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

In re:	: Chapter 11
WOODBRIDGE GROUP OF COMPANIES LLC, et al., 1	: Case No. 17-12560 (KJC)
COM THUES ELC, et ut.,	: (Jointly Administered)
Debtors.	: Obj. Deadline: December 18, 2018 at 4:00 p.m. (ET)
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SUMMARY OF FOURTH COMBINED MONTHLY FEE APPLICATION OF DUNDON ADVISERS, LLC, FINANCIAL ADVISOR FOR THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM JULY 1, 2018 THROUGH OCTOBER 31, 2018

Name of Applicant:	Dundon Advisers, LLC
Authorized to Provide Services to:	Ad Hoc Noteholder Group
Date of Retention:	May 1, 2018 <i>nunc pro tunc</i> to February 5, 2018 [D.I. 1699]
Period for which Compensation/ Reimbursement is Sought:	July 1, 2018 through October 31, 2018
Total Compensation Sought as Actual, Reasonable and Necessary:	\$52,490.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0.00
This is an: X monthly interim final	application

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 <a href="https://www.gardencitygroup.com/cases/WGC">www.gardencitygroup.com/cases/WGC</a>.

## PRIOR MONTHLY FEE APPLICATIONS

				Approved (b	y CNO)
Date Filed & Docket No.	Period Covered	Fees	Expenses	Fees	Expenses (100%)
June 28, 2018 [D.I. 1994]	February 5 to February 28, 2018	\$27,970.00	\$1,764.24	22,376.00	\$1,764.24
July 24, 2018 [D.I. 2235]	March 1, 2018 to May 31, 2018	\$141,370.00	4,344.09	\$113,096	4,344.09
July 24, 2018 [D.I. 2236]	June 1, 2018 to June 30, 2018	\$31,470.00	2,208.36	25,176.00	2,208.36
TOTAL		\$200,810.00	\$8,316.69	\$160,648.00	\$8,316.69

## **PRIOR INTERIM FEE APPLICATIONS**

		Requested		Approved (by Order)	
Date Filed & Docket No.	Period Covered	Fees	Expenses	Fees	Expenses (100%)
July 24, 2018 [D.I. 2235]	February 5 – May 31, 2018	\$169,340.00	\$6,108.43	169,340.00	6,108.43
TOTAL		\$169,340.00	\$6,108.43	169,340.00	6,108.43

## FEE SUMMARY BY PROFESSIONAL

Professional	Title	Billing Rate	Total Hours	Total Fees
Matt Dundon	Principal	\$600.00	80.9	\$48,540
Jonathan Feldman	Principal	\$500.00	6.1	\$3,050
William Ha	Senior Analyst	\$450.00	2.0	\$900
GRAND TOTAL:			89.0	\$52,490.00

## FEE SUMMARY BY TASK CODE

Task	Task Description	Hours	Fees
B125	Business Analysis	70.4	\$41,330.00
B150	Meetings of and Communications with Creditors	3.2	\$1,920.00
B161	Fee Applications	2.5	\$1,500.00
B120	Business operations	0.5	\$300.00
B310	Claims Administration / Objections	0.4	\$240.00
B320	Plan and Disclosure Statement	12.0	\$7,200.00
TOTAL:		89.0	\$52,490.00

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

In re: Chapter 11

WOODBRIDGE GROUP OF : Case No. 17-12560 (KJC) COMPANIES LLC, et al., 1 :

(Jointly Administered)

Debtors. : Obj. Deadline: December 18, 2018 at 4:00 p.m. (ET)

FOURTH COMBINED MONTHLY FEE APPLICATION OF DUNDON ADVISERS, LLC, FINANCIAL ADVISOR FOR THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM JULY 1, 2018 THROUGH OCTOBER 31, 2018

Dundon Advisers, LLC ("<u>Dundon</u>"), financial advisor for the Ad Hoc Noteholder Group (the "<u>Noteholder Group</u>") of Woodbridge Group of Companies LLC, et al. (the "<u>Debtors</u>") files the Fourth Combined Monthly Fee Application of Dundon Advisers, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisor for the Ad Hoc Noteholder Group (the "<u>Noteholder Group</u>") for the Period from July 1, 2018 to October 31, 2018 (the "<u>Fourth Combined Monthly Fee Application</u>" or this "<u>Application</u>") relating to the above referenced bankruptcy cases for the period from July 1, 2018 to October 31, 2018 (the "<u>Fee Period</u>"). Pursuant to this Application, Dundon seek: allowance of compensation for professional services Dundon performed during the Fee Period in the amount of \$52,490.00 less a twenty percent (20%) holdback in the amount of \$10,498.00, for a total immediately-payable fee request of \$41,992.00. The statutory and legal predicates for the relief south herein are sections 330, 331, and 1103 of chapter 11 title of title 11 of the

www.gardencitygroup.com/cases/WGC.

