

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

In re:

WOODBRIIDGE GROUP OF
COMPANIES LLC, *et al.*¹

Debtors.

:
: Chapter 11
: Case No. 17-12560 (KJC)
:
: Jointly Administered
:
: **Obj. Deadline: December 18, 2018 at 4:00 p.m. (ET)**
: **Hearing Date: Only if required.**
:

**SECOND APPLICATION OF THE OFFICIAL AD HOC COMMITTEE OF
UNITHOLDERS FOR REIMBURSEMENT OF EXPENSES
INCURRED BY COMMITTEE MEMBERS**

The Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases (the “Cases”) of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of unitholders of various Debtors, submits this second application (the “Application”) for reimbursement of expenses incurred by its committee members, Dr. Raymond C. Blackburn (“Dr. Blackburn”) and Dr. Chris C. Pinney (“Dr. Pinney”, together with Dr. Blackburn, the “Members”), in connection with their in-person attendance at the Confirmation Hearing (as defined herein) in these Cases, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* entered by the Court on January 9, 2018

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. 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 this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

[Dkt. No. 261] (the “Compensation Order”). In support of the Application, the Unitholders’ Committee respectfully represents as follows:

Jurisdiction and Venue

1. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory bases for the relief requested herein are sections 503(b) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

Background

3. On December 4, 2017 (the “Initial Petition Date”), Woodbridge Group of Companies, LLC and 278 of its affiliates (the “Initial Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On December 14, 2017, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code.

5. On January 23, 2018, the Court entered the Settlement Order, approving the term sheet annexed thereto as Exhibit 1 (the “Term Sheet”) pursuant to Bankruptcy Code sections 105(a) and 1102 and Bankruptcy Rule 9019. *See* Settlement Order at ¶ 5. The Term Sheet (and Settlement Order by incorporation) provides for, among other things, the formation and appointment of the Unitholders’ Committee and the Official Ad Hoc Committee of Noteholders

(the “Noteholders’ Committee”). With respect to the Unitholders’ Committee, the Term Sheet provides, in pertinent part, that:

In settlement of the motion to form an official Unitholders committee filed on January 8, 2018 (Docket No. 250), the Unitholders will be permitted to form a single 1-2 member Ad Hoc Unitholder Group with an all-in professional budget not to exceed \$1.5 million through January 1, 2019. Not to duplicate the Committee’s or the proposed Ad Hoc Noteholders (who claim they are secured) responsibilities, the Ad Hoc Unitholder Group will be tasked with litigating and/or negotiating (a) whether Unitholders should be treated as creditors or equity security holders in these chapter 11 cases, including in connection with any plan or asset disposition and (b) whether substantive consolidation is in the best interests of the Unitholders; and

Professionals for the Ad Hoc Groups [*i.e.*, the Unitholders’ Committee and the Noteholder Committee] shall be retained pursuant to Court order and shall file fee applications each month with the Bankruptcy Court, and shall be subject to approval of fee amounts by the Bankruptcy Court and review of fees in accordance with the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and as otherwise ordered by the Bankruptcy Court, including sections 330 and 331, with parties in interest encouraged to meet and confer on scope and budget issues promptly with respect to such fee applications.

Term Sheet at ¶¶ 11, 14.

6. The Unitholders’ Committee was formed on January 23, 2018, and is currently comprised of: (i) Dr. Blackburn, and (ii) Dr. Pinney.

7. On February 9, 2018, fourteen additional debtors (the “Second Round Debtors”) filed voluntary chapter 11 petitions.

8. On February 16, 2018, the Unitholders’ Committee filed its application [Dkt. No. 615] (the “Retention Application”) to retain Venable LLP (“Venable”) as counsel.

9. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders’ Committee [Dkt. No. 719] (the “Retention Order”), *nunc pro tunc* to January 23, 2018.

