Fees: \$43,042.50</b>
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**Plan and Disclosure Statement (B320)**

22. During the Application Period, the Noteholder Group and its professionals were heavily involved in plan solicitation support efforts, as well as other work in furtherance of a successful plan vote by noteholders. For its part, Drinker Biddle handled plan-related communications with noteholders with an emphasis on assisting noteholders in understanding their treatment under the plan, which the Noteholder Group believes materially assisted in achieving the overwhelmingly favorable vote by noteholders for the chapter 11 plan. Drinker Biddle also closely coordinated with the Debtors and the other two committees in their joint efforts on achieving a successful plan vote. A centerpiece of those joint efforts was the series of investor plan information conference calls held for all noteholders and unitholders on September 26, 27 and 28, 2018. The voting deadline on the plan was October 8, 2018, so the September time frame was a highly critical time period in terms of cultivating creditor support for the plan.

<b>Total Hours: 127.40</b>	<b>Total Fees: \$94,173.00</b>
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**VI. BASIS FOR RELIEF**

23. 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.*

24. 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).

25. 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.

26. 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**

27. 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.

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

29. 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 \$191,055.75 (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 \$3,988.71, for the Application Period from September 1, 2018 through September 30, 2018.

Dated: November 16, 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)  
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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
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 17-12560 (KJC)
Debtors.	:	(Jointly Administered)
	:	<b>Obj. Deadline: December 6, 2018 at 4:00 p.m. (ET)</b>

**NOTICE OF APPLICATION**

**PLEASE TAKE NOTICE** that on November 16, 2018, Drinker Biddle & Reath LLP (“Drinker Biddle”), filed the **Eighth 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 September 1, 2018 Through September 30, 2018** (the “Application”), which seeks approval for compensation for professional services rendered in the amount of \$191,055.75 and reimbursement for the expenses it incurred in the amount of \$3,988.71 during the period from September 1, 2018 through September 30, 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, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **December 6, 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)

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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. 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](http://www.gardencitygroup.com/cases/WGC).

the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022 (Attn: 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 16, 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)  
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-and-

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*Counsel for the Ad Hoc Noteholder Group*

## **Exhibit A**

Billing Detail



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: 15202118  
 Invoice Date: 10/30/2018  
 Client Number: 218376  
 Matter Number: 572666

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

For services through September 30, 2018

Current Fees	196,489.50
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Current Expenses	<div style="border-top: 1px solid black; display: inline-block; width: 100%;">3,988.71</div>
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Total Amount Due This Invoice	<b><u>\$200,478.21</u></b>
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**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:	218376/15202118

**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.**



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: 15202118  
 Invoice Date: 10/30/2018  
 Client Number: 218376  
 Matter Number: 572666

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

For professional services rendered through September 30, 2018

**Fees**

			<u>Hours</u>	<u>Amount</u>
<b>B110</b>		<b>Case Administration</b>		
09/04/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.20	84.00
09/04/18	CM Greer	Document/file management	0.10	33.50
09/04/18	CM Greer	Review docket for main case, adversary cases & district court and update critical dates calendar	1.90	636.50
09/05/18	CM Greer	Document/file management	1.50	502.50
09/06/18	CM Greer	Review docket and update sale order schedule	0.20	67.00
09/06/18	CM Greer	Update docket tracking sheet	0.20	67.00
09/10/18	SK Kortanek	Review critical dates update	0.20	161.00
09/11/18	SK Kortanek	Review and update task / assignment list	0.20	161.00
09/11/18	SK Kortanek	Review order scheduling hearings	0.10	80.50
09/11/18	CM Greer	Update noteholder database	3.20	1,072.00
09/14/18	KH DeMaio	Confer with DBR team re: DBR data room; update same.	0.20	84.00
09/21/18	CM Greer	Update noteholder database	2.50	837.50
09/24/18	CM Greer	Update noteholder database	0.20	67.00
09/26/18	CM Greer	Update noteholder database	0.20	67.00
09/27/18	SK Kortanek	Email exchange P Jackson re: common interest agreement matters	0.20	161.00
		<b>Total Case Administration</b>	<b>11.10</b>	<b>4,081.50</b>
<b>B120</b>		<b>Asset Analysis and Recovery</b>	<u>Hours</u>	<u>Amount</u>
09/14/18	SK Kortanek	Review email correspondence exchange re: Comerica action, with J Sonn and J Beynon	0.30	241.50
09/21/18	SK Kortanek	Review update on Comerica litigation, related issues	0.50	402.50
		<b>Total Asset Analysis and Recovery</b>	<b>0.80</b>	<b>644.00</b>

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 October 30, 2018 In Woodbridge Group of Companies, LLC, et al.

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			<u>Hours</u>	<u>Amount</u>
<b>B140</b>		<b>Relief from Stay/Adequate Protection Proceedings</b>		
09/18/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.40	469.00
		<b>Total Relief from Stay/Adequate Protection Proceedings</b>	<b>1.40</b>	<b>469.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B150</b>		<b>Meetings of and Communications with Creditors</b>		
09/05/18	PA Jackson	Emails with client, S. Kortanek re: Noteholder Group meeting agenda	0.20	121.00
09/06/18	SK Kortanek	Call M Goldberg re: invitation to join Noteholder Group call with consent of company counsel (in capacity as trustee nominee)	0.40	322.00
09/06/18	SK Kortanek	Present at meeting of the Noteholder Group	1.20	966.00
09/06/18	SK Kortanek	Prepare for Noteholder Group meeting	0.70	563.50
09/06/18	PA Jackson	Emails with S. Kortanek, C. Greer re: Noteholder Group meeting agenda, noteholder inquiries	0.40	242.00
09/06/18	PA Jackson	Follow-up email to client re: Noteholder Group telephonic meeting, solicitation package documents	0.40	242.00
09/06/18	PA Jackson	Participate in Noteholder Group telephonic meeting	1.20	726.00
09/18/18	SK Kortanek	Emails with P Jackson re: update and report memo to Noteholder Group	0.20	161.00
09/18/18	PA Jackson	Call from M. Fruchter re: questions for the upcoming Noteholder Group meeting	0.10	60.50
09/18/18	PA Jackson	Emails with S. Kortanek re: Noteholder Group member question for upcoming Noteholder Group meeting	0.20	121.00
09/19/18	SK Kortanek	Review and comment on draft meeting agenda for Noteholder Group September 20, 2018 meeting	0.30	241.50
09/19/18	SK Kortanek	Confer with P Jackson re: preparation for Noteholder Group meeting, open plan issues	0.80	644.00
09/19/18	PA Jackson	Call with S. Kortanek re: Noteholder Group telephonic meeting	0.80	484.00
09/19/18	PA Jackson	Emails with S. Kortanek, client re: AHNG telephonic meeting agenda	0.30	181.50
09/20/18	SK Kortanek	Email exchange M Goldberg re: participation in Noteholder Group call	0.30	241.50
09/20/18	SK Kortanek	Call from Jay Beynon re: preparation for Noteholder Group call meeting on Sept. 20, related issues, plan solicitation process	0.50	402.50
09/20/18	SK Kortanek	Prepare for (0.4) and present at the September 20 meeting of the Noteholder Group (1.9)	2.30	1,851.50