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

United States Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code"), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (the "Interim Compensation Order"). The total amount sought for fees represents approximately 87 hours of professional services. In support of this Application, Dundon shows the Court the following:

### I. BACKGROUND

- 1. On December 4, 2017, approximately 270 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2018, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the "Petition Dates").
- 2. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee has been appointed in these Cases.
- 3. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the "<u>U.S. Trustee</u>") appointed an official committee of unsecured creditors (the "<u>Committee</u>"). See Docket No. 79.
- 4. On January 23, 2018, the Court held a hearing to resolve, among other matters, two motions to appoint a chapter 11 trustee, and entered an order approving the settlement reached between the Debtors and other parties in interest [Docket No. 357] (the "Settlement Order"). Attached as Exhibit 1 to the Settlement Order was a term sheet enumerating the terms of the settlement (the "Joint Resolution"). By the terms of the Joint Resolution, the Debtors' board of managers was to be reconstituted as a three-person board (the "New Board"). Further, the Joint Resolution provided for the formation of the Noteholder Group and an ad hoc unitholder group (the "Unitholder Group").

- 5. On April 6, 2018 the Application of The Ad Hoc Noteholder Group For Entry Of An Order Authorizing The Employment And Retention Of Dundon Advisers LLC As Financial Advisor Nunc Pro Tunc To February 5, 2018 (the "Retention Application") was filed.
- 6. This Court (the "Court") entered an *Order Authorizing the Employment and Retention* of Dundon Advisers LLC as Financial Advisor for the Ad Hoc Noteholder Group (the "Retention Order") on May 1, 2018 [D.I. 1699].
- 7. By separate application and retention order, the Noteholder Group also retained Conway Mackenzie, Inc. Dundon and Conway Mackenzie have separate and distinct functions for the Noteholder Group, and have coordinated closely to avoid duplication and overlap.

### II. JURISDICTION AND VENUE

- 8. This Court has jurisdiction to consider this Application pursuant to 28 US.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- 9. The statutory predicates for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code, and Bankruptcy Rule 2016.

### III. RELIEF REQUESTED

- 10. Pursuant to the Retention Order, the Interim Compensation Order, and Sections 328(a), 330, and 331 of the Bankruptcy Code, Dundon seeks allowance of compensation for professional services rendered to the Noteholder Group during the Fee Period of an interim allowance of \$52,490.00 less a twenty percent (20%) holdback in the amount of \$10,498.00, for a total fee request of \$41,992.00. Thus, Dundon seeks interim allowance of fees during the Fee Period in the total amount of \$52,490.00 and payment of \$41,992.00 in fees.
- 11. Other than the payment in respect of its First, Combined Second and Third Monthly Fee Applications, Dundon has received no payment and no promises for payment from any source for

services rendered or to be rendered in any capacity whatsoever in connection with the fees sought to be allowed pursuant to this Application. With respect to the fees requested by Dundon, there is no agreement or understanding between Dundon and any other person, other than the members of the firm, for the sharing of compensation to be received for services rendered in this case.

- 12. All financial advisory services provided by Dundon during the Fee Period were performed for and on behalf of the Noteholder Group, and not on behalf of any other person or entity.
  - 13. This is Dundon's fourth Monthly Fee Application.

### IV. SUMMARY OF SERVICES RENDERED

- 14. Dundon has maintained detailed records of the time spent in rendition of professional services to the Noteholder Group during the Fee Period. Attached hereto as Exhibit "A" and incorporated herein by reference are detailed time records for services rendered during the Fee Period. The time records include the date that the services were rendered, a detailed narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service.
- 15. The services rendered by Dundon during the Fee Period can be grouped into the following categories:

Task	Task Description	Hours	Fees
B125	Business Analysis	70.4	\$41,330.00
B150	Meetings of and Communications with Creditors	3.2	\$1,920.00
B161	Fee Applications	2.5	\$1,500.00
B120	Business operations	0.5	\$300.00
B310	Claims Administration / Objections	0.4	\$240.00
B320	Plan and Disclosure Statement	12.0	\$7,200.00
TOTAL:		89.0	\$52,490.00

16. Dundon professionals have expended a total of [ ] hours in connection with this matter during the Fee Period, as follows:

Professional	Title	Billing Rate	Total Hours	Total Fees
Matt Dundon	Principal	\$600.00	80.9	\$48,540
Jonathan Feldman	Principal	\$500.00	6.1	\$3,050
William Ha	Senior Analyst	\$450.00	2.0	\$900
GRAND TOTAL:			89.0	\$52,490.00

- 17. The nature of the work performed by these professionals is fully set forth in Exhibit "A" attached hereto. The fees for the services rendered by Dundon to the Noteholder Group during the Fee Period is \$52,490.00, which amount is subject to a holdback of 20% pursuant to the Interim Compensation Order governing these cases until an interim fee application encompassing the Fee Period is approved.
- 18. The following are summaries of the more material project categories for Dundon's professional services during the Fee Period:

### a. Business Analysis

During the Fee Period, Dundon actively participated in the solicitation, development, negotiation, documentation and implementation of the Noteholder Liquidity Facility which has been approved by this Court for approval, but was subsequently terminated, unilaterally and without consent or waiver of rights, by the agreed lender thereto.