10. On March 9, 2018, two additional debtors (the “Third Round Debtors”) filed voluntary chapter 11 petitions.

11. On March 23, 2018, seven additional debtors (the “Fourth Round Debtors”) filed voluntary chapter 11 petitions.

12. On March 27, 2018, four additional debtors (the “Fifth Found Debtors”) filed voluntary chapter 11 petitions.²

13. On March 29, 2018, the Unitholders’ Committee filed its *First Application for Reimbursement of Expenses Incurred by Committee Members for the Period January 23, 2018 through March 23, 2018* [Dkt. No. 863] (the “First Application”). No answer, objection or other response was received to the First Application, and, on April 25, 2018, the Unitholders’ Committee filed a *Certificate of No Objection* [Dkt. No. 1632] with regard thereto.

14. On July 9, 2018, the Debtors filed their *Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies and Its Affiliated Debtors* [Dkt. No. 2139] (as amended, the “Plan”). The Plan confirmation hearing was held on October 24, 2018 (the “Confirmation Hearing”), and the Court entered an order confirming the Plan on October 26, 2018 [Dkt. No. 2903].

COMMITTEE MEMBER EXPENSES

15. The Unitholders’ Committee requests reimbursement of expenses incurred by its Members in connection with their attendance at the Confirmation Hearing in the aggregate amount of \$3,106.22.

² The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors and Fifth Round Debtors, collectively.

16. Specifically, Dr. Blackburn, who resides in Texas, incurred \$1,301.26 in expenses in connection with his in-person attendance at the Confirmation Hearing held in Wilmington, Delaware on October 24, 2018. Dr. Blackburn's expenses are set forth in detail on Exhibit A hereto.

17. Dr. Pinney, who also resides in Texas, incurred \$1,804.96 in connection with his in-person attendance at the Confirmation Hearing held in Wilmington, Delaware on October 24, 2018. Dr. Pinney's expenses are set forth in detail on Exhibit B hereto.

18. The actual and necessary expenses of the lay members of an official committee are entitled to treatment as administrative priority claims under section 503(b)(3)(F) of the Bankruptcy Code. 11 U.S.C. § 503(b)(3)(F); *In re Summit Metals, Inc.*, 379 B.R. 40, 68 (Bankr. D. Del. 2007), *aff'd*, 406 F. App'x 634 (3d Cir. 2011). "Expenses that qualify for reimbursement under [section 503(b)(3)(F)] include travel, lodging, and meal expenses incurred while attending committee meetings or court hearings." *Summit Metals*, 379 B.R. at 68 *citing In re Worldwide Direct, Inc.*, 259 B.R. 56, 63 (Bankr. D. Del. 2001) ("Travel expenses for committee members to attend committee meetings or court hearings are necessary for the functioning of the committee and are normally reimbursable.").

19. The expenses incurred by the Members in connection with their attendance at the Confirmation Hearing were necessary to permit the effective performance of their duties as Members of the Unitholders' Committee under section 1103 of the Bankruptcy Code, and are not fees and/or expenses of the Members' (or Unitholders' Committee's) professionals. As such, the expenses are reimbursable from the Debtors' estates as administrative expenses under section 503(b)(3)(F) of the Bankruptcy Code.

20. None of the expenses for which reimbursement is requested herein are duplicative of any expenses requested or awarded in any prior application for reimbursement of expenses.

21. The Unitholders' Committee reserves the right to include additional requests for expense reimbursement, if any, for the period prior to the Confirmation Hearing in subsequent applications. The Unitholders' Committee also reserves the right to request payment of reimbursable expenses incurred by its Members subsequent to the Confirmation Hearing, if any.

22. Accordingly, the Unitholders' Committee submits that the Members' expenses, in the aggregate amount of \$3,106.22 (Dr. Blackburn - \$1,301.26; Dr. Pinney - \$1,804.96), should be paid as administrative expenses of the Debtors' estates under section 503(b)(3)(F) of the Bankruptcy Code, pursuant to the Compensation Order.

WHEREFORE, the Unitholders' Committee requests that the expenses incurred by the Members, as set forth herein and on Exhibits A and B attached hereto, be reimbursed by the Debtors.

