

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

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

**TENTH MONTHLY APPLICATION OF HOMER  
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM OCTOBER 1, 2018 THROUGH OCTOBER 31, 2018**

Name of Applicant:	Homer Bonner Jacobs, P.A.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Effective Date of Retention:	December 4, 2017
Period for which compensation and reimbursement is sought:	October 1, 2018 – October 31, 2018
Amount of Compensation sought as actual, reasonable and necessary:	\$16,213.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$19,853.23

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

This monthly application includes a value of \$1,516.50 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

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

Prior applications:

Date Filed; Docket No.	Period Covered	Requested		Approved to be Paid		
		Fees	Expenses	Fees	Expenses	Order Entered
2/28/18; 671	1/1/18- 1/31/18	\$125,077.50	\$253,572.78 <sup>2</sup>			7/9/18 2122
4/2/18; 877	2/1/18- 2/28/18	\$56,408.50 <sup>3</sup>	\$14,019.64			7/9/18 2122
				\$181,486.00	\$263,942.42	7/9/18 2122
5/10/18; 1742	3/1/18- 3/31/18	\$50,684.50	\$11,551.32			10/22/18 2847
6/18/18; 1989	4/1/18- 4/30/18	\$34,182.00	\$12,085.70			10/22/18 2847
7/06/18; 2119	5/1/18- 5/31/18	\$44,028.00	\$11,443.78			10/22/18 2847
				\$128,894.50	\$35,080.80	10/22/18 2847
8/16/18; 2351	6/1/18- 6/30/18	\$13,270.50	\$11,819.93	Pending	Pending	
8/31/18; 2469	7/1/18- 7/31/18	\$17,388.50	\$11,263.27	Pending	Pending	
10/2/18; 2712	8/1/18- 8/31/18	\$13,221.00	\$11,259.56	Pending	Pending	
10/24/18; 2887	9/1/18- 9/30/18	\$10,669.50	\$11,274.29	Pending	Pending	

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

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

**COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Adam L. Schwartz (ALS)	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005.	\$495.00	27.6	\$13,662.00
Kevin P. Jacobs (KPJ)	Managing Partner of the Homer Bonner Jacobs, P.A. firm since 2013; admitted to the Florida Bar in 1999.	\$495.00	1.2	\$594.00
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	8.7	\$1,957.50
<b>Grand Total:</b>			<b>37.5</b>	<b>\$16,213.50</b>
<b>Blended Rate:</b>		<b>\$432.36</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Fees</b>
SEC Subpoena Response/Production/Coordination (B001)	\$99.00
SEC Enforcement Action Litigation (B002)	\$3,465.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$9,576.00
Bankruptcy Case Administration (B005)	\$1,435.50
Corporate Governance and Board Matters (B006)	\$121.50
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,516.50
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
<b>TOTALS</b>	<b>\$16,213.50</b>

**COMPENSATION BY PROJECT CATEGORY**  
**FOR PREPETITION AND POST-PETITION SERVICES**

<b>SERVICES ENGAGED TO PERFORM PREPETITION</b>	
<b>Project Category</b>	<b>Total Fees</b>
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$0.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$0.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
<b>TOTALS</b>	<b>\$0.00</b>
<b>SERVICES ENGAGED TO PERFORM POST-PETITION</b>	
<b>Project Category</b>	<b>Total Fees</b>
SEC Subpoena Response/Production/Coordination (B001)	\$99.00
SEC Enforcement Action Litigation (B002)	\$3,465.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$9,576.00
Bankruptcy Case Administration (B005)	\$1,435.50
Corporate Governance and Board Matters (B006)	\$121.50
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,516.50
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
<b>TOTALS</b>	<b>\$16,213.50</b>

**EXPENSE SUMMARY**

<b>Expenses Category (Examples)</b>	<b>Total Expenses</b>
Postage	\$0.94
Photocopies	\$3.00
Long Distance Telephone	\$8.80
CS Disco Professional Services Including eDiscovery Hosting and Project Management	\$19,840.49
<b>TOTAL DISBURSEMENTS</b>	<b>\$19,853.23</b>