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			<u>Hours</u>	<u>Amount</u>
<b>B150</b>		<b>Meetings of and Communications with Creditors</b>		
09/20/18	PA Jackson	Participate in Noteholder Group telephonic meeting	1.90	1,149.50
09/25/18	SK Kortanek	Email exchanges with Noteholder Group Co-Chairs J Beynon and M Fruchter re: planning for the Sept. 27 meeting of the Noteholder Group	0.30	241.50
09/25/18	SK Kortanek	Review memorandum from P Jackson to the Noteholder Group with read-ahead materials for Noteholder Group Sept. 27 meeting regarding the plan	0.30	241.50
09/27/18	SK Kortanek	Review and revise memo to Noteholder Group regarding update on executive compensation negotiation (0.3); Emails with the Noteholder Group re: preparation for the October 1 2018 Noteholder Group meeting (0.2)	0.50	402.50
09/28/18	PA Jackson	Call with S. Kortanek re: Noteholder Group meeting scheduling, agenda	0.30	181.50
		<b>Total Meetings of and Communications with Creditors</b>	<b>13.60</b>	<b>9,788.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B161</b>		<b>Fee Application</b>		
09/04/18	SK Kortanek	Review and revise interim fee application of Drinker Biddle (second)	1.50	1,207.50
09/11/18	CM Greer	Prepare certificate of no objection re DBR first fee app	0.10	33.50
09/12/18	CM Greer	File certificate of no objection re DBR first fee app	0.10	33.50
09/14/18	SK Kortanek	Revisions of interim fee application of Drinker Biddle	0.80	644.00
09/15/18	SK Kortanek	Review and revise second interim fee application of Drinker Biddle	0.70	563.50
09/17/18	SK Kortanek	Review and revise March fee application for Drinker Biddle	0.70	563.50
09/17/18	SK Kortanek	Confer with C Cantelmi re: preparation of fee applications	0.20	161.00
09/17/18	CE Cantelmi-Tigani	Prepare, review and revise Drinker Biddle & Reath's interim fee application.	3.90	1,189.50
09/18/18	CE Cantelmi-Tigani	Prepare, review and revise Drinker Biddle & Reath's Interim Fee Application.	1.10	335.50
09/19/18	SK Kortanek	Email exchange C Greer re: March fee application work	0.20	161.00
09/19/18	SK Kortanek	Review and revise Drinker interim fee application (March)	0.60	483.00
09/19/18	CE Cantelmi-Tigani	Prepare, review and revise Drinker Biddle & Reath's Interim Fee Application	1.00	305.00
09/20/18	CM Greer	Prepare DBR second fee application (March 2018)	2.40	804.00
09/21/18	SK Kortanek	Email exchange P Jackson re: fee examiner matters	0.20	161.00
09/23/18	SK Kortanek	Review and revise Drinker fee application (April)	0.50	402.50

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			<u>Hours</u>	<u>Amount</u>
<b>B161</b>		<b>Fee Application</b>		
09/25/18	SK Kortanek	Assignment emails to J Argentina and C Greer re: second interim Drinker Biddle application (March 2018)	0.40	322.00
09/25/18	J Argentina	Review and revise Second Monthly Application (March 2018) of Drinker Biddle as counsel to Ad Hoc Noteholder Group.	0.70	346.50
09/28/18	SK Kortanek	Review and revise Drinker Biddle interim fee application (April)	1.30	1,046.50
		<b>Total Fee Application</b>	<b>16.40</b>	<b>8,763.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B175</b>		<b>Fee Applications of Others</b>		
09/06/18	CM Greer	Review docket and update estate professionals' fee application chart	1.90	636.50
09/24/18	J Argentina	Review monthly and interim fee applications of counsel to Unitholders.	0.60	297.00
09/26/18	SK Kortanek	Confer with counsel to the estate parties re: proposed settlement with predecessor counsel	0.20	161.00
09/28/18	SK Kortanek	Call Sean Beach re: terms and other matters concerning proposed settlement	0.20	161.00
09/28/18	SK Kortanek	Email exchange R Pachulski re: estate professional fee matters, SEC communications	0.20	161.00
09/28/18	SK Kortanek	Call Sean Beach re: proposed settlement with prior estate professional	0.30	241.50
09/28/18	SK Kortanek	Email exchange P Jackson re: possible professional fee resolution	0.20	161.00
09/28/18	PA Jackson	Call with S. Beach re: Gibson Dunn final fee app	0.40	242.00
09/28/18	PA Jackson	Emails with S. Kortanek re: Gibson Dunn final fee app	0.10	60.50
		<b>Total Fee Applications of Others</b>	<b>4.10</b>	<b>2,121.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B180</b>		<b>Avoidance Action Analysis</b>		
09/12/18	SK Kortanek	Review email from J Weiss re: diligence on insiders and excluded parties	0.20	161.00
09/12/18	SK Kortanek	Exchange email correspondence form A Heidari re: Schedule 3 issues on insiders (0.3); Email to J Weiss re: Schedule 3 update and further diligence request (0.2)	0.50	402.50
09/27/18	SK Kortanek	Confer with D Stern re: diligence and proposed settlement terms for broker target	0.40	322.00
		<b>Total Avoidance Action Analysis</b>	<b>1.10</b>	<b>885.50</b>



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			<u>Hours</u>	<u>Amount</u>
<b>B185</b>		<b>Assumption/Rejection of Leases and Contracts</b>		
09/17/18	SK Kortanek	Review email from D Fidler with draft schedule of assumed agreements (0.3); Assign review to J Argentina (0.1)	0.40	322.00
09/18/18	SK Kortanek	Review memo from J Argentina re: assumption of contracts and leases, review and analysis of same	0.30	241.50
09/18/18	J Argentina	Review and analyze plan supplement listing 350+ contracts and unexpired leases to be assumed and draft analysis and recommendation for appropriate Noteholder Group response to S. Kortanek.	2.40	1,188.00
09/19/18	SK Kortanek	Email exchange D Fidler re: review of proposed assume and assign schedule	0.20	161.00
		<b>Total Assumption/Rejection of Leases and Contracts</b>	<b>3.30</b>	<b>1,912.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B195</b>		<b>Non-Working Travel</b>		
09/14/18	SK Kortanek	Non-working return travel from Noteholder Group Co-Chair meeting (LAX-PHL)	5.00	4,025.00
09/25/18	SK Kortanek	Non-working portion of travel to Los Angeles for investor plan information call sessions	4.50	3,622.50
09/28/18	SK Kortanek	Non-working portion of return travel LA-PHL for investor information conference call and and plan confirmation meetings	4.00	3,220.00
		<b>Total Non-Working Travel</b>	<b>13.50</b>	<b>10,867.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B210</b>		<b>Business Operations</b>		
09/06/18	SK Kortanek	Emails M Dundon re: preparation for September 12 advisors call	0.40	322.00
		<b>Total Business Operations</b>	<b>0.40</b>	<b>322.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B220</b>		<b>Employee Benefits/Pensions</b>		
09/20/18	SK Kortanek	Review draft CEO compensation agreement	0.70	563.50
09/20/18	SK Kortanek	Email to M Sedigh and M Dundon re: executive compensation analysis	0.40	322.00
09/20/18	SK Kortanek	Call R Pachulski's office re: executive compensation status	0.20	161.00
09/21/18	SK Kortanek	Review issues on executive compensation post-effective date	0.50	402.50
09/21/18	PA Jackson	Review CEO employment agreement; emails with S. Kortanek, M. Sedigh re: same	0.60	363.00
09/24/18	SK Kortanek	Call M Tuchin and D Fidler re: executive compensation issues	0.50	402.50