Dated: November 27, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
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(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

Exhibit A

(Expenses for Dr. Raymond Blackburn)

<u>Date</u>	<u>Vendor</u>	<u>Amount</u>
10/23/18	Southwest Airlines (Round Trip from Dallas, TX to Philadelphia, PA)	\$609.96
10/23/18	Uber (PHL to Wil.)	\$41.79
10/25/18	Doubletree Hotel	\$498.42
10/25/18	Uber (Wil. to PHL)	\$43.09
10/25/18	Parking (Airport in Dallas, TX)	\$33.00
10/25/18	Misc. Eateries	<u>\$75.00</u>
		\$1,301.26

Past Flight

Oct 23 - 25

Dallas (Love Field), TX to Philadelphia, PA

Confirmation # W5VSWN

PASSENGER	POINTS EARNED	FARE TOTAL
RAYMOND BLACKBURN	+ 3,246PTS	\$609.96
RR 20105743910		

Price summary

ROUTING	DATE	FARE TYPE	FARE
DAL to PHL	10/23/2018	Wanna Get Away	\$270.45
PHL to DAL	10/25/2018	Wanna Get Away	\$270.45

Gov't taxes and fees \$68.96

Total \$609.96

Total points earned + 3,246^{PTS}

Your Thursday morning trip with Uber

Uber Receipts <uber.us@uber.com>

Thu 10/25/2018, 9:40 AM

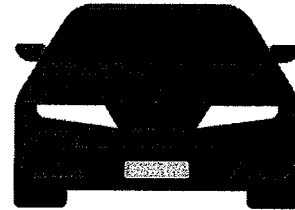
To: raycb20@hotmail.com <raycb20@hotmail.com>

Uber

Total: \$43.09
Thu, Oct 25, 2018

Thanks for riding, RAYMOND

We hope you enjoyed your ride
this morning.



Total

\$43.09

Trip fare

\$43.09

Subtotal

\$43.09

Amount Charged



.... 9298 Switch

\$43.09

Download PDF

Download link expires 11/24/18



700 KING STREET
WILMINGTON, DE 19801

United States of America
TELEPHONE 302-655-0400 • FAX 302-655-0430
Reservations
www.doubletree.com or 1-800-222-TREE

BLACKBURN, RAYMOND

1203 REGENTS PARK COURT

DESOTO TX 75115
UNITED STATES OF AMERICA

Room No: 805/NK1E
Arrival Date: 10/23/2018 5:58:00 PM
Departure Date: 10/25/2018 2:01:00 PM
Adult/Child: 1/0
Cashier ID: MGAY2
Room Rate: 226.56
AL:
HH #
VAT #
Folio No/Che 470508 A

Confirmation Number: 90165719

DOUBLETREE HOTEL, WILMINGTON DOWNTOWN 10/25/2018 2:01:00 PM

DATE	REF NO	DESCRIPTION	CHARGES
10/23/2018	2106792	GUEST ROOM	\$226.56
10/23/2018	2106792	OCCUPANCY TAX - 8%	\$18.12
10/23/2018	2106792	OCCUPANCY TAX - CITY	\$4.53
10/24/2018	2107327	GUEST ROOM	\$226.56
10/24/2018	2107327	OCCUPANCY TAX - 8%	\$18.12
10/24/2018	2107327	OCCUPANCY TAX - CITY	\$4.53
10/25/2018	2107565	MC *9298	(\$498.42)
BALANCE			\$0.00

EXPENSE REPORT SUMMARY

	10/23/2018	10/24/2018	STAY TOTAL
ROOM AND TAX	\$249.21	\$249.21	\$498.42
DAILY TOTAL	\$249.21	\$249.21	\$498.42

CREDIT CARD DETAIL

APPR CODE	25486P	MERCHANT ID	444247001886
CARD NUMBER	MC *9298	EXP DATE	02/22
TRANSACTION ID	2107565	TRANS TYPE	Sale

Your Tuesday evening trip with Uber

Uber Receipts <uber.us@uber.com>

Tue 10/23/2018, 4:53 PM

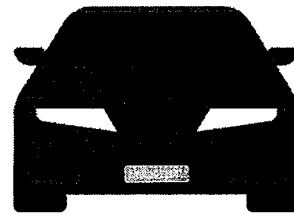
To: raycb20@hotmail.com <raycb20@hotmail.com>

Uber

Total: \$41.79
Tue, Oct 23, 2018

Thanks for riding, RAYMOND

We hope you enjoyed your ride
this evening.