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	)	
Woodbridge Group of Companies, LLC, <i>et</i>	)	Case No. 17-12560 (KJC)
<i>al.</i> , <sup>1</sup>	)	
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Debtors.	)	(Jointly Administered)
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	)	<b>Objection Deadline: December 17, 2018 at 4:00 p.m. (ET)</b>
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**TENTH MONTHLY APPLICATION OF HOMER  
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM OCTOBER 1, 2018 THROUGH OCTOBER 31, 2018**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA As Special Litigation Counsel to the Debtors and Debtors in Possession, Nunc Pro Tunc to Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “**Interim Compensation Order**”), the law firm of Homer Bonner Jacobs, P.A. (hereinafter “**HBJ**”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) in the amount of \$16,213.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$19,853.23, for the

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period commencing October 1, 2018 through and including October 31, 2018 (the “**Fee Period**”).

In support of its Application, HBJ respectfully represents as follows:

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

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

### **SUMMARY OF SERVICES RENDERED**

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$16,213.50 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$19,853.23 for reimbursement of expenses.

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

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



2017, responding to subsequent SEC administrative subpoenas, and coordinating the Debtors' defense of the related state regulatory investigations and enforcement actions (the "Post-petition Services"). *See id.* For October 2018, the Debtors budgeted for HBJ's Prepetition and Post-petition Services a total of \$75,000. As explained below, the fees incurred for HBJ's services for October 2018 came in under budget for a total of \$16,213.50.

6. The Debtors did not incur any fees from HBJ for Prepetition Services for the Fee Period. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$16,213.50. A detailed statement of HBJ's fees is attached as Exhibit A.

### **DISBURSEMENTS**

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$19,853.23. This disbursement sum is broken down into categories of charges, including telephone charges, photocopying charges, and expenses related to the eDiscovery vendor CS Disco. Per the direction of Debtor and the soon-to-be acting Liquidating Trustee, HBJ placed CS Disco on notice to deactivate the Debtors' eDiscovery database as the services agreement requires 30-days' notice for deactivation. The invoices enclosed include expenses related to the deactivation of the database and the preservation of the records. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), HBJ respectfully requests that the Court waive strict compliance with such rule.

8. Costs incurred for computer assisted research are not included in HBJ's normal hourly billing rates and, therefore, are itemized and included in HBJ's disbursements. Pursuant to Local Rule 2016-2, HBJ represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long-distance

transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

9. The \$75,000 October legal fees budget did not include the expenses related to CS Disco's eDiscovery services. The CS Disco services utilized by HBJ included managing and hosting the email database.

### **VALUATION OF SERVICES**

10. Attorneys of HBJ have expended a total of 37.5 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. In October 2018, HBJ provided, among other services, assistance to the Debtors in navigating investigations by state regulatory agencies and negotiating consent orders with those agencies. In addition, HBJ provided assistance with the Debtors' ongoing discussions with the SEC regarding cooperation and settlement of any potential disgorgement or civil monetary penalties that the SEC has reserved the right to seek against the Debtors. These are HBJ's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by HBJ for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$16,213.50.

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

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

comparable services other than in a case under this title.

14. This Application covers the Fee Period October 1, 2018 through and including October 31, 2018. HBJ has and will continue to perform additional necessary services subsequent to October 31, 2018, for which HBJ will file subsequent fee applications.

**BUDGET AND STAFFING PLAN**

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

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$16,213.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$19,853.23 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: November 26, 2018

HOMER BONNER JACOBS, P.A.

/s/ Adam Schwartz

Adam L. Schwartz

Email: aschwartz@homerbonner.com

Florida Bar No: 0103163

Kevin P. Jacobs

Email: kjacobs@homerbonner.com

Florida Bar No: 169821

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

**VERIFICATION**

STATE OF FLORIDA        )  
  )  
MIAMI-DADE COUNTY    )

SS:

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

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

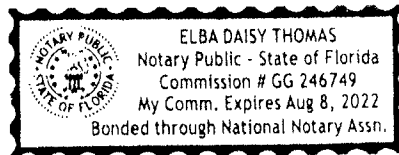
2. I have personally performed many of the legal services rendered by Homer Bonner Jacobs, P.A., as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.

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

  
ADAM L. SCHWARTZ

SWORN TO AND SUBSCRIBED before me this 26<sup>th</sup> day of November, 2018.