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			<u>Hours</u>	<u>Amount</u>
<b>B220</b>		<b>Employee Benefits/Pensions</b>		
09/24/18	SK Kortanek	Review Conway MacKenzie analysis of proposed CEO compensation	0.60	483.00
09/24/18	SK Kortanek	Review and analyze proposed executive compensation, and provide issues list to Noteholder Group advisors (M Sedigh, P Jackson, M Dundon)	1.20	966.00
09/24/18	SK Kortanek	Call R Pachulski re: executive compensation matters, background and open issues, term sheet requirements of negotiation	0.70	563.50
09/24/18	SK Kortanek	Memo to Noteholder Group advisor team (Conway MacKenzie, Dundon) re: UCC positions on the executive compensation proposal presented to the Noteholder Group and Unitholder Group, various issues	0.80	644.00
09/24/18	SK Kortanek	Call J Sabin regarding Unitholder Group review of proposed executive compensation	0.40	322.00
09/25/18	SK Kortanek	Email exchanges M Sedigh re analysis of executive comp issues	0.50	402.50
09/25/18	SK Kortanek	Email correspondence to J Sabin re: executive compensation matters, common interest communications	0.60	483.00
09/25/18	SK Kortanek	Call M Sedigh re: executive compensation analysis	0.50	402.50
09/26/18	SK Kortanek	Confer with counsel to the estate parties at Klee Tuchin re: executive compensation proposal	0.10	80.50
09/26/18	TR Casey	Review information from M. Sedigh on proposed CEO compensation	0.20	160.00
09/27/18	SK Kortanek	Call with M Sedigh re: analysis and formulation of counter on executive compensation proposal	0.60	483.00
09/30/18	SK Kortanek	Review and comment on analysis and counterproposal for CEO compensation program	1.00	805.00
09/30/18	SK Kortanek	Review and revise draft CEO employment agreement	0.80	644.00
		<b>Total Employee Benefits/Pensions</b>	<b>10.90</b>	<b>8,653.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B230</b>		<b>Financing/Cash Collateral</b>		
09/06/18	SK Kortanek	Email exchange M Dundon re: lender update	0.30	241.50
09/12/18	SK Kortanek	Email exchanges with D Stern re: status of lending facility	0.20	161.00
09/13/18	PA Jackson	Email from M. Dundon re: liquidity facility status	0.10	60.50
09/26/18	SK Kortanek	Confer with counsel to the estate parties at Klee Tuchin re: liquidity facility update	0.10	80.50
		<b>Total Financing/Cash Collateral</b>	<b>0.70</b>	<b>543.50</b>

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			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
09/04/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.80	603.00
09/04/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.20	402.00
09/05/18	SK Kortanek	Email exchanges with P Jackson re: Noteholder Group communications strategic planningi	0.60	483.00
09/05/18	TR Casey	Review draft update to the noteholder website.	0.20	160.00
09/05/18	PA Jackson	Respond to noteholder inquiries and confer with C. Greer re: same	1.50	907.50
09/05/18	PA Jackson	Draft updated content for Noteholder Group website	3.30	1,996.50
09/05/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	2.90	971.50
09/05/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.80	603.00
09/06/18	PA Jackson	Revise Noteholder Group website content	0.40	242.00
09/06/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.70	1,239.50
09/07/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.00	1,005.00
09/10/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
09/10/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.10	703.50
09/11/18	PA Jackson	Emails with C. Greer re: noteholder inquiries	0.20	121.00
09/11/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.30	1,105.50
09/12/18	PA Jackson	Confer with C. Greer re: noteholder inquiries re: plan, ballot	0.20	121.00
09/12/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	4.20	1,407.00
09/12/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.10	703.50
09/13/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	4.60	1,541.00
09/14/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails; Update phone call log	3.60	1,206.00
09/14/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.10	1,038.50
09/17/18	CM Greer	Respond to noteholder inquiry phone calls and emails	0.80	268.00

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			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
09/17/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.50	837.50
09/17/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (3.7); Update phone call log (0.5)	4.30	1,440.50
09/18/18	TR Casey	Telephone conference with R. Reynoso regarding plan, ballot, distributions, claim distributions and timing.	0.70	560.00
09/18/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (4.6); Update phone call log (0.4)	5.00	1,675.00
09/19/18	TR Casey	Call and email to C. Greer regarding noteholder calls.	0.10	80.00
09/19/18	PA Jackson	Emails with C. Greer re: noteholder inquiries	0.50	302.50
09/19/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (3.6); Update phone call log (0.3)	3.90	1,306.50
09/19/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.10	1,038.50
09/20/18	TR Casey	Email to C. Greer regarding information request from M. Golden	0.10	80.00
09/20/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (3.4); Update phone call log (0.4)	3.80	1,273.00
09/20/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.60	536.00
09/21/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.40	469.00
09/21/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (4.5); Update phone call log (0.5)	5.00	1,675.00
09/24/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (5.9); Update phone call log (0.6)	6.50	2,177.50
09/24/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.00	1,005.00
09/25/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (5.1); Update phone call log (0.5)	5.60	1,876.00
09/25/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.90	971.50
09/26/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (4.4); Update phone call log (0.5)	4.90	1,641.50
09/26/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	4.10	1,373.50
09/27/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (3.9); Update phone call log (0.4)	4.30	1,440.50

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			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
09/27/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.20	402.00
09/28/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.60	1,206.00
09/28/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails (4.4); Update phone call log (0.5)	4.90	1,641.50
		<b>Total Creditor Information Sharing/1102 Matters</b>	<b>121.20</b>	<b>43,042.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B270</b>		<b>Reports and Schedules</b>		
09/13/18	PA Jackson	Emails with J. Shields, S. Kortanek, I. Bambrick re: amendment to SOFAs	0.30	181.50
09/20/18	PA Jackson	Review debtors' amendments to Schedules/SOFAs for noteholder inquiry	0.40	242.00
		<b>Total Reports and Schedules</b>	<b>0.70</b>	<b>423.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B280</b>		<b>Sale Motion/363 State</b>		
09/17/18	SK Kortanek	Review sale orders on. Carbondale properties (N Bridge, Primrose, Sopis)	0.40	322.00
09/19/18	SK Kortanek	Review reservation of rights filed by J Sarachek re: noteholder lien claims and 363 sale motion	0.30	241.50
09/20/18	TR Casey	Review motion and order on sale of Blucher Avenue property.	0.40	320.00
09/20/18	TR Casey	Email from W. Berk regarding Blucher Avenue property sale.	0.10	80.00
09/20/18	TR Casey	Email to W. Berk regarding sale of Blucher Ave property and Noteholder call information.	0.20	160.00
		<b>Total Sale Motion/363 State</b>	<b>1.40</b>	<b>1,123.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B310</b>		<b>Claims Administration/Objections/Bar Date</b>		
09/04/18	TR Casey	Call to J. Lopez regarding noteholder claims.	0.10	80.00
09/04/18	TR Casey	Review Schedule-3 regarding claim of S. Ambrose.	0.10	80.00
09/06/18	CM Greer	Review exhibits regarding first omnibus claims objection	0.20	67.00
09/10/18	SK Kortanek	Review claim responses by several investors (Noble, Mattox et al)	0.30	241.50
09/10/18	SK Kortanek	Review order of District Court on Contrarian appeal	0.20	161.00
09/12/18	SK Kortanek	Review correspondence and emails with M Dundon, J Millar and P Jackson re: noteholder prepetition reconciliation issues on Schedule 3	0.50	402.50