Fees \$41,330.00 Hours 70.4

### b. Plan and Disclosure Statement

During the Fee Period, Dundon advised on numerous terms and provisions of the Plan or Reorganization and Disclosure Statement that have been placed before this Court, including particular attention to the classification and treatment of non-investor general unsecured claims when those claims began to appear to exceed initial estimates by an order of magnitude, and those provisions of the Plan, which relate to the tradability of the Liquidation Trust Interests to be issued upon consummation of the Plan of Reorganization if confirmed as presently proposed.

Fees \$7,200 Hours 12

### V. NOTICE

21. Pursuant to the Interim Compensation Order, notice of the Fourth Combined Monthly Fee Application has been given to: (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 (Attn: Jamie L. Edmonson, Esq.); (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, NE, Suite 900, Atlanta, Georgia 30326 (Attn: David Baddley, Esq.); (vii) the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022 (Attn: 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 (Attn: Steven K. Kortanek, Esq. and Patrick A. Jackson, Esq.).

### VI. CONCLUSION

**WHEREFORE**, Dundon hereby respectfully requests interim allowance of its fees for services rendered during the Fee Period in the amount of \$52,490, and payment for services rendered during the Fee Period in the amount of \$41,992 (80% of \$52,490).

Dated: November 26, 2018 Wilmington, Delaware

### **DUNDON ADVISERS LLC**

/s/Matthew Dundon

Matthew Dundon 440 Mamaroneck Ave., Ste. 507

Harrison NY 10528

Telephone: (917) 838-1930

md@dundon.com

Financial Advisor to the Ad Hoc Noteholder Group

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT DELAWARE

In re: : Chapter 11

WOODBRIDGE GROUP OF : Case No. 17-12560 (KJC) COMPANIES LLC, *et al.*, 1 :

: (Jointly Administered)

Debtors. : Obj. Deadline: December 18, 2018 at 4:00 p.m. (ET)

### **NOTICE OF APPLICATION**

PLEASE TAKE NOTICE that on November 28, 2018, Dundon Advisers LLC ("Dundon"), filed the Fourth Combined Monthly Fee Application of Dundon Advisers LLC, Financial Advisor for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses, for the Period From July 1, 2018 Through October 31, 2018 (the "Application"), which seeks approval for compensation for professional services rendered in the amount of \$52,490.00 and reimbursement for the expenses it incurred in the amount of \$0.00 during the period from July 1, 2018 through October 31, 2018.

PLEASE TAKE FURTHER NOTICE that any objection or response to the relief sought in the Application must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **December 18, 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, LosAngeles, California 90067 (Attn: Michael L. Tuchin, Esq. and David A. Fidler, Esq.) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801 (Attn: Sean M. Beach, Esq.); (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017 (Attn: William Brody, Esq.); (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801 (Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.); (v) counsel for the Unitholders' Committee, Venable LLP, 1201 North Market Street, Suite 1400, Wilmington, Delaware 19801 (Attn: Jamie L. Edmonson, Esq. ); (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, NE, Suite 900, Atlanta, Georgia 30326 (Attn: David Baddley, Esq.); (vii) the Fee Examiner, Frejka PLLC, 135 East 57th St, 6th Floor, New York, New York 10022 (Attn: 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:

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 <a href="https://www.gardencitygroup.com/cases/WGC">www.gardencitygroup.com/cases/WGC</a>.

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 PURSUANT TO THE ORDER **ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND** REIMBURSEMENT OF 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 THE APPLICANT'S FEES (AS DETAILED IN THE APPLICATION) AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: November 28, 2018 Wilmington, Delaware

#### DRINKER BIDDLE & REATH LLP

/s/ Patrick A. Jackson

Steven K. Kortanek (Del. Bar No. 3106)
Patrick A. Jackson (Del. Bar No. 4976)
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Counsel for the Ad Hoc Noteholder Group