  
Notary Public  
My Commission Expires: 8/8/22



**EXHIBIT A**

**HOMER BONNER JACOBS**

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

FEDERAL TAX ID #59-2648226

November 19, 2018

**Woodbridge Group of Companies, LLC**

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

Invoice No: 972336

Account No: 56024-0002

**SEC Enforcement Action****For legal services rendered through October 31, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
10/01/18	KPJ	0.40	Review motion for extension of time to notify the court of the commission's consideration of settlement offers by securities and exchange commission (.2); review proposed order to Plaintiff's second unopposed motion for extension of time (.2).
10/01/18	ALS	0.60	Review request for documents from Utah regulator (.3); respond to same (.3).
10/01/18	ALS	0.20	Review SEC's motion for extension of time to announce settlement.
10/01/18	ALS	1.20	Review supplemental request from Idaho regulator (.3); correspond with DSI regarding same (.2); telephone conference with Nick Trozak of DSI to discuss same (.2); review data set provided by DSI (.2); respond to Idaho regulator's request (.3).
10/01/18	CJG	0.10	Confer with Adam Schwartz regarding draft August fee application.
10/01/18	CJG	1.10	Draft August fee application.
10/02/18	KPJ	0.20	Correspond with Adam Schwartz, Andrew Paliotta, Jessica Gonzalez, et al. regarding coverage demand.
10/02/18	KPJ	0.20	Review endorsed order granting motion for extension of time.
10/02/18	ALS	0.50	Review correspondence from Lee Terry regarding communications with Kansas and Indiana regulators.
10/02/18	ALS	0.20	Review correspondence from U.S. Attorney's Office regarding request.
10/02/18	ALS	0.40	Correspond with bankruptcy counsel regarding final versions of consent to amended judgment and amended judgment and timing of filing of the same.
10/02/18	ALS	0.20	Correspond with Utah regulator regarding document request.
10/02/18	ALS	0.30	Review, revise, and finalize August fee application.
10/02/18	CJG	0.10	Assemble exhibits to August fee application.
10/02/18	CJG	0.10	Confer with Young Conaway regarding filing of August fee application.
10/02/18	CJG	0.10	Receive instructions from Adam Schwartz regarding filing of August fee application.
10/03/18	ALS	0.30	Telephone conference with Nick Trozak of DSI to discuss U.S. Attorney's office request.
10/03/18	ALS	0.30	Telephone conference with Dan Stermer to discuss status of state investigations.
10/03/18	ALS	1.10	Telephone conference with Utah regulator and Dan Stermer to discuss status of the SEC matter, bankruptcy proceedings, and Utah's document request.
10/03/18	CJG	0.10	Review correspondence from Adam Schwartz and Debbie Laskin regarding draft of third interim fee request supplement.