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<b>B310</b>		<b>Claims Administration/Objections/Bar Date</b>		
09/17/18	SK Kortanek	Review Arizona consent order	0.30	241.50
09/20/18	SK Kortanek	Confer with P Jackson re: noteholder claim reconciliation issues	0.40	322.00
09/20/18	TR Casey	Review note interest payment schedule from S. Viniwagen	0.10	80.00
09/21/18	SK Kortanek	Call D Fidler re: settlement approach and underpinnings for certain noteholder categories	0.40	322.00
09/21/18	SK Kortanek	Email exchange P Jackson re: claim reconciliation and settlement conventions for certain noteholders	0.30	241.50
09/22/18	SK Kortanek	Call from advisor J Young re several noteholders with reconciliation/netting disputes, and provide information on resolution protocol	0.40	322.00
09/23/18	SK Kortanek	Email exchange R Black re: noteholder issues on claim reconciliation	0.30	241.50
09/25/18	SK Kortanek	Review Debtors' motion for approval of Loyola settlement (0.5); Email exchanges with M Sedigh and P Jackson re: Loyola settlement, truing up waterfall impact (0.3)	0.80	644.00
09/25/18	SK Kortanek	Review settlement order on Loyola and settlement order summaries re: Zeng, Tosi, White, Wermuth at al.	0.30	241.50
09/25/18	TR Casey	Review Fund schedule Fs for schedule claim of A. McIntyre.	0.30	240.00
09/26/18	SK Kortanek	Email J Randle re: noteholder claim reconciliation issues	0.30	241.50
09/27/18	SK Kortanek	Review withdrawal of Titan claim	0.10	80.50
		<b>Total Claims Administration/Objections/Bar Date</b>	<b>5.40</b>	<b>4,250.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/04/18	TR Casey	Review plan documents regarding information/detail for responses to noteholder inquiries.	1.80	1,440.00
09/04/18	TR Casey	Call to P. Jackson regarding plan tax issue	0.10	80.00
09/04/18	TR Casey	Email to S. Ambrose regarding plan package.	0.10	80.00
09/04/18	TR Casey	Telephone conference with S. Ambrose regarding plan package, noteholder claims, projected distributions, trust, claims versus third parties, SEC claims and plan dates.	0.70	560.00
09/04/18	TR Casey	Review notes on questions raised by noteholders.	0.80	640.00
09/04/18	TR Casey	Email from S. Ambrose regarding update and plan package.	0.10	80.00
09/04/18	TR Casey	Review list of Class 6 claimants and call to C. Kim regarding Class 6 claimants.	0.10	80.00
09/05/18	SK Kortanek	Review and revise Noteholder group website content for plan support communications purposes	2.50	2,012.50

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/05/18	TR Casey	Review disclosure statement regarding Noteholder claim issues.	0.40	320.00
09/05/18	TR Casey	Telephone conference with J. Lopez regarding background, plan, disclosure statement, settlement, distributions and ballots.	0.40	320.00
09/05/18	TR Casey	Emails to/from J. Lopez regarding plan issues.	0.10	80.00
09/05/18	TR Casey	Review Schedule-3 on net claims on plan netting issues	0.30	240.00
09/05/18	TR Casey	Emails to/from J. Lopez regarding Schedule-3 net claims per the plan	0.10	80.00
09/05/18	TR Casey	Review Schedule-3 regarding R. Houchin claim and netting issues under the plan.	0.10	80.00
09/05/18	TR Casey	Telephone conference with R. Houchin regarding plan package, ballot, net claim and distribution.	0.30	240.00
09/05/18	PA Jackson	Review memo re: liquidation trust documents	0.50	302.50
09/06/18	TR Casey	Review disclosure statement regarding claims versus third parties, contributed claims, trust and trustee.	0.90	720.00
09/06/18	TR Casey	Telephone conference with H. Zaks regarding status of plan documents, plan terms, deadline for voting, third party claims, distributions and trust.	0.60	480.00
09/06/18	TR Casey	Emails from P. Jackson regarding plan timeline and letters in support of plan.	0.10	80.00
09/06/18	TR Casey	Telephone conference with B. McDermant regarding update, plan treatment of Noteholders, distributions, trust, claims Woodbridge holds, and contributed claims.	0.40	320.00
09/06/18	J Argentina	Legal research regarding post-mailing disclosure statement solicitation matters.	3.20	1,584.00
09/06/18	PA Jackson	Review plan supplement and revise memo re: same	1.80	1,089.00
09/07/18	TR Casey	Review plan question and answers.	0.80	640.00
09/07/18	TR Casey	Telephone conference with E. Lahotti regarding plan, contributed claims, prepetition interest, trust, ballot and instructions and timing of same.	0.40	320.00
09/07/18	TR Casey	Review plan documents in preparation for call with Noteholders.	1.90	1,520.00
09/07/18	TR Casey	Telephone conference with T. and S. Konstaninidis, M. and L. LaClair and B. and G. Reno regarding plan, ballot, distributions, Liquidation Trust, third party claims and net claims.	0.80	640.00
09/07/18	TR Casey	Emails to/from S. Kontanindis regarding Class 6 claimants.	0.10	80.00
09/07/18	TR Casey	Review Schedule-3 of Disclosure Statement regarding claim of E. Lahotti.	0.10	80.00



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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/07/18	TR Casey	Telephone conference with H. Zaks regarding questions on plan.	0.20	160.00
09/07/18	PA Jackson	Respond to noteholder inquiries regarding chapter 11 plan matters	0.40	242.00
09/07/18	PA Jackson	Call with I. Bambrick re: noteholder plan inquiries	0.50	302.50
09/09/18	SK Kortanek	Outline solicitation issues	1.00	805.00
09/09/18	SK Kortanek	Drafting of talking points for plan support communications	1.20	966.00
09/10/18	SK Kortanek	Confer with P Jackson re: balloting stipulations, strategies	0.30	241.50
09/10/18	SK Kortanek	Review email correspondence with noteholder K Blehm re: claim contribution and related plan questions	0.20	161.00
09/10/18	SK Kortanek	Email exchanges T Casey and P Jackson re: plan solicitation communications, talking points updates	0.40	322.00
09/10/18	SK Kortanek	Email exchange P Deutch re Noteholder Group website updates with plan support / Noteholder solicitation content	0.40	322.00
09/10/18	SK Kortanek	Review and revise Noteholder Group website content	1.70	1,368.50
09/10/18	SK Kortanek	Exchange emails Noteholder Group member R Black re: clawback and netting analysis, issues, proposal	0.70	563.50
09/10/18	TR Casey	Emails from P. Jackson regarding plan ballot and contributed claims.	0.20	160.00
09/10/18	TR Casey	Email to P. Jackson regarding contributed claims issues under the plan	0.10	80.00
09/10/18	PA Jackson	Emails with C. Paiva re: plan questions	0.30	181.50
09/10/18	PA Jackson	Research and draft updates for Noteholder Group website regarding Noteholder Group plan support	1.30	786.50
09/10/18	PA Jackson	Respond to borrower email inquiry re: plan, ballot	0.50	302.50
09/11/18	SK Kortanek	Call from S Noble, noteholder inquiry re plan voting	0.30	241.50
09/11/18	SK Kortanek	Review claims stipulations re plan balloting	0.30	241.50
09/11/18	SK Kortanek	Email correspondence to D Stern and J Weiss re: excluded parties questions, proposals	0.40	322.00
09/11/18	SK Kortanek	Confer with P Jackson re: Noteholder Group communications, website revisions, related plan issues	0.50	402.50
09/11/18	SK Kortanek	Email correspondence exchange noteholder J Randle re: excluded parties, Schedule 3, netting issues	0.60	483.00
09/11/18	SK Kortanek	Review and analysis confirmation issue related to the first amended plan	0.80	644.00
09/11/18	TR Casey	Telephone conference with R. Houchin regarding plan and ballot.	0.20	160.00