Total

\$41.79

Trip fare	\$41.79
-----------	---------

Subtotal	\$41.79
----------	---------

Amount Charged



•••• 9298 Switch

\$41.79

Download PDF

Download link expires 11/22/18

Date	Description	Amount	Running Balance
Oct. 25, 2018	DOUBLETREE DT WILMINGT WILMINGTON DE	\$ 498.42	
Oct. 25, 2018	PARKING SYSTEMS DALLAS TX	\$ 33.00	
Oct. 25, 2018	UBER TRIP UPGRH 8005928996 CA	\$ 43.09	
Oct. 23, 2018	UBER TRIP O2IE7 8005928996 CA	\$ 41.79	
Your last statement balance was \$ 1,004.			
End Of Activity			
Total Activity Since Last Statement (Closing Nov. 23, 2018)			
Pending Purchases*			
Purchases			
Payments/Adjustments/Credits			
Cash Advances			

Exhibit B

(Expenses for Dr. Chris Pinney)

<u>Date</u>	<u>Vendor</u>	<u>Amount</u>
10/18/18	Southwest (Round Trip Austin, TX to BWI)	\$456.96
10/18/18	Enterprise Rental Car	\$271.08
10/18/18	Misc. Eateries	\$61.95
10/23/18	Fuel	\$16.27
10/23/18	Tolls	\$20.00
10/25/18	Courtyard Marriot	\$948.70
10/25/18	Tips	<u>\$30.00</u>
		\$1,804.96



Veterinary Insider <veterinaryinsider@gmail.com>

Fw: UPDATED flight reservation (URWS38) | 18OCT18 | AUS-BWI | Pinney/Chris

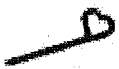
Chris Pinney <drpinney@hotmail.com>
To: Veterinary Insider <veterinaryinsider@gmail.com>

Wed, Oct 3, 2018 at 2:34 PM

Sent from Outlook

From: Southwest Airlines <SouthwestAirlines@luv.southwest.com>
Sent: Wednesday, October 3, 2018 2:23 PM
To: drpinney@hotmail.com
Subject: UPDATED flight reservation (URWS38) | 18OCT18 | AUS-BWI | Pinney/Chris

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Thanks for choosing Southwest® for your trip. You'll find everything you need to know about your reservation below. Happy travels!

[Air Itinerary](#)**AIR Confirmation: URWS38**

Confirmation Date: 10/3/2018

Passenger(s)	Rapid Rewards #	Ticket #	Expiration	Est. Points Earned
PINNEY/CHRIS		5261494916147	Aug 24, 2019	2393

Date	Flight	Departure/Arrival
Thu Oct 18	176	Depart AUSTIN, TX (AUS) on Southwest Airlines at 05:40 AM Arrive in BALTIMORE/WASHINGTON, MD (BWI) at 09:50 AM Travel Time 3 hrs 10 mins Wanna Get Away

Date	Flight	Departure/Arrival
Thu Oct 25	2491	Depart BALTIMORE/WASHINGTON, MD (BWI) on Southwest Airlines at 08:40 AM Arrive in AUSTIN, TX (AUS) at 11:20 AM Travel Time 3 hrs 40 mins

Save up to 30%


Plus earn up to 2,400 Rapid Rewards® points.


Let's go!


**Budget****Earn up to 10,000**


Rapid Rewards® points per night.


[Select your room >](#)

 **EarlyBird Check-In®:** has been added to your itinerary. Don't worry, we'll handle check-in for you. Simply print your boarding pass or download your mobile boarding pass with your pre-assigned boarding position anytime within 24 hours of departure.

 **Bags fly free®:** First and second checked bags. Weight and size limits apply. One small bag and one personal item are permitted as carryon items, free of charge.

 **30 minutes before departure:** We encourage you to arrive in the gate area no later than 30 minutes prior to your flight's scheduled departure as we may begin boarding as early as 30 minutes before your flight.