SEC Enforcement		Invoice# 972336	Page 2
10/04/18	CJG	0.10	Review email from Nicholas Troszak regarding Montana schedule.
10/04/18	CJG	0.10	Email to Elise Frejka regarding eighth monthly fee application and excel versions of corresponding invoices.
10/05/18	ALS	1.10	Telephone conference with DSI to discuss need for additional bank records and regulator document requests (.5); telephone conference with SEC counsel to discuss obtaining records (.3); correspond with SEC regarding same (.3).
10/05/18	CJG	0.10	Review correspondence with Adam Schwartz and Nicholas Troszak regarding Montana schedule.
10/08/18	ALS	0.40	Correspond with SEC regarding access to bank records.
10/11/18	ALS	0.40	Correspond with Arizona Corporation Commission regarding settled consent order.
10/12/18	CJG	0.20	Confer with Young Conaway regarding draft of supplement to third interim fee request.
10/12/18	CJG	0.90	Review and revise supplement to third interim fee request.
10/15/18	CJG	0.10	Confer with Adam Schwartz regarding third interim fee request draft.
10/15/18	CJG	0.20	Review third interim fee request draft.
10/15/18	CJG	0.20	Confer with Young Conaway regarding filing deadlines.
10/16/18	ALS	1.10	Review data provided by DSI to respond to Kansas subpoena (.4); correspond with Kansas regulator regarding same (.3); correspond with DSI regarding same (.2); correspond with Lee Terry regarding same (.2).
10/16/18	CJG	0.10	Review correspondence with Adam Schwartz and Kansas Securities Commission regarding excel spreadsheet of investor information and conference call to discuss subpoena.
10/17/18	KPJ	0.20	Discussion with Adam Schwartz regarding Kansas regulator request for documents.
10/17/18	ALS	1.80	Review subpoena from Kansas and spreadsheet provided in response to same to prepare for telephone conference (.4); telephone conference with Kansas securities regulator (.9); draft correspondence to Kansas securities regulator in response to telephone conference (.3); telephone conference to discuss same with Dan Stermer (.2).
10/17/18	CJG	0.10	Review email to Kansas Securities Commission regarding spreadsheets sent to other states.
10/17/18	CJG	0.20	Prepare summary of call with Kansas Securities Commission.
10/17/18	CJG	0.90	Call with Kansas Securities Commission to discuss subpoena.
10/19/18	ALS	1.10	Review data provided by DSI in response to request from Montana regulator (.4); telephone conference with Montana regulator (.3); correspond with Montana regulator producing records responsive to request (.4).
10/19/18	CJG	0.20	Review correspondence with Adam Schwartz and Ryan Sullivan regarding Montana investors.
10/22/18	ALS	0.20	Review request from Utah regulator for search of documents with certain search terms.
10/22/18	ALS	0.80	Correspond with Michael Goldberg regarding status of investigations and requesting guidance on how to handle matters moving forward (.6); correspond with vendor to close down database (.2).
10/22/18	CJG	0.10	Receive instructions from Adam Schwartz regarding culling of hits on Utah broker names in ediscovery database to send to Utah Division of Securities.
10/22/18	CJG	0.10	Review correspondence with Michael Goldberg, Adam Schwartz, and ediscovery vendor regarding shutting down of ediscovery database.
10/22/18	CJG	0.10	Confer with Young Conaway regarding filing of certificate of no objection for August fee application.

SEC Enforcement

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10/22/18	CJG	0.10	Confer with Adam Schwartz regarding filing of certificate of no objection.
10/23/18	ALS	4.10	Review request from Utah regulator to conduct keyword search (.2); review keyword search results (2.8); prepare production of same (.8); correspond with Utah regulator producing requested records (.3).
10/23/18	CJG	0.10	Review correspondence with Utah Division of Securities regarding production.
10/23/18	CJG	0.10	Confer with Adam Schwartz regarding draft September fee application and exhibits.
10/23/18	CJG	1.10	Prepare September fee application and exhibits.
10/23/18	CJG	0.90	Cull hits on Utah broker names in ediscovery database to send to Utah Division of Securities.
10/23/18	CJG	0.10	Confer with ediscovery vendor regarding culling of hits on Utah broker names to send to Utah Division of Securities.
10/23/18	CJG	0.20	Confer with Adam Schwartz regarding culling of hits on Utah broker names in ediscovery database to send to Utah Division of Securities.
10/24/18	ALS	0.40	Correspond with debtor's counsel to discuss next steps and wind up strategy in the bankruptcy.
10/24/18	ALS	0.40	Review and revise September fee application.
10/24/18	CJG	0.10	Confer with Young Conaway regarding filing of September fee application.
10/24/18	CJG	0.10	Assemble fee application exhibits and verification.
10/25/18	KPJ	0.20	Review plaintiff's motion for judgment and notice of filing consents of defendants and relief defendants to entry to final judgment.
10/25/18	ALS	0.30	Correspond with Utah regulator regarding outstanding records request.
10/25/18	ALS	1.10	Review SEC's motion to enter final judgments for defendants and relief defendants.
10/25/18	CJG	0.10	Email to Elize Frejka regarding filed ninth monthly fee application and invoices.
10/26/18	ALS	0.40	Correspond with SEC trial counsel regarding bank records (.2); correspond with DSI regarding same (.2).
10/26/18	ALS	0.60	Review subpoena issued by the Kansas securities regulator (.4); correspond with DSI regarding same (.2).
10/26/18	ALS	0.30	Telephone conference with Mike Tuchin to discuss status of SEC matter and bankruptcy matter.
10/26/18	CJG	0.10	Review email correspondence with Adam Schwartz and Ian Bambrick regarding final fee application filings.
10/29/18	ALS	0.60	Review correspondence from Arizona Corporation Commission and attached motions to approve consent orders (.4); correspond with Dan Stermer regarding same (.2).
10/29/18	ALS	0.60	Telephone conference with ediscovery vendor to discuss Kansas subpoena and wind-down procedures.
10/29/18	ALS	0.20	Correspond with Nick Trozak, Dan Stermer and Michael Goldberg regarding SEC request.
10/29/18	ALS	0.40	Draft access request to the SEC for records.
10/29/18	ALS	0.40	Telephone conference with SEC trial counsel regarding Kansas subpoena and outstanding request for records.
10/29/18	ALS	1.10	Review Bankruptcy Court orders confirming Chapter 11 plan.
10/29/18	ALS	0.80	Draft correspondence to Bradley Sharp and Michael Goldberg regarding methodology to comply with Kansas subpoena.
10/29/18	ALS	0.60	Review new Kansas subpoena to prepare for telephone conference with DSI to discuss same.