# Exhibit A Billing Detail

## **B320 Plan and Disclosure Statement**

Date	Time Keeper	Time Description	Hours	Value
9/6/18	Dundon	Review of Drinker Biddle package regarding AHNG support for Plan / Disclosure Statement	0.50	\$300.00
8/3/18	Dundon	Summary review of Debtor's latest revisions to Plan and Disclosure Statement	1.40	\$840.00
7/30/18	Dundon	Correspondence with Drinker Biddle (P. Jackson) and Conway MacKenzie (M. Sedigh) regarding GUC vs. Noteholder allocation issues	0.50	\$300.00
7/29/18	Dundon	Correspondence with full case working group with Dundon comments on Disclosure Statement Exhibits	0.30	\$180.00
7/29/18	Dundon	Review of draft Disclosure Statement exhibits package	1.50	\$900.00
7/27/18	Dundon	Discussion with S. Kortanek regarding distribution mechanics between Noteholders and GUC holders	0.50	\$300.00
7/25/18	Dundon	Summary review of Venable (J. Sabin) markup of "Investor Net Claims Summary"	0.20	\$120.00
7/24/18	Dundon	Class 4 claims discussion with global working group (debtor, UCC, Unitholder representatives all present)	1.10	\$660.00
7/23/18	Dundon	Review of debtor's class 4 claims pool analysis in preparation for following day's meeting	0.80	\$480.00
7/19/18	Dundon	Correspondence with Unitholder Committee counsel (J. Sabin) following upon non-GUC issues	0.20	\$120.00
7/19/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek and J. Millar) regarding Unitholder concerns for non-Note GUC Plan opposition	0.60	\$360.00
7/18/18	Dundon	Non-investor unsecured claims discussion with Unitholder Committee (J. Sabin)	0.40	\$240.00
7/16/18	Dundon	Correspondence with certain creditor and Drinker Biddle (S. Kortanek, J. Millar) regarding broker clawbacks and AHNG position on same	0.50	\$300.00
7/13/18	Dundon	Summary review for issues relevant to DA mandate on Plan solicitation package prepared by debtors	0.40	\$240.00
7/13/18	Dundon	Review on internal Committee correspondence reflecting discussion with debtors (M. Goldberg) regarding clawbacks of claims	0.30	\$180.00
7/6/18	Dundon	Discussion and correspondence with W. Holt regarding distribution ratio finalization	0.50	\$300.00
7/6/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek and J. Millar) re distribution ratio in Plan	0.30	\$180.00
7/5/18	Dundon	Correspondence with Pachulski (R. Orgel) and FTI (C. Nelson) re Plan post exit liquidity provision	0.30	\$180.00

7/4/18	Dundon	Correspondence regarding Plan provisions for Class A and Class B LTI liquidity with debtors (W. Holt), UCC (R. Pachulski, C. Nelson) and Unitholder Committee (J. Sabin) professionals	0.50	\$300.00
7/3/18	Dundon	Review of liquidity and related provisions of debtor's latest draft Plan of Reorganization	0.40	\$240.00
7/3/18	Dundon	Plan provisions for Class A and Class B LTI liquidity discussion with UCC (R. Pachulski, C. Nelson) and Unitholder Committee (J. Sabin) professionals	0.80	\$480.00

Total: 12 hours, \$7,200

## **B125 Business Analysis**

Date	Time Keeper	Time Description	Hours	Value
10/30/18	Dundon	Correspondence with PSZJ (R. Pachulski), FTI (C. Nelson), and Drinker Biddle (S. Kortanek) regarding Axar's rejection of compensation arrangement	0.20	\$120.00
10/29/18	Dundon	Call with Axar (A. Axelrod) regrading compensation for termination	0.10	\$60.00
10/29/18	Dundon	Correspondence with Axar (A. Axelrod) regrading compensation for termination	0.10	\$60.00
10/26/18	Dundon	Call with PSZJ (R. Pachulski), FTI (C. Nelson), and Drinker Biddle (S. Kortanek) regarding approach to Axar's purported termination	0.50	\$300.00
10/25/18	Dundon	Correspondence with PSZJ (R. Pachulski), FTI (C. Nelson), and Drinker Biddle (S. Kortanek) regarding approach to Axar's purported termination	0.30	\$180.00
10/16/18	Dundon	Correspondence among Klee Tuchin (M. Tuchin), Drinker Biddle (S. Kortanek, J. Millar), and FTI (S. Khazary, C. Nelson) regarding purported termination notice	0.70	\$420.00
10/16/18	Dundon	Review of Axar purported termination letter	0.40	\$240.00
10/16/18	Dundon	Correspondence with FTI (C. Nelson, S. Khazary) and Axar (A. Axelrod) regarding Axar potential abandonment of liquidity facility	0.60	\$360.00
10/16/18	Dundon	Call with MHR (J. Sigmon) communicating their view that Axar did not believe CRB was viable nor Guaranty Solutions	0.30	\$180.00
10/15/18	Dundon	Call with FTI (S. Khazary) regarding liquidity facility status	0.40	\$240.00
10/15/18	Feldman	Correspondence with M. Dundon and FTI (C. Nelson, S. Khazary) regarding Friday's CRB call	0.20	\$100.00
10/15/18	Dundon	Correspondence with Cross River Bank (A. Golder) and MHR (J. Sigmon) regarding Cross River's and Axar's capacity	0.40	\$240.00
10/15/18	Dundon	Correspondence with FTI (S. Khazary, C. Nelson) regarding updated view on liquidity facility transaction from Josh Sigmon	0.30	\$180.00
10/12/18	Feldman	Call with Cross River Bank (A. Gollder) and FTI (S. Khazary) confirming CRB's ability to proceed	0.50	\$250.00
10/10/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek) regarding broader status of liquidity facility	0.30	\$180.00
10/10/18	Dundon	Correspondence with FTI (S. Khazary, C. Nelson) regarding broader status of liquidity facility	0.50	\$300.00
10/10/18	Dundon	Correspondence with FTI (S. Khazary) regarding Axar's engagement with Guaranty Solutions/New Oak	0.30	\$180.00