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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/11/18	TR Casey	Review plan documents to respond to Noteholder questions on plan, ballot and claims.	1.80	1,440.00
09/11/18	TR Casey	Call to D. Wu regarding plan and ballot.	0.10	80.00
09/11/18	PA Jackson	Emails with R. Black, S. Kortanek re: proposed netting compromise	0.20	121.00
09/11/18	PA Jackson	Research and draft updated content for Noteholder Group website regarding Noteholder Group plan solicitation support	4.10	2,480.50
09/12/18	SK Kortanek	Email exchange K Sailers re: balloting issues, possible duplicative ballots to noteholders	0.30	241.50
09/12/18	SK Kortanek	Email exchanges with D Fidler and counsel to Unitholders and Creditors Committee re: informational investor calls and planning	0.40	322.00
09/12/18	SK Kortanek	Teleconference with Klee Tuchin, DSI, Pachulski and Venable re: investor information call planning, related issues, weekly update matters	0.80	644.00
09/12/18	SK Kortanek	Emails among R Pachulski, J Sabin and D Fidler re: investor plan communications planning	0.50	402.50
09/12/18	SK Kortanek	Review turns of Liquidating Trust Agreement and Wind-Down Operating Agreement	1.50	1,207.50
09/12/18	SK Kortanek	Call with J Beynon re: Noteholder Group communications, plan solicitation	0.50	402.50
09/12/18	SK Kortanek	Email exchanges with R Pachulski and J Sabin re: plan solicitation communications	0.40	322.00
09/12/18	TR Casey	Telephone conference with S. Vaninwager regarding plan and net claim issues on one note through Provident.	0.10	80.00
09/12/18	TR Casey	Telephone conference with S. Choidini, E. Schippers agent, regarding plan update.	0.60	480.00
09/12/18	TR Casey	Review Schedule 3 regarding net claim of W. Jones.	0.10	80.00
09/12/18	TR Casey	Telephone conference with W. Jones regarding plan package and questions on plan, ballot, net claim and assignment of claims.	0.20	160.00
09/12/18	TR Casey	Return call to S. Vaninwager regarding plan issues/questions.	0.10	80.00
09/12/18	TR Casey	Telephone conference with A. Martin regarding plan package timing.	0.10	80.00
09/12/18	TR Casey	Telephone conference with D. and S. Rappa regarding plan, claims versus third parties, ballot, distributions and timing.	0.50	400.00
09/12/18	TR Casey	Call to R. Maltz regarding trust, tax issues and ballot.	0.10	80.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/12/18	TR Casey	Review disclosure statement regarding tax issues and liquidation trust.	0.30	240.00
09/12/18	PA Jackson	Respond to noteholder emails re: plan questions	0.70	423.50
09/12/18	PA Jackson	Calls (2) with noteholders re: plan questions	0.40	242.00
09/12/18	PA Jackson	Confer with S. Kortanek re: investor calls, noteholder outreach strategy issues	0.40	242.00
09/13/18	SK Kortanek	Review email correspondence exchange J Beynon and J Sonn re: class action	0.40	322.00
09/13/18	SK Kortanek	Review and revise updated talking points for noteholder communications, website, Q&A	1.40	1,127.00
09/13/18	SK Kortanek	Meeting with J Beynon, Noteholder Group Co-Chair, on various matters relating to plan issues, plan solicitation, litigation claims, path forward	4.70	3,783.50
09/13/18	J Argentina	Review revisions to Plan Supplement documents and draft analysis for S. Kortanek.	2.10	1,039.50
09/14/18	SK Kortanek	Call from Rick Kelly re: netting issues, contribution issues	0.50	402.50
09/14/18	SK Kortanek	Review further stipulations regarding claims and balloting (Rutman, Adminestate)	0.30	241.50
09/14/18	TR Casey	Review plan Schedule-3 for net claim of R. Maltz and return call to R. Maltz.	0.10	80.00
09/14/18	TR Casey	Telephone conference with L. Politi regarding plan, net claims and ballots.	0.40	320.00
09/14/18	TR Casey	Review message from R. Maltz re plan questions	0.10	80.00
09/14/18	TR Casey	Telephone conference with R. Maltz regarding plan, net claim and ballot.	0.20	160.00
09/14/18	TR Casey	Review Schedule 3 to the plan re L. and H. Politi	0.10	80.00
09/14/18	TR Casey	Telephone conference with J. Baron regarding plan and ballot.	0.10	80.00
09/14/18	TR Casey	Review plan Schedule 3 regarding net claim of J. Baron.	0.10	80.00
09/14/18	TR Casey	Telephone conference with J. Hill regarding plan, net claims, ballot, distributions and third party claims.	0.40	320.00
09/14/18	TR Casey	Email to J. Hill regarding plan documents.	0.20	160.00
09/14/18	PA Jackson	Call with M. Weiner re: Excluded Claimant schedule issue (.2); follow-up call with S. Kortanek re: same (.1)	0.30	181.50
09/14/18	PA Jackson	Emails with RustOmni re: updates to AHNG website	0.40	242.00
09/15/18	SK Kortanek	Review email exchange with J Sabin and D Fidler re: investor communication update, review notice forms	0.40	322.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/15/18	TR Casey	Telephone conference with S. Viniwagen regarding prepetition interest received on \$29,000 note.	0.10	80.00
09/15/18	TR Casey	Email to S. Viniwagen regarding prepetition interest on \$29,000 note and netting under the plan	0.10	80.00
09/15/18	TR Casey	Call from T. Gattis regarding stipulation on plan voting, plan and ballot.	0.10	80.00
09/15/18	TR Casey	Review stipulations on plan voting.	0.30	240.00
09/15/18	TR Casey	Review plan, disclosure statement and ballot regarding claim contribution trust and sale of real property.	0.90	720.00
09/15/18	TR Casey	Review Schedule 3 regarding T. Gattis net claims under the plan	0.10	80.00
09/15/18	TR Casey	Telephone conference with T. Gattis regarding plan, distributions, ballots, stipulation on plan voting, contributed claims and sale of assets.	0.40	320.00
09/15/18	TR Casey	Emails to/from P. Jackson regarding contributed claims.	0.10	80.00
09/15/18	TR Casey	Telephone conference with G. and F. Fine regarding plan, ballot, contributed claims, trust, timing of distributions and other plan issues.	0.60	480.00
09/15/18	TR Casey	Email to R. Vinson regarding plan.	0.10	80.00
09/15/18	TR Casey	Email from P. Jackson regarding contributed claims under the plan	0.10	80.00
09/15/18	PA Jackson	Emails with C. Greer re: noteholder inquiry, and with RustOmni re: Noteholder Group website update	0.20	121.00
09/17/18	SK Kortanek	Email exchange with T Casey and P Jackson re: noteholder group communications, solicitation, email update	0.50	402.50
09/17/18	SK Kortanek	Review email exchange D Fidler re: notices of investor information calls, with J Sabin and D Fidler	0.30	241.50
09/17/18	SK Kortanek	Confer with P Jackson re: confirmation issues, noteholder communications program	0.40	322.00
09/17/18	SK Kortanek	Review stipulations on voting and settlement discussions (Better Returns, Sesney, Brown)	0.30	241.50
09/17/18	SK Kortanek	Email to Omni team re: Noteholder Group website information	0.30	241.50
09/17/18	SK Kortanek	Confer w J Millar re: plan process issues, status update	0.30	241.50
09/17/18	TR Casey	Telephone conference with N. Altman regarding plan, ballot, net claim and third party claims.	0.20	160.00
09/17/18	TR Casey	Email to R. Vinson regarding plan and ballot.	0.10	80.00
09/17/18	PA Jackson	Confer with S. Kortanek re: confirmation issues, noteholder communications program	0.40	242.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/18/18	SK Kortanek	Call from J Beynon re: recent meetings with broker and noteholder investors, information needed, various balloting issues	0.50	402.50
09/18/18	SK Kortanek	Call D Fidler's office re balloting issues for IRAs and related matters	0.20	161.00
09/18/18	SK Kortanek	Review and revise email update to noteholders generally with targeted vote and plan support language (0.4); Emails with P Jackson re: comments on email update (0.2)	0.60	483.00
09/18/18	TR Casey	Review email to Noteholders regarding plan, voting and Noteholder calls.	0.10	80.00
09/18/18	PA Jackson	Draft cover email for distribution to AHNG email list re: plan voting, updated Noteholder Group website	0.50	302.50
09/18/18	PA Jackson	Coordinate publication of updated Noteholder Group website content	0.30	181.50
09/19/18	SK Kortanek	Review Contributed Claims issues in connection with plan	0.50	402.50
09/19/18	SK Kortanek	Email exchange D Reisinger re: noteholder questions on Ballot item 4, Contributed Claims and related issues	0.40	322.00
09/19/18	SK Kortanek	Review noteholder website questions for Noteholder Plan Conference Call preparation	0.60	483.00
09/19/18	SK Kortanek	Email correspondence with M Tuchin and R Pachulski re: preparation for investor plan conference calls, noteholder question submissions and synthesis, response preparation	0.40	322.00
09/19/18	TR Casey	Call to I. Bassen regarding plan and ballot.	0.10	80.00
09/19/18	TR Casey	Emails from/to S. Viniwagen regarding net claim issue under the plan	0.10	80.00
09/19/18	TR Casey	Email to I. Bassen regarding noteholder website and plan support sections	0.10	80.00
09/19/18	TR Casey	Review documents from S. Viniwagen regarding prepetition payments plan netting treatment	0.10	80.00
09/19/18	TR Casey	Email to S. Viniwagen regarding net claim per the plan	0.10	80.00
09/19/18	TR Casey	Email to W. Berk regarding distributions, investment of cash and other plan issues.	0.40	320.00
09/19/18	TR Casey	Telephone conference with T. Konstantinidis regarding question on contributed claims option under the plan	0.10	80.00
09/19/18	TR Casey	Telephone conference with A. Martin regarding plan issues, ballot, distributions and timing.	0.80	640.00
09/19/18	TR Casey	Telephone conference with I. Bassen regarding Class 3 and Class 5 ballots, plan, distribution, assignment of claims and trust issues.	0.30	240.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/19/18	TR Casey	Telephone conference with B. Elfenbein regarding plan, ballot, property sales and distributions.	0.30	240.00
09/19/18	TR Casey	Emails from S. Viniwagen regarding net claim issues and associated plan treatment	0.10	80.00
09/19/18	TR Casey	Email to T. Konstantinidis regarding contributed claims per the plan	0.20	160.00
09/19/18	TR Casey	Telephone conference with S. Chiodini, agent for E. Schippers, regarding plan, ballot, distributions and claim contribution.	0.20	160.00
09/19/18	TR Casey	Email to C. Greer regarding E. Schippers claim, plan netting	0.10	80.00
09/19/18	TR Casey	Return call to G. Wagstaff, attorney for noteholder regarding plan status, voting	0.10	80.00
09/19/18	TR Casey	Emails from W. Berk regarding contributed claims and distributions under the plan	0.10	80.00
09/19/18	TR Casey	Review plan regarding distributions.	0.20	160.00
09/19/18	TR Casey	Telephone conference with W. Jones regarding ballot, plan and contributed claims.	0.20	160.00
09/19/18	TR Casey	Telephone conferences with and email to S. Viniwagen regarding net claim issues under the plan	0.20	160.00
09/19/18	TR Casey	Email from W. Berk regarding additional questions on the plan on Noteholder issue.	0.10	80.00
09/19/18	TR Casey	Review the plan and disclosure statement regarding liquidation trust issues, distributions and amendment of cash.	0.60	480.00
09/20/18	SK Kortanek	Review updated Schedule 3 (0.2); Email I Bambrick re: amended Schedule 3, multiple noteholder inquiries regarding prepetition distributions (0.2)	0.40	322.00
09/20/18	SK Kortanek	Review revised email update to noteholders generally (0.3); email exchanges P Jackson re: issuing email update (0.2)	0.50	402.50
09/20/18	SK Kortanek	Call D Fidler re: various questions and logistics on plan balloting, solicitation work	0.40	322.00
09/20/18	TR Casey	Return call to J. Hradsky regarding noteholder plan issues.	0.10	80.00
09/20/18	TR Casey	Telephone conference with J. Hradsky regarding B. Boughton plan documents, plan, ballot, contributed claim and projected distribution.	0.20	160.00
09/20/18	TR Casey	Telephone conference with H. Zaks regarding plan, ballot, net claims, information on prepetition payments, deadlines and distributions.	0.90	720.00
09/20/18	TR Casey	Email from M. Golden regarding contributed claim issues under the plan	0.10	80.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/20/18	TR Casey	Email from M. Golden regarding contributed claim issues under the plan	0.10	80.00
09/20/18	TR Casey	Confer with C. Greer regarding net claims under the plan	0.10	80.00
09/20/18	TR Casey	Email to P. Jackson regarding net claim issues under the plan	0.30	240.00
09/20/18	TR Casey	Emails from/to S. Kortanek regarding amended Schedule 3 to Disclosure Statement and contact info for Noteholders for obtaining information and prepetition payment issues.	0.10	80.00
09/20/18	TR Casey	Email to S. Viniwagen regarding net claim and Woodbridge contacts for information on prepetition distribution issues under the plan	0.20	160.00
09/20/18	TR Casey	Telephone conference with B. Maltz regarding net claim information and ballot.	0.10	80.00
09/20/18	TR Casey	Email to B. Maltz regarding Woodbridge contacts information on prepetition plan netting payments and Noteholder calls	0.10	80.00
09/20/18	TR Casey	Return call to S. Pepco regarding question on prepetition interest paid to Temple plan netting Investment.	0.10	80.00
09/20/18	TR Casey	Telephone conference with M. Golden regarding plan, net claims, contributed claims, timing and distributions.	0.30	240.00
09/20/18	TR Casey	Review revised Schedule 3 to Disclosure Statement.	0.10	80.00
09/20/18	TR Casey	Emails from/to S. Viniwagen regarding net claim issues under the plan	0.10	80.00
09/20/18	PA Jackson	Emails with M. Weiner, Young Conaway, Klee Tuchin re: "Excluded Parties" designation, voting stipulation	1.20	726.00
09/20/18	PA Jackson	Respond to noteholder inquiries regarding plan issues	0.70	423.50
09/20/18	PA Jackson	Confer with S. Kortanek re: noteholder reconciliation issues	0.40	242.00
09/21/18	SK Kortanek	Email correspondence with J Schneider, class counsel, regarding chapter 11 plan issues	0.40	322.00
09/21/18	SK Kortanek	Call from Phil Amico re: balloting issues	0.20	161.00
09/21/18	SK Kortanek	Call from fixed income team at Prudential re: plan solicitation materials, balloting mechanics	0.30	241.50
09/21/18	SK Kortanek	Confer with P Jackson and C Greer re: solicitation support and messaging, balloting matters and strategies	0.40	322.00
09/21/18	SK Kortanek	Memo to C Greer assigning communication tasks for noteholder information update and supplementation	0.30	241.50
09/21/18	SK Kortanek	Email exchange with E Fruithandler re: plan balloting	0.30	241.50