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**PLEASE INCLUDE INVOICE NO. 972336 WITH YOUR PAYMENT. THANK YOU.**



SEC Enforcement

Invoice# 972336

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10/29/18	ALS	0.80	Telephone conference with DSI to discuss new subpoena from Kansas regulators.
10/29/18	CJG	0.30	Call with ediscovery vendor regarding options for running search terms requested by Kansas Securities Commission and preparation of backup hard drives of database.
10/29/18	CJG	0.10	Review correspondence with Adam Schwartz and Nick Troszak regarding mailing of hard drive backing up email database.
10/30/18	ALS	0.90	Review documents responsive to supplemental request for Alabama (.7); produce same (.2).
10/30/18	ALS	0.20	Correspond with SEC and Michael Goldberg regarding access request.
10/30/18	ALS	0.30	Review supplemental request for records from Alabama regulator (.2); correspond with DSI regarding same (.1).
10/30/18	ALS	0.20	Correspond with Michael Goldberg regarding telephone conference with Assistant U.S. Attorney.
10/30/18	ALS	0.30	Telephone conference with Assistant U.S. Attorney to answer questions.
10/31/18	ALS	0.40	Review correspondence from Alabama securities regulator (.2); correspond with DSI and bankruptcy counsel regarding same (.2).

**Total Fees****\$16,213.50****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	8.70	\$225.00	\$1,957.50
Jacobs, Kevin P	1.20	\$495.00	\$594.00
Schwartz, Adam L	27.60	\$495.00	\$13,662.00

**DISBURSEMENTS**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/31/18	Postage	\$0.94
10/31/18	Photocopies	\$3.00
10/31/18	Long Distance Telephone	\$8.80

**Total Disbursements****\$12.74****BILLING SUMMARY**

Total Legal Services:	\$16,213.50
Total Disbursements:	\$12.74
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<b>TOTAL CURRENT CHARGES FOR THIS MATTER:</b>	<b>\$16,226.24</b>
Plus Previous Balance Due:	\$18,015.28
	-----
<b>TOTAL BALANCE DUE:</b>	<b>\$34,241.52</b>

**PLEASE INCLUDE INVOICE NO. 972336 WITH YOUR PAYMENT. THANK YOU.**

**HOMER BONNER JACOBS**  
**Working Analysis by Task Code**Report ID: AN1158 - 59478  
Wednesday, November 21, 2018

10/01/2018 - 10/31/2018

Printed By CJ  
Page 1

<b>Task Code</b>	<b>Client ID</b>	<b>Actual Amount</b>
B001	SEC Subpoena Resp/Prod/Coord	
56024	Woodbridge Group	\$99.00
B002	SEC Enforcement Action Litigat	
56024	Woodbridge Group	\$3,465.00
B004	State Enforcement Investig/Act	
56024	Woodbridge Group	\$9,576.00
B005	Bankruptcy Case Administration	
56024	Woodbridge Group	\$1,435.50
B006	Corp. Governance/Board Matters	
56024	Woodbridge Group	\$121.50
B008	Fee/Employment Applications	
56024	Woodbridge Group	\$1,516.50
<b>Report Grand Totals</b>		<b>\$16,213.50</b>