10/10/18	Feldman	Call with Axar (A. Axelrod), New Oak (R. D'Vari), and FTI (S. Khazary) to make first-hand connection of NewOak and Axar interests and requirements	0.50	\$250.00
10/8/18	Dundon	Correspondence with FTI (S. Khazary) regarding Axar's engagement with Guaranty Solutions/New Oak	0.30	\$180.00
10/5/18	Dundon	Call with Guaranty Solutions (D. Pool), New Oak (R. D'Vari), and FTI (S. Khazary) regarding New Oak requirements for participation through Guaranty in liquidity facility	0.70	\$420.00
10/4/18	Dundon	Correspondence among Guaranty Solutions (D. Pool), New Oak (R. D'Vari), and FTI (S. Khazary) regarding New Oak requirements for participation through Guaranty in liquidity facility	0.50	\$300.00
10/3/18	Dundon	Call with J. Feldman and FTI (S. Khazary) regarding CRB proposal and required next steps	0.40	\$240.00
10/3/18	Feldman	Call with M. Dundon and FTI (S. Khazary) regarding CRB proposal and required next steps	0.40	\$200.00
10/3/18	Dundon	Correspondence with MHR (J. Sigmon) regarding CRPB proposal and required next steps	0.20	\$120.00
10/3/18	Dundon	Review of SPE structure details sent by Cross River Bank	1.00	\$600.00
10/2/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek) regarding liquidity facility status	0.20	\$120.00
10/1/18	Dundon	Correspondence with Axar (A. Axelrod) and MHR (J. Sigmon) regarding timeframe for delivery of further CRB documents	0.20	\$120.00
9/26/18	Dundon	Call with Guaranty Solutions (B. Evans) and FTI (S. Khazary) re liquidity facility servicing options	0.30	\$180.00
9/24/18	Dundon	Correspondence regarding SPE structure for liquidity facility with FTI (S. Khazary, C. Nelson)	0.30	\$180.00
9/24/18	Dundon	Update call with J. Feldman and FTI (S. Khazary) on liquidity facility implementation	0.20	\$120.00
9/24/18	Feldman	Update call with M. Dundon and FTI (S. Khazary) on liquidity facility implementation	0.20	\$100.00
9/23/18	Dundon	Continued discussion of CRB SPE proposal memo with FTI (S. Khazary, C. Nelson)	0.20	\$120.00
9/22/18	Dundon	Discussion of CRB SPE proposal with FTI (S. Khazary, C. Nelson)	0.20	\$120.00
9/21/18	Dundon	Preparation of memo setting for the SPE structure and considerations for debtors to endorse it	0.70	\$420.00
9/21/18	Dundon	Review of initial CRB SPE proposal materials	0.40	\$240.00
9/21/18	Dundon	Correspondence with Axar (A. Axelrod), FTI (C. Nelson, S. Khazary) regarding liquidity facility next steps	0.30	\$180.00
9/21/18	Dundon	Call with Cross River Bank (A. Gollder), FTI (S. Khazary) and MHR (J. Sigmon) regarding advance structure on liquidity facility	0.50	\$300.00
9/20/18	Dundon	Discussions with Axar (A. Axelrod) and FTI (S. Khazary) regarding status of liquidity facility and intervention of J. Sigmon in process	0.60	\$360.00
9/18/18	Dundon	Summary review of Drinker Biddle drafts of Noteholder notices and website update	0.20	\$120.00
9/13/18	Dundon	Call with Axar (A. Axelrod) regarding status of liquidity facility	0.20	\$120.00
9/12/18	Dundon	Discussions with Axar (A. Axelrod) and FTI (C. Nelson, S. Khazary) regarding liquidity facility	1.00	\$600.00
9/12/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek) regarding liquidity facility status	0.50	\$300.00
9/11/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek) and FTI (C. Nelson, S. Khazary) regarding Axar posture to perform and timing of liquidity facility	0.50	\$300.00