 **10 minutes before departure:** You must obtain your boarding pass(es) and be in the gate area for boarding at least 10 minutes prior to your flight's scheduled departure time. If not, Southwest may cancel your reserved space and you will not be eligible for denied boarding compensation.

 **If you do not plan to travel on your flight:** In accordance with Southwest's No Show Policy, you must notify Southwest at least 10 minutes prior to your flight's scheduled departure if you do not plan to travel on your flight. Customers who fail to cancel reservations for a Wanna Get Away fare segment at least ten (10) minutes prior to travel and who do not board the flight will be considered a no show, and all remaining unused Wanna Get Away funds will be forfeited. All remaining unused Business Select and Anytime funds will be converted to reusable travel funds. If you no show your reward travel reservation, the points will be redeposited to the purchaser's Rapid Rewards account. Any taxes and fees associated with your reward travel reservation will be held for future use in the form of reusable travel funds under the name of the traveler(s).

Customers calling Southwest to request a refund or to research travel funds for a specific ticket must provide their confirmation number, ticket number or flight information (date, origin and destination).


Air Cost: 456.96


Fare Rule(s): 5261494916147: NONREFUNDABLE/NONTRANSFERABLE
STANDBY REQ UPGRADE TO Y-BG WN

Valid only on Southwest Airlines. All travel involving funds from this Confirmation Number must be completed by the expiration date. Unused travel funds may only be applied toward the purchase of future travel for the individual named on the ticket. Any changes to this itinerary may result in a fare increase. Failure to cancel reservations for a Wanna Get Away fare segment at least 10 minutes prior to travel will result in the forfeiture of all remaining unused funds.

AUS WN BWI138.40WN AUS260.26USD398.66END PD XF AUS4.5BWI4.5 ZP
AUS4.10BWI4.10

TZNUNNR
HLNUPNR

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- ✓ Guaranteed low rates
- ✓ Free cancellation

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for less.**

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favorite destinations.

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Southwest®

Rapid Rewards®

- ✓ Unlimited reward seats
- ✓ No blackout dates
- ✓ Redeem for International flights and more

Enroll now >

Cost and Payment Summary



Itinerary Confirmation

Trip ID: 27881588

[Email This Itinerary](#)

October 03, 2018 - CONFIRMED

Dear CHRIS PINNEY,

Your order has been processed. You should receive a confirmation email very soon. Please be sure to check your spam and/or junk mail folder, should you fail to receive an email confirmation.

Carefully review this itinerary for any errors or discrepancies. Any fees incurred due to reissue of this itinerary will be the responsibility of the traveler. All voluntary changes at any time are subject to airline, agency and program rules and penalties. Make sure to print this itinerary for your records.

Advance seat assignments may not be available for all itineraries. If applicable, advance seat assignments can be made by clicking the seat map link below. To verify a seat request, or if seat assignments are not available, please contact the airline directly for assistance.

Traveler Information

Traveler 1

CHRIS PINNEY

Car Rentals: Enterprise - Intermediate Car

Itinerary

Confirmed

Booking Confirmation Number: **1602156015COUNT**

[Cancel Car](#)

Enterprise - Intermediate Car

Thu, Oct 18, 2018 - Wed, Oct 24, 2018

[Rules, Policies, Cancellations](#)

[Car Details](#)

\$271.08 USD

Confirmed

Booking Confirmation Number: **1602156015COUNT**

Cancel Car

Payment Summary

Price Exclusions: For itineraries that include flights, the selected airline's **baggage fees** will apply. For hotel stays, resort fees may apply.

Trip Total	27,108 Miles or \$271.08 USD
Miles Redeemed	0
Miles Value Redeemed	0

Amount Billed to Card

\$271.08 USD

XXXXXXXXXXXX0615

Charges will show with the merchant name of the airline, hotel chain, car rental company, and/or travel insurance agency, each a 'Travel Supplier' on your card billing statement. Remaining balance not charged by the Travel Supplier will also appear on your card billing statements as CL *Trip Charges. If applicable, any fees or redemption-associated charges will also appear on your card billing statement as CL *Trip Charges.

Please take a moment to review our **Terms and Conditions**.