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\*\*\* End Of Report \*\*\*

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

**EXHIBIT B**

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

November 20, 2018

Woodbridge Group of Companies, LLC
1422 Ventura Blvd., Suite 100
Sherman Oaks, CA 91423

Invoice No: 972337
Account No: 56024-0001

Responding, Negotiating and Defending Against US SEC Investigation of Woodbridge (subpoena enforcement action)

For legal services rendered through October 31, 2018

Table with columns: Date, Tkpr., Hours, Description, Total Fees. Total Fees: \$0.00

TIMEKEEPER SUMMARY

Table with columns: TIMEKEEPER, HOURS, RATE, AMOUNT

DISBURSEMENTS

Table with columns: Date, Description, Amount. Total Disbursements: \$19,840.49

BILLING SUMMARY

Summary table showing Total Legal Services (\$0.00), Total Disbursements (\$19,840.49), and TOTAL BALANCE DUE: \$31,094.49.

**CS Disco**

Phone: 713-231-9100  
 Email: billing@csdisco.com



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

Invoice #	47846
Invoice Date	10/01/2018
Due Date	12/30/2018
P.O. #	

Item	Description	Quantity	Price	Amount
DISCO Discovery Platform	SECWoodbridgeSEA / 281.35 GB for October	281.351	\$40.00	\$11,254.04

Sales Tax	\$0.00
Total	\$11,254.04
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$11,254.04

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

**CS Disco**

Phone: 713-231-9100  
 Email: billing@csdisco.com



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

Invoice #	49227
Invoice Date	11/01/2018
Due Date	01/30/2019
P.O. #	

Item	Matter	Description	Quantity	Price	Amount
DISCO Discovery Platform	SECWoodbridgeSEA	SECWoodbridgeSEA DEACTIVATED THIS MONTH / 281.35 GB for 21 of 30 days in November	196.95	\$40.00	\$7,878.00
External Hard Drive	SECWoodbridgeSEA	SECWoodbridgeSEA / 1 Hard Drive	1	\$229.00	\$229.00
Reimbursable Services	SECWoodbridgeSEA	SECWoodbridgeSEA / Shipping	1	\$54.45	\$54.45

Sales Tax	\$0.00
Total	\$8,161.45
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$8,161.45

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

**CS Disco**

Phone: 713-231-9100  
 Email: billing@csdisco.com



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

Invoice #	50074
Invoice Date	11/01/2018
Due Date	01/30/2019
P.O. #	

Item	Matter	Description	Quantity	Price	Amount
Project Management	SECWoodbridgeSE A	SECWoodbridgeSEA / 1.7 Hour(s) at \$250 /hour for the period 10/1/18 -10/31/18	1.7	\$250.00	\$425.00

Sales Tax	\$0.00
Total	\$425.00
Payments Received - Credits Applied	\$0.00
Amount Due (USD)	\$425.00

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

SEC Enforcement

Invoice# 972336

Page 4

10/29/18	ALS	0.80	Telephone conference with DSI to discuss new subpoena from Kansas regulators.
10/29/18	CJG	0.30	Call with ediscovery vendor regarding options for running search terms requested by Kansas Securities Commission and preparation of backup hard drives of database.
10/29/18	CJG	0.10	Review correspondence with Adam Schwartz and Nick Troszak regarding mailing of hard drive backing up email database.
10/30/18	ALS	0.90	Review documents responsive to supplemental request for Alabama (.7); produce same (.2).
10/30/18	ALS	0.20	Correspond with SEC and Michael Goldberg regarding access request.
10/30/18	ALS	0.30	Review supplemental request for records from Alabama regulator (.2); correspond with DSI regarding same (.1).
10/30/18	ALS	0.20	Correspond with Michael Goldberg regarding telephone conference with Assistant U.S. Attorney.
10/30/18	ALS	0.30	Telephone conference with Assistant U.S. Attorney to answer questions.
10/31/18	ALS	0.40	Review correspondence from Alabama securities regulator (.2); correspond with DSI and bankruptcy counsel regarding same (.2).