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/21/18	SK Kortanek	Review plan term sheet and analyze re: post-Effective Date compensation terms (0.5); Email exchange M Sedigh re: sensitivity analysis (0.3)	0.80	644.00
09/21/18	TR Casey	Email from and call to J. Hill regarding ballot.	0.10	80.00
09/21/18	PA Jackson	Respond to noteholder inquiries regarding plan support	0.60	363.00
09/21/18	PA Jackson	Call with S. Kortanek re: noteholder plan netting reconciliation issues	0.20	121.00
09/23/18	SK Kortanek	Preparation for investor information calls week of Sept. 25	2.50	2,012.50
09/24/18	SK Kortanek	Email exchange Young Conaway re undeliverables for solicitation, next actions (0.1); Email exchange C Greer re: researching undeliverables against Noteholder Group contact records (0.2)	0.30	241.50
09/24/18	SK Kortanek	Email exchanges with D Fidler re: balloting questions from certain noteholders	0.30	241.50
09/24/18	SK Kortanek	Call from noteholder William Whitehead re: plan balloting information and plan summar	0.30	241.50
09/24/18	SK Kortanek	Confer with C Greer re: solicitation support communications and update	0.30	241.50
09/24/18	TR Casey	Review certain sections of the ballot, the order approving the disclosure statement and the disclosure statement regarding amended revoked ballot and distributions.	0.50	400.00
09/24/18	TR Casey	Email to J. Hill regarding plan and amended/revoked ballot.	0.30	240.00
09/24/18	TR Casey	Email from J. Hill regarding amended ballot.	0.10	80.00
09/24/18	TR Casey	Telephone conference with J. Hill regarding ballot, net claims and contributed claims and distributions.	0.40	320.00
09/24/18	TR Casey	Email to J. Hill regarding notice on noteholder Plan information calls and noteholder website.	0.10	80.00
09/24/18	PA Jackson	Respond to noteholder inquiries re chapter 11 plan, and related plan support communications	1.00	605.00
09/24/18	CM Greer	Circulate proposed confirmation order	0.10	33.50
09/25/18	SK Kortanek	Information call with D Reisinger regarding plan balloting elections	0.40	322.00
09/25/18	SK Kortanek	Review and comment on draft investor call script	1.00	805.00
09/25/18	SK Kortanek	Email exchange with D Fidler re interim vote tally, coordination with Noteholder Group for solicitation assistance with respect to the Plan (0.2); Review interim ballot tabulation, voting and class information (0.2); Email exchange with T Casey re: solicitation support communications (0.2)	0.60	483.00