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9/11/18	Dundon	Correspondence with FTI (S. Khazary, C. Nelson) regarding Guaranty Solutions availability post call with Doug Pool	0.30	\$180.00
9/10/18	Dundon	Call with Guaranty Solutions (D. Pool) regarding potential	0.40	\$240.00
		Guaranty participation in liquidity facility Correspondence with FTI (S. Khazary) regarding Guaranty		
9/9/18	Dundon	Solutions' availability for liquidity facility front end	0.20	\$120.00
9/6/18	Dundon	Preparation call with FTI (S. Khazary) for Axar call	0.40	\$240.00
9/6/18	Dundon	Liquidity facility update call with J. Feldman, Axar (A. Axelrod) and FTI (S. Khazary)	0.40	\$240.00
9/6/18	Feldman	Liquidity facility update call with M. Dundon, Axar (A. Axelrod) and FTI (S. Khazary)	0.40	\$200.00
9/5/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek, J. Millar) regarding liquidity facility status	0.30	\$180.00
9/5/18	Dundon	Correspondence with Axar (A. Axelrod), FTI (C. Nelson, S. Khazary) regarding transition of J. Sigmon and next steps	0.50	\$300.00
9/5/18	Dundon	First Century Bank introductory call on liquidity facility - FTI, Dundon and FCB (Peter Vasell)	1.00	\$600.00
9/5/18	Dundon	FCB call recap on liquidity facility provision with FTI (C. Nelson)	0.30	\$180.00
9/4/18	Dundon	Update with J. Feldman and FTI (S. Khazary) on liquidity facility implementation	0.30	\$180.00
9/4/18	Feldman	Update with M. Dundon and FTI (S. Khazary) on liquidity facility implementation	0.30	\$150.00
9/4/18	Dundon	Correspondence with J. Feldman, FTI (S. Khazary, C. Nelson) regarding liquidity facility implementation and First Century Bank call	0.50	\$300.00
8/31/18	Dundon	Correspondence with Axar (J. Sigmon) and FTI (S. Khazary, C. Nelson) regarding status of liquidity facility and front-end solutions	0.50	\$300.00
8/30/18	Dundon	Correspondence with Axar (J. Sigmon) and FTI (S. Khazary, C. Nelson) regarding possible participation of First Century Bank in liquidity facility	0.40	\$240.00
8/29/18	Dundon	Update call with J. Feldman and FTI / Pachulski / Drinker: Woodbridge Liquidity Facility	0.80	\$480.00
8/29/18	Feldman	Update call with M. Dundon and FTI / Dundon / Pachulski / Drinker: Woodbridge Liquidity Facility	0.80	\$400.00
8/28/18	Dundon	Working group FTI (C. Nelson) update call re liquidity facility	0.50	\$300.00
8/28/18	Dundon	Update with Axar (J. Sigmon) on Peerform and Cross River Bank ability and timing to perform	0.30	\$180.00
8/27/18	Dundon	Continued correspondence with Drinker Biddle (S. Kortanek), PSZJ (R. Pachulski) and FTI (C. Nelson, S. Khazary) regarding Cross River Bank delay and Guaranty Solutions substitution	0.50	\$300.00
8/27/18	Dundon	Continued correspondence with Drinker Biddle (S. Kortanek), PSZJ (R. Pachulski) and FTI (C. Nelson, S. Khazary) regarding Cross River Bank delay and Guaranty Solutions substitution	0.50	\$300.00
8/25/18	Dundon	Continued correspondence with Drinker Biddle (S. Kortanek), PSZJ (R. Pachulski) and FTI (C. Nelson, S. Khazary) regarding Cross River Bank delay and Guaranty Solutions substitution	0.50	\$300.00
8/25/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek), PSZJ (R. Pachulski) and FTI (C. Nelson, S. Khazary) regarding Cross River Bank delay and Guaranty Solutions substitution	0.30	\$180.00
8/24/18	Dundon	Correspondence with Drinker Biddle (S. Kortanek) and FTI (C. Nelson, S. Khazary) regarding Cross River Bank delay and Guaranty Solutions substitution	0.40	\$240.00