**Total Fees****\$16,213.50****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	8.70	\$225.00	\$1,957.50
Jacobs, Kevin P	1.20	\$495.00	\$594.00
Schwartz, Adam L	27.60	\$495.00	\$13,662.00

**DISBURSEMENTS**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/31/18	Postage	\$0.94
10/31/18	Photocopies	\$3.00
10/31/18	Long Distance Telephone	\$8.80

**Total Disbursements****\$12.74****BILLING SUMMARY**

Total Legal Services:	\$16,213.50
Total Disbursements:	\$12.74
	-----
<b>TOTAL CURRENT CHARGES FOR THIS MATTER:</b>	<b>\$16,226.24</b>
Plus Previous Balance Due:	\$18,015.28
	-----
<b>TOTAL BALANCE DUE:</b>	<b>\$34,241.52</b>

PLEASE INCLUDE INVOICE NO. 972336 WITH YOUR PAYMENT. THANK YOU.



Inquiry: Expenses - Unbilled Details  
Client: 56024 - Woodbridge Group  
Matter: 2 - SEC Enforcement

Expense Code: E108 Postage

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	10/29/2018	E108	0.47	Postage	0
0002	10/29/2018	E108	0.47	Postage	0

Inquiry: Expenses - Unbilled Details  
 Client: 56024 - Woodbridge Group  
 Matter: 2 - SEC Enforcement

Expense Code: E101 Copying

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	10/01/2018	E101	0.60	Photocopies	0
0002	10/01/2018	E101	0.80	Photocopies	0
0002	10/02/2018	E101	0.10	Photocopies	0
0002	10/23/2018	E101	0.50	Photocopies	0
0002	10/23/2018	E101	0.90	Photocopies	0
0002	10/24/2018	E101	0.10	Photocopies	0

Inquiry: Expenses - Unbilled Details  
 Client: 56024 - Woodbridge Group  
 Matter: 2 - SEC Enforcement

Expense Code: E105 Telephone

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	10/05/2018	E105	0.17	Long Distance Telephone	0
0002	10/12/2018	E105	0.68	Long Distance Telephone	0
0002	10/19/2018	E105	0.17	Long Distance Telephone	0
0002	10/23/2018	E105	0.17	Long Distance Telephone	0
0002	10/26/2018	E105	2.03	Long Distance Telephone	0
0002	10/29/2018	E105	2.54	Long Distance Telephone	0
0002	10/29/2018	E105	3.04	Long Distance Telephone	0

**EXHIBIT C**

***PROFESSIONAL RATES***

**October**

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

***BUDGETED LEGAL FEES***

**October**

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

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Objection Deadline: December 17, 2018 at 4:00 p.m. (ET)**

**NOTICE OF APPLICATION**

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, (IV) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (V) COUNSEL FOR THE AD HOC UNITHOLDER GROUP; (VI) THE SECURITIES AND EXCHANGE COMMISSION, (VI) THE FEE EXAMINER, (VIII) OFFICE OF THE UNITED STATES TRUSTEE; AND (IX) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

The **Tenth Monthly Application of Homer Bonner Jacobs, P.A. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from October 1, 2018 through October 31, 2018** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$16,213.50 and monthly expenses in the amount of \$19,853.23.

Objections to the Application, if any, are required to be filed on or before **December 17, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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

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

(iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Frejka PLLC, 205 E. 42<sup>nd</sup> Street, New York, New York 10017, Attn: Elise Frejka; (ix) any other party that has requested to be a Notice Party; and (x) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

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

*[Remainder of page intentionally left blank]*

Dated: November 26, 2018  
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)  
Edmon L. Morton (No. 3856)  
Ian J. Bambrick (No. 5455)  
Betsy L. Feldman (No. 6410)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Tel: (302) 571-6600  
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (*pro hac vice*)  
Michael L. Tuchin (*pro hac vice*)  
David A. Fidler (*pro hac vice*)  
Jonathan M. Weiss (*pro hac vice*)  
1999 Avenue of the Stars  
39th Floor  
Los Angeles, California 90067  
Tel: (310) 407-4000  
Fax: (310) 407-9090

*Counsel for the Debtors and Debtors in Possession*