If you have questions or need assistance, please call:

Capital One Travel Customer Service

844-527-6779

It's best to have your Trip ID Number **(27881588)** ready.

Thank You,
Capital One Travel

Starbucks Coffee #23270
1007 North Orange St
Wilmington, DE 302-778-3819

CHK 713700
10/23/2018 04:15 PM
2163149 Drawer: 2 Reg: 1

Gr Americano	2.95
With 2% Milk	
Extra Hot	2.45
Confetti Cookie	10.00
Cash	
Subtotal	\$5.40
Total	\$5.40
Change Due	\$4.60

Check Closed
10/23/2018 04:15 PM

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pply

Welcome to Shell

649 LAKEVIEW DR
MT AIRY MD 21771
301-829-9532

SHELL
649 LAKEVIEW DRIVE
MOUNT AIRY, MD
21771

57543577100
10/23/2018 415205764
12:22:32 PM

PUMP# 5
REGULAR 5.6536
PRICE/GAL \$2.879

FUEL TOTAL \$ 16.27

CREDIT \$ 16.27

XXXX XXXX XXXX 0615

VISA
Striped
APPROVED

AUTH # 663580
INV # 255398

9501 Cargo Ave.
Austin, TX 787119
(512) 530-2902

Austin Book People
Store 184 WS 2334 Opr austbarnes
10/18/2018 04:17:33 AM #6

AUS OZARKA SPORT TOP 700ml 3.29 No

//
AUS RX BAR CHOCOLATE PB 12 4.99 Ta

//
AUS ECLIPSE WINTERFROST GUM 2.69 Ta

Sub Total
Taxable \$10.97
Total 0.63
\$11.60

Cash 20.00
Change Cash 8.40

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Opened electronics, food, beverage, or
any item that was altered after purchase
may not be returned. All other returns
within 14 days of purchase



00000184000023342018101800000006

Maryland Transportation Authority

Fort McHenry Tunnel Lane

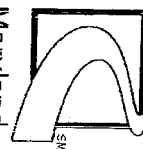
COLL LANE DATE TIME
1459 018 10/24/18 16:24:30

2-AXLE VEHICLE
AMOUNT PAID \$4.00

PAID BY CASH

THANK YOU

Maryland
Transportation
Authority
www.ezpassmd.com
1-888-321-6824



Rental Agreement Summary

RA# 755585816

RENTER: CHRIS C PINNEY

Corporate: LOYALTY TRAVEL AGENCY

Non-Loyalty



Dates & Time



Location

Thursday, Oct 18, 2018
10:08 AM

7426 NEW RIDGE RD
HANOVER MD,
21076-3101 8338560899
7426 NEW RIDGE RD
HANOVER MD,
21076-3101 8338560899

Wednesday, Oct 24, 2018
10:00 PM



Vehicle

Make/Model: NISSAN / SENTRA
Color: PER MFG
Mileage: 14686
Fuel: FULL
License#: 3DE0966
Vehicle#: JY295922

Vehicle Condition
No Damage Documented

\$ Charges

Price/Unit Account You

TIME & DISTANCE \$251.00/R*1 Included
EXTRA - TIME & \$74.00/D Included

This a co responsibility for driver, you before decide

TOLL RECEIPT

DELAWARE TURNPIKE

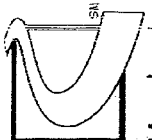
Thank You

To get E-ZPass please call
1-888-397-2773
or go online at
www.ezpassde.com

10/24/18 15:33:22

LANE: 16 ID: 0079

CLASS: 02 \$4.00 CASH



Maryland
Transportation
Authority
www.ezpassmd.com
1-888-321-6824

Maryland Transportation Authority

JFK Memorial Highway
COLL LANE DATE TIME
6316 011 10/23/18 13:37:55

2-AXLE VEHICLE
AMOUNT PAID \$8.00

PAID BY CASH

THANK YOU

TOLL RECEIPT

DELAWARE TURNPIKE

Thank You

To get E-ZPass please call
1-888-397-2773
or go online at
www.ezpassde.com

10/23/18 13:56:14

LANE: 03 ID: 0029

CLASS: 02 \$4.00 CASH

Green Beans Kiosk
BWI Airport



90006 Supervis

Chk 1495 Oct25'18 06:00A Gst 0

Dine In

1 Americano 12oz	2.75
1 Cookies	1.95
XXXXXXXXXXXXAUB15	
VISA	4.98
Subtotal	4.70
Tax	0.28
Payment	4.98
Sales Tax	0.28

Thank You!!!