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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/25/18	TR Casey	Email to S. Kortanek and P. Jackson regarding plan tax issues.	0.10	80.00
09/25/18	TR Casey	Review plan Schedule 3 regarding net claim of A. McIntyre and M. Blavin.	0.10	80.00
09/25/18	TR Casey	Review plan Schedule 3 regarding L. Haimovitch claim.	0.10	80.00
09/25/18	TR Casey	Telephone conference with L. Haimovitch regarding plan and ballot and later call to further discuss.	0.20	160.00
09/25/18	TR Casey	Telephone conference with T. Konstantinidis regarding plan, contributed claim and net claim.	0.10	80.00
09/25/18	TR Casey	Telephone conference with S. McFarland regarding ballot, plan, net claim issues for her parents B. and M. McDermand.	0.40	320.00
09/25/18	TR Casey	Email to S. McFarland and B. McDermand regarding Noteholder call information.	0.10	80.00
09/25/18	TR Casey	Telephone conference with D. Mekus regarding claim of R. Mekus, ballot, plan, net claims and contributed claims.	1.10	880.00
09/25/18	TR Casey	Email from B. Maltz regarding tax issues with net claim.	0.10	80.00
09/25/18	TR Casey	Review disclosure statement regarding tax issues.	1.10	880.00
09/25/18	TR Casey	Call to B. Maltz regarding tax issue.	0.10	80.00
09/25/18	TR Casey	Review ballot information.	0.20	160.00
09/25/18	TR Casey	Emails from/to S. Kortanek regarding Class 6 claims and voting.	0.10	80.00
09/25/18	PA Jackson	Review noteholder inquiries, relevant docket items	1.30	786.50
09/25/18	PA Jackson	Respond to noteholder inquiries	0.60	363.00
09/25/18	CM Greer	Research noteholders contact information for undeliverable solicitation packages	0.20	67.00
09/26/18	SK Kortanek	Conference with estate parties counsel at Klee Tuchin for investor call preparation	1.20	966.00
09/26/18	SK Kortanek	Participate in investor information calls (noteholders and unitholder sessions)	2.20	1,771.00
09/26/18	SK Kortanek	Meeting with estate parties counsel at Klee Tuchin regarding plan and confirmation issues	1.10	885.50
09/26/18	SK Kortanek	Review market report and update from M Sedigh re: business plan matters (0.4); Email exchange M Sedigh and P Jackson re: same (0.1)	0.50	402.50
09/26/18	SK Kortanek	Review and revise investor call script	1.50	1,207.50
09/26/18	TR Casey	Telephone conference with B. McDermand regarding plan, ballot, net claim, contributed claim and timing of disbursements.	0.40	320.00



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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/26/18	TR Casey	Audit Noteholder conference call on background, plan and ballots.	1.10	880.00
09/26/18	TR Casey	Call from and emails to/from C. Haimovitch regarding call on plan.	0.10	80.00
09/26/18	TR Casey	Email from C. Greer regarding contact provided by Woodbridge for Noteholders on reconciliation per plan for prepetition distributions.	0.10	80.00
09/26/18	TR Casey	Review disclosure statement and plan regarding substantive consolidation, wind down entity, liquidation trust and sale/transfer of liquidation trust interests to respond to Noteholders inquiries.	1.90	1,520.00
09/26/18	PA Jackson	Emails with J. Beynon re: Contributed Claims mechanic in Plan	0.20	121.00
09/26/18	CM Greer	Audit investor plan information conference call	1.00	335.00
09/27/18	SK Kortanek	Email exchange with Phil Moreno re ballot questions	0.20	161.00
09/27/18	SK Kortanek	Confer with counsel to the Debtors on plan and confirmation hearing planning	0.70	563.50
09/27/18	SK Kortanek	Participate in investor information conference calls (unitholders and noteholders)	2.30	1,851.50
09/27/18	SK Kortanek	Preparation for investor information calls	0.80	644.00
09/27/18	TR Casey	Review Schedule-3 to the Disclosure Statement regarding A. Meyers net claim.	0.10	80.00
09/27/18	TR Casey	Email to R. Reynoso regarding noteholder website and noteholder investor plan information.	0.10	80.00
09/27/18	TR Casey	Telephone conference with S. Meyers regarding plan and ballot.	0.20	160.00
09/27/18	TR Casey	Telephone conference with R. Reynoso regarding plan, ballot and noteholder calls.	0.30	240.00
09/27/18	TR Casey	Emails from/to L. Haimovitch regarding call on plan.	0.10	80.00
09/27/18	TR Casey	Telephone conference with L. Haimovitch regarding ballot.	0.10	80.00
09/27/18	TR Casey	Review Schedule-3 for AEMC trust re plan netting treatment	0.10	80.00
09/27/18	TR Casey	Review Schedule 3 to Disclosure Statement regarding claim of A. Najafi.	0.10	80.00
09/27/18	TR Casey	Email to L. Haimovitch, M. Blavin, A. McIntyre and A. Niejafi regarding noteholder website for further plan support information	0.10	80.00
09/27/18	TR Casey	Email from A. McIntyre regarding new address.	0.10	80.00

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/27/18	TR Casey	Review Schedule 3 for net claims of A. Najafi and A. McIntyre.	0.10	80.00
09/27/18	TR Casey	Telephone conference with L. Haimovitch, M. Blavin, A. McIntyre and A. Niejafi regarding plan, ballot and distribution.	0.60	480.00
09/27/18	PA Jackson	Emails with J. Beynon re: additional questions about Contributed Claims under plan	0.70	423.50
09/27/18	PA Jackson	Respond to noteholder inquiries regarding the chapter 11 plan	0.40	242.00
09/27/18	CM Greer	Research contact information for Class 6 noteholders per Debtors' request re balloting support	1.20	402.00
09/28/18	SK Kortanek	Email correspondence to Klee Tuchin re: investor call replays for parties' information websites	0.10	80.50
09/28/18	SK Kortanek	Memo to J Argentina assigning research issues for confirmation	0.30	241.50
09/28/18	SK Kortanek	Email exchange D Fidler re: Noteholder Group solicitation communication support on Class 6, update (0.1); Exchange emails with T Case and C Greer re: Class 6 interim balloting results and communication update (0.1)	0.20	161.00
09/28/18	SK Kortanek	Participate in noteholder investor information conference call	1.10	885.50
09/28/18	SK Kortanek	Confer with M Tuchin, I Karasch and B Sharp re: Comerica suit issues	0.10	80.50
09/28/18	SK Kortanek	Prepare scenario analysis in support of contributed claims proposal and election	0.50	402.50
09/28/18	SK Kortanek	Prepare for noteholder investor information conference call	0.50	402.50
09/28/18	SK Kortanek	Email exchange D Fidler re: balloting extension for certain creditors	0.10	80.50
09/28/18	SK Kortanek	Call P Jackson re: confirmation issues, potential objections, strategies	0.40	322.00
09/28/18	TR Casey	Telephone conference with J. Baron regarding ballot and contributed claim.	0.10	80.00
09/28/18	TR Casey	Telephone conference with J. Snook regarding plan and ballot.	0.10	80.00
09/28/18	TR Casey	Telephone conference with H. Zaks regarding noteholder call, contributed claim, net claim, distribution timing.	0.60	480.00
09/28/18	TR Casey	Email to R. Gravers regarding contact information.	0.10	80.00
09/28/18	TR Casey	Voicemail from F. Bird regarding plan and ballot.	0.10	80.00
09/28/18	TR Casey	Confer with P. Jackson regarding plan Excluded Party claims and tax issues.	0.30	240.00