8/23/18	Dundon	Working group J. Feldman and FTI (S. Khazary) update call re liquidity facility	0.80	\$480.00
8/23/18	Dundon	Update on liquidity facility status with Drinker Biddle (S. Kortanek)	0.30	\$180.00
8/23/18	Feldman	Working group M. Dundon and FTI (S. Khazary) update call re liquidity facility	0.80	\$400.00
8/23/18	Dundon	Discussion with S. Kortanek regarding potential Cross River Bank facility issues	0.40	\$240.00
8/22/18	Dundon	Correspondence with FTI (C. Nelson, S. Khazary) regarding Axar delays in liquidity facility execution	0.90	\$540.00
8/21/18	Dundon	Discussion with Guaranty Solutions (B. Evans) regarding potential substitution for Cross River Bank	0.40	\$240.00
8/21/18	Dundon	Working group FTI (S. Khazary) update call re liquidity facility	0.50	\$300.00
8/21/18	Dundon	Liquidity facility order status and planning discussion with J. Feldman, Axar (J. Sigmon) and FTI (C. Nelson, S. Khazary)	1.00	\$600.00
8/21/18	Feldman	Liquidity facility order status and planning discussion with M. Dundon, Axar (J. Sigmon) and FTI (C. Nelson, S. Khazary)	1.00	\$500.00
8/20/18	Dundon	Continued correspondence regarding status of Cross River Bank / Peerform and time to launch with FTI (S. Khazary, C. Nelson) and Axar (J. Sigmon)	0.30	\$180.00
8/18/18	Dundon	Correspondence regarding status of Cross River Bank / Peerform and time to launch with FTI (S. Khazary, C. Nelson) and Axar (J. Sigmon)	0.40	\$240.00
8/17/18	Dundon	Summary review of Plan / DS support letter and backing analysis to be put before the AHNG	0.50	\$300.00
8/16/18	Dundon	Correspondence with DSI (E. Held), FTI (S. Khazary) regarding data required for liquidity facility	0.30	\$180.00
8/15/18	Dundon	Correspondence with Will Ha regarding liquidity facility meeting earlier in which I did not participate	0.30	\$180.00
8/15/18	Dundon	Correspondence with FTI (C. Nelson, S. Khazary) and PSJZ (M. Litvak) and DA colleague Will Ha regarding Axar understsandings of US Trustee requirements	0.50	\$300.00
8/15/18	Dundon	Discussion with J. Sigmon regarding US Trustee information requirements	0.40	\$240.00
8/14/18	На	Review of Liquidity Facility documentation and proposals to prepare for meeting	1.00	\$450.00
8/14/18	На	DSI, Garden City Group, Acer and FTI call regarding required data for liquidity facility	1.00	\$450.00
8/11/18	Dundon	Summary review of Debtor's latest revisions to Disclosure Statement and Solicitation Order	0.40	\$240.00
8/10/18	Dundon	Continued discussion with Drinker Biddle (S. Kortanek), FTI (C. Nelson and S. Khazary), PSJZ *M. Litvak) and Axar (J. Sigmon) regarding Axar proposed disclosure statement objections	0.50	\$300.00
8/9/18	Dundon	Discussion with Drinker Biddle (S. Kortanek), FTI (C. Nelson and S. Khazary) and Axar (J. Sigmon) regarding Axar proposed disclosure statement objections	1.20	\$720.00
8/7/18	Dundon	Correspondence with Garden City Group (E. Westberg), Axar (J. Sigmon), and FTI (C. Nelson) regarding Axar data requirements for claimants	0.30	\$180.00
8/7/18	Dundon	Assessment with FTI (C. Nelson) regarding Axar ability to perform documentation	1.20	\$720.00
8/7/18	Dundon	Review of Axar ability to perform documentation	0.50	\$300.00

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8/7/18	Dundon	Correspondence with Debtors (F. Chin), DSI (E. Held), Garden City Group (E. Westberg), Axar (J. Sigmon), and FTI (C. Nelson) regarding Axar data requirements for claimants	0.20	\$120.00
8/7/18	Dundon	Discussions with Brown Rudnick (K. Fisher), PSJZ (M. Litvak) and FTI (C. Nelson) regarding preparation and materials for liquidity facility approval hearing	1.20	\$720.00
8/6/18	Dundon	Discussion of liquidity facility approval hearing revisions and appearances with Drinker Biddle (S. Kortanek), Klee Tuchin (M. Tuchin), Brown Rudnick (J. Jonas), FTI (C. Nelson) and PSZJ (M. Litvak)	0.80	\$480.00
8/4/18	Dundon	Discussion of Brown Rudnick revision of TILA disclosure and cover letter drafts with Brown Rudnick (A. Strehle), PSZJ (C. Robinson, M. Litvak) and FTI (C. Nelson)	0.40	\$240.00
8/4/18	Dundon	Review of Brown Rudnick revision of TILA disclosure and cover letter drafts	0.50	\$300.00
8/3/18	Dundon	Correspondence with Brown Rudnick (K. Fisher), FTI (C. Nelson), and Axar (J. Sigmon) re Brown Rudnick latest turn of liquidity facility documents	0.50	\$300.00
8/3/18	Dundon	Review of latest Brown Rudnick turns of liquidity facility documents	0.70	\$420.00
8/3/18	Dundon	Recap call with FTI (C. Nelson, S. Khazary) from Axar update call	0.30	\$180.00
8/3/18	Dundon	Liquidity facility order status and planning discussion with Grand Teton (Y. Weigenfeld), Axar (J. Sigmon) and FTI (C. Nelson, S. Khazary)	0.40	\$240.00
8/3/18	Dundon	Planning call with FTI (C. Nelson, S. Khazary) for Axar update call	0.20	\$120.00
8/2/2018	Dundon	Correspondence with FTI (C. Nelson) and Axar (J. Sigmon) regarding reduction in liquidity facility advance rate in light of higher Class 4 claims	0.40	\$240.00
8/2/2018	Dundon	Correspondence with FTI (C. Nelson), PSZJ (M. Litvak) and Drinker Biddle (J. Millar) regarding status and revisions of liquidity facility documents	0.90	\$540.00
8/2/18	Dundon	Revision (w. Drinker Biddle [S. Kortanek]) of "Reply in Support of Noteholder Liquidity Facility"	0.70	\$420.00
8/1/18	Dundon	Liquidity facility order status and planning discussion with Grand Teton (Y. Weigenfeld), Axar (J. Sigmon) and FTI (S. Khazary)	0.30	\$180.00
7/31/18	Dundon	Class 4 claims discussion with Axar (J. Sigmon) and FTI (C. Nelson)	0.90	\$540.00
7/30/18	Dundon	Discussion with FTI (C. Nelson) regarding Brown Rudnick turn of liquidity facility loan documents and solicitation package	0.30	\$180.00
7/30/18	Dundon	Review of Brown Rudnick turn of liquidity facility loan documents and solicitation package	0.70	\$420.00
7/29/18	Dundon	Correspondence with Klee Tuchin (D. Fidler), FTI (C. Nelson), PSZJ (M. Litvak), concerning Class 4 claims dilution issues	0.40	\$240.00
7/27/18	Dundon	Review of Axar cash flow data request	0.50	\$300.00
7/27/18	Dundon	Call on documentation for liquidity facility with Brown Rudnick (J. Jonas), FTI (S. Khazary)	0.50	\$300.00
7/27/18	Dundon	Liquidity facility order status and planning discussion with Grand Teton including impact of Class 4 claims (Y. Weigenfeld), Axar (J. Sigmon) and FTI (C. Nelson)	0.50	\$300.00
7/26/18	Dundon	Liquidity facility order status and planning discussion with FTI (C. Nelson)	0.40	\$240.00