Please Come Again

Baltimore Coffee and Tea
Frederick, MD 21703
301-631-0030
www.baltcoffee.com

916 Megan G

Chk 11 CHRIS Oct22'18 02:02PM Gst 0

1 16oz Americano	2.95
1 Muffin	2.75
XXXXXXXXXXXX0615	
Visa	6.05
Subtotal	5.70
Sales Tax	0.35
Payment	6.05

www.baltcoffee.com

** TGI Friday's #0334**
Frederick, MD
Date: Oct21'18 08:42PM
Card Type: VISA
Acct #: XXXXXXXXXXXX0315
Card Entry: SWIPED
Trans Type: PURCHASE
Auth Key: JIJ...657670360
Check Code: 07m...
Table: 5
Server: 5
Subtotal: 26
TIP \$6.00
TOTAL \$32.52

Your Copy
Keep For Your Records

SEAT #1

PLICATE RECEIPT

ucks Coffee #23270
7 North Orange St
gton, DE 302-778-3819

CHK 658271

24/2018 03:06 PM

Drawer: 2 Reg: 1

ilk 2.95

kie 2.45

0615 5.40

\$5.40

\$5.40

Due \$0.00

Chk Closed

2/2018 03:06 PM

Loyalty program
ucks Rewards®
promotional emails
ucks.com/rewards
load our app
icipating stores
rictions apply



COURTYARD BALTIMORE BWI AIRPORT

1671 West Nursery Road
Linthicum Heights MD 21090
United StatesDR Chris Pinney
278 Po Box
Schulenburg TX 78956
United States
Company Name:
Group Name:Room No. : 0144
Room Type : QNQN
Rate : 195.00

Arrive: 10-24-18

Time:

Depart: 10-25-18

Time:

Folio No. :

Date	Description	Charges	Credits
10-24-18	Restaurant Charge	8.36	
	CHECK# 5468		
10-24-18	Dinner	13.13	
	CHECK# 5456		
10-24-18	Market Packaged Food	3.54	
	Post It No.428451		
10-24-18	Market State Tax	0.21	
	Post It No.428451		
10-24-18	Standard Retail	195.00	
10-24-18	Occupancy Tax	13.65	
10-24-18	County Sales Tax	11.70	
10-25-18	Visa Card		245.59
	Balance	0.00	

Marriott Rewards Account # XXXXX2475. Your Marriott Rewards points/miles earned on your room rate will be credited to your account. For account activity: 801-468-4000 or MarriottRewards.com.



Courtyard Frederick

 5225 Westview Dr
 Frederick, Md 21703
 T 301.631.9030

Chris/Dr Pinney

278 Po Box

Schulenburg TX 78956

No Company Name

Room: 100

Room Type: QNQN

Number of Guests: 1

Rate: \$185.00

Clerk: AAF

Arrive: 21Oct18

Time: 05:46PM

Depart: 23Oct18

Time: 11:51AM

Folio Number: 52208

Date	Description	Charges	Credits
21Oct18	Room Charge	141.00	
21Oct18	Room Tax	8.46	
21Oct18	County Tax	7.05	
22Oct18	Restaurant Room Charge	16.99	
22Oct18	Restaurant Room Charge	16.25	
22Oct18	Room Charge	185.00	
22Oct18	Room Tax	11.10	
22Oct18	County Tax	9.25	
23Oct18	Restaurant Room Charge	3.18	
23Oct18	Restaurant Room Charge	13.13	
23Oct18	Visa		411.41
	Card #: VXXXXXXXXXXXX0615/XXXX Amount: 411.41 Auth: 08998D Signature on File This card was electronically swiped on 21Oct18		
	Balance:	0.00	

Rewards Account # XXXXX2475. Your Rewards points/miles earned on your eligible earnings will be credited to your account. Check your Rewards Account Statement or your online Statement for updated activity.