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
09/28/18	TR Casey	Telephone conference with F. Bird regarding disputed claim, Excluded Party status, plan, ballot and distribution.	0.30	240.00
09/28/18	TR Casey	Return call to H. Zaks regarding plan.	0.10	80.00
09/28/18	TR Casey	Email to F. Bird regarding Excluded Party issue and contact information for Woodbridge's counsel to discuss Excluded Party status.	0.10	80.00
09/28/18	TR Casey	Telephone conference with R. Gravers regarding plan ballot and contributed claim.	0.30	240.00
09/28/18	J Argentina	Legal research and analysis regarding certain confirmation issues re dissenters	3.60	1,782.00
09/28/18	PA Jackson	Call with T. Casey re: noteholder plan inquiries	0.30	181.50
09/28/18	PA Jackson	Respond to noteholder plan and balloting inquiries	0.40	242.00
09/29/18	SK Kortanek	Email correspondence exchange J Harris re: clients' Net Note Claim disputes, related balloting questions, providing relevant information for reconciliation procedure	0.20	161.00
09/29/18	SK Kortanek	Email exchange T Casey re: balloting update, solicitation support	0.20	161.00
09/29/18	TR Casey	Emails from/to S. Chiodini regarding noteholder call plan information	0.10	80.00
09/29/18	TR Casey	Emails from A. Najafi regarding note maturity and claim issues under the plan	0.10	80.00
09/29/18	TR Casey	Email to A. Najafi regarding claim maturity and Class 3 claim status.	0.10	80.00
09/29/18	TR Casey	Email to C. Greer regarding A. McIntyre claim and address change re balloting	0.10	80.00
09/30/18	SK Kortanek	Email exchange with T Casey and review balloting update status	0.10	80.50
09/30/18	SK Kortanek	Email exchange D Fidler requesting ballot tabulation update	0.10	80.50
		<b>Total Plan and Disclosure Statement</b>	<b>127.40</b>	<b>94,173.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B440</b>		<b>Adversary Proceedings and Bankruptcy Litigation</b>		
09/04/18	PA Jackson	Review complaint against Loyola	0.20	121.00
09/04/18	CM Greer	Circulate Loyola complaint	0.10	33.50
09/17/18	SK Kortanek	Review avoidance and subordination complaints filed by the Debtors (Tavares, Correll et al)	0.50	402.50
09/21/18	SK Kortanek	Review briefing on the Debtors' motion to dismiss the Rochelle complaint - Saracheck	0.80	644.00

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			<u>Hours</u>	<u>Amount</u>
<b>B440</b>		<b>Adversary Proceedings and Bankruptcy Litigation</b>		
09/25/18	PA Jackson	Call and emails with S. Kortanek re: hearing on MTD Sarachek lawsuit	0.60	363.00
09/27/18	PA Jackson	Review common interest agreement re: confidential information; emails with S. Kortanek re: same	0.30	181.50
<b>Total Adversary Proceedings and Bankruptcy Litigation</b>			<b>2.50</b>	<b>1,745.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B445</b>		<b>Court Hearings/Preparation/Agenda</b>		
09/21/18	SK Kortanek	Review agenda for Sept. 25 omnibus hearing (0.2); Email exchange P Jackson re: Noteholder Group positions on hearing matters, preparation and coverage (0.3)	0.50	402.50
09/25/18	SK Kortanek	Call P Jackson regarding hearing report, strategies on alternative outcomes on ruling under consideration	0.60	483.00
09/25/18	PA Jackson	Preparation and attendance at hearing re: oral argument on MTD Sarachek lawsuit	2.80	1,694.00
09/25/18	CM Greer	Preparation for 9/25/18 hearing	0.20	67.00
09/27/18	CM Greer	Circulate transcript for 9/25/18 hearing	0.10	33.50
<b>Total Court Hearings/Preparation/Agenda</b>			<b>4.20</b>	<b>2,680.00</b>

#### Time and Fee Summary

<b>Timekeeper</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
SK Kortanek	Partner	\$805.00	105.20	\$84,686.00
TR Casey	Partner	\$800.00	44.60	\$35,680.00
PA Jackson	Associate	\$605.00	38.90	\$23,534.50
J Argentina	Associate	\$495.00	12.60	\$6,237.00
KH DeMaio	Associate	\$420.00	0.40	\$168.00
CM Greer	Paralegal	\$335.00	132.40	\$44,354.00
CE Cantelmi-Tigani	Paralegal	\$305.00	6.00	\$1,830.00
<b>Totals</b>			<b>340.10</b>	<b>\$196,489.50</b>

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## Expenses

Computer Assisted Research (Lexis)	296.28
Computer Assisted Research (Westlaw)	194.00
Travel - Airfare - Steven K. Kortanek, 08/16/18, PHL-LA - Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18	203.20
Travel - Airfare - Steven K. Kortanek, 09/13/18, PHL to LAX - Noteholder Group Co-Chair Meeting	347.20
Travel - Airfare - Steven K. Kortanek, 09/13/18, LAX to PHL - Noteholder Group Co-Chair Meeting	347.20
Travel - Airfare - Steven K. Kortanek, 09/13/18 - Gogo - In- flight wifi - Noteholder Group Co-Chair Meeting	29.95
Travel - Airfare - Steven K. Kortanek, 08/16/18, LA -PHL - Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18	225.80
Travel - Airfare - Steven K. Kortanek, 08/29/18, American Airlines - LAX to PHL - Travel Change Expense for Woodbridge Investor Call Sessions scheduled 9/26/18 to 9/28/18	160.20
Hand Delivery - Reliable Wilmington Mailout/Envelope Services	124.96
Hand Delivery - Reliable Wilmington Mailout/Envelope services, Draft & Email AOS	390.30
Hand Delivery - Reliable Wilmington Mailout/Envelope services, Draft and Efile AOS	1,493.10
Taxi/Car Service - Steven K. Kortanek, 09/13/18 - Uber LAX to Drinker LA Office - Noteholder Group Co-Chair Meeting	31.14
Taxi/Car Service - Steven K. Kortanek, 09/13/18 - Uber to PHL - Noteholder Group Co-Chair Meeting	50.64
Taxi/Car Service - Steven K. Kortanek, 09/13/18 - Uber DBR to LAX - Noteholder Group Co-Chair Meeting	58.10
Taxi/Car Service - Steven K. Kortanek, 09/14/18 - Uber from PHL - Noteholder Group Co-Chair Meeting	36.64

Total Current Expenses	\$3,988.71
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<b>Total this Invoice</b>	<b>\$200,478.21</b>
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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**

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In re:

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

Debtors.

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:  
: Chapter 11  
:  
: Case No. 17-12560 (KJC)  
:  
: (Jointly Administered)  
:  
:  
:

**DECLARATION OF STEVEN K. KORTANEK**

I, Steven K. Kortanek, declare as follows:

1. 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 *Eighth 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 September 1, 2018 Through September 30, 2018* (the “**Application**”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. 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.

3. 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.

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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. 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](http://www.gardencitygroup.com/cases/WGC).

4. 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.

5. 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.

6. 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 16, 2018

/s/ Steven K. Kortanek  
Steven K. Kortanek