See our "Privacy & Cookie Statement" on Marriott.com.



Courtyard Wilmington Downtown

 1102 N West St
 Wilmington DE 19801
 T 302.429.7600

Chris/Dr Pinney

Room: 710

278 Po Box

Room Type: QNQN

Schulenburg TX 78956

Number of Guests: 2

No Company Name

Rate: \$239.00

Clerk: AHU

Arrive: 23Oct18

Time: 02:14PM

Depart: 24Oct18

Time: 09:08AM

Folio Number: 80091

Date	Description	Charges	Credits
23Oct18	Room Charge	239.00	
23Oct18	State Occupancy Tax	19.12	
23Oct18	City Tax	4.78	
23Oct18	Garage Parking	12.50	
24Oct18	Restaurant Room Charge	16.30	
24Oct18	Visa		291.70
	Card #: VXXXXXXXXXXXX0615/XXXX		
	Amount: 291.70 Auth: 03220D Signature on		
	File		
	This card was electronically swiped on 23Oct18		
	Balance:	0.00	

Rewards Account # XXXXX2475. Your Rewards points/miles earned on your eligible earnings will be credited to your account. Check your Rewards Account Statement or your online Statement for updated activity.

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

<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 45%;"><p>In re:</p><p>WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i>¹</p><p style="text-align: center;">Debtors.</p></div><div style="width: 5%; text-align: center;">:</div><div style="width: 50%;"><p>: Chapter 11</p><p>: Case No. 17-12560 (KJC)</p><p>:</p><p>: Jointly Administered</p><p>:</p><p>: Obj. Deadline: December 18, 2018 at 4:00 p.m. (ET)</p><p>: Hearing Date: Only if required.</p><p>:</p></div></div> <hr style="border: 0; border-top: 1px solid black; margin-top: 5px;"/>	
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NOTICE OF APPLICATION

TO: (I) THE DEBTORS, (II) COUNSEL TO THE DEBTORS, (III) COUNSEL TO DIP LENDER, (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, (V) COUNSEL TO THE NOTEHOLDERS' COMMITTEE, (VI) COUNSEL FOR THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE OFFICE OF THE UNITED STATES TRUSTEE, AND (VIII) THE FEE EXAMINER.

PLEASE TAKE NOTICE that the Official Ad Hoc Committee of Unitholders (the "Unitholders' Committee"), by and through undersigned counsel, has filed its *Second Application for Reimbursement of Expenses Incurred by Committee Members* (the "Application"). The Application seeks reimbursement of expenses in the aggregate amount of \$3,106.22 incurred by committee members in connection with their in-person attendance at the confirmation hearing held on October 24, 2018.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **December 18, 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.

PLEASE TAKE FURTHER NOTICE that 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, c/o Development Specialists, Inc. 333 South Grand Ave., Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq.

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. 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 this information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

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, 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 Noteholders' Committee, Drinker Biddle & Reath LLP, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (vii) the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022, Attn: Elise S. Frejka, (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 to the Unitholders' Committee, Venable LLP, 1270 Avenue of the Americas, New York, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market St., Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, Esq.

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

Dated: November 27, 2018

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.

Jamie L. Edmonson (No. 4247)

Daniel A. O'Brien (No. 4897)

1201 North Market Street, Suite 1400

Wilmington, DE 19801

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(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.

(Admitted Pro Hac Vice)

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(Admitted Pro Hac Vice)

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- and -

Andrew J. Currie, Esquire
(Admitted Pro Hac Vice)
750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

CERTIFICATE OF SERVICE

I, Daniel A. O'Brien, hereby certify that on the 27th day of November, 2018, a true and correct copy of the *Second Application for Reimbursement of Expenses Incurred by Committee Members* was served on the attached services list via First Class U.S. Mail.

/s/ Daniel A. O'Brien, Esq.
Daniel A. O'Brien (No. 4897)

NOTICE PARTIES

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c/o Development Specialists, Inc.
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Wilmington, De 19801
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(Counsel for SEC)

United States Trustee for the District of
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(US Trustee)

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