7/26/18	Dundon	Correspondence (continued from prior day) with Klee Tuchin (D. Fidler), FTI (C. Nelson), PSZJ (M. Litvak), and Drinker Biddle (S. Kortanek) concerning Peerform solicitation package	0.50	\$300.00
7/25/18	Dundon	Correspondence with Klee Tuchin (D. Fidler), FTI (C. Nelson), PSZJ (M. Litvak), and Drinker Biddle (S. Kortanek) concerning Peerform solicitation package	0.80	\$480.00
7/25/18	Dundon	Discussion of J. Sabin markup of "Investor Net Claims Summary" with Conway MacKenzie (M. Sedigh), Venable (J. Sabin), and Drinker Biddle (S. Kortanek)	0.30	\$180.00
7/25/18	Dundon	Review of cumulative (Klee Tuchin + Pachulski) edits and comments to Peerform proposed solicitation package	0.50	\$300.00
7/25/18	Dundon	Edits to Peerform proposed form of cover letter for liquidity facility solicitation package	0.70	\$420.00
7/24/18	Dundon	Correspondence with Klee Tuchin (M. Tuchin), FTI (C. Nelson) and Drinker Biddle (S. Kortanek) concerning SEC review of solicitation letter of liquidity facility	0.40	\$240.00
7/24/18	Dundon	Review of initial Peerform solicitation for liquidity facility	0.50	\$300.00
7/20/18	Dundon	Correspondence with PSZJ (M. Litvak) and FTI (C. Nelson) regarding timing and delivery of full documents on liquidity facility from Axar	0.40	\$240.00
7/18/18	Dundon	Correspondence with Drinker Biddle (P. Jackson and S. Kortanek about potential Sarachek creditor group opposition to liquidity facility	0.70	\$420.00
7/17/18	Dundon	Liquidity facility order status and planning discussion with J. Feldman, Grand Teton (Y. Weigenfeld), Axar (J. Sigmon) and FTI (S. Khazary)	1.00	\$600.00
7/17/18	Feldman	Liquidity facility order status and planning discussion with M. Dundon, Grand Teton (Y. Weigenfeld), Axar (J. Sigmon) and FTI (S. Khazary)	1.00	\$500.00
7/13/18	Dundon	Correspondence with Klee Tuchin (M. Tuchin), FTI (C. Nelson & S. Khazary) regarding SEC requirements / issues for liquidity facility approval	0.50	\$300.00
7/12/18	Dundon	Call with Axar (J. Sigmon) regarding final open issues on order pre-filing	0.30	\$180.00
7/11/18	Dundon	Liquidity facility order status and planning discussion with Axar (J. Sigmon) and FTI (C. Nelson)	0.60	\$360.00
7/11/18	Dundon	Correspondence with Axar (J. Sigmon) regarding finalization of form of order	0.30	\$180.00
7/10/18	Dundon	Correspondence with Axar (J. Sigmon) regarding disagreement with debtors on certainty of claims of borrowing noteholders	0.70	\$420.00
7/10/18	Dundon	Review of UCC counsel comments to mark-up of liquidity facility term sheet	0.40	\$240.00
7/9/18	Dundon	Review of debtors' response to term sheet on liquidity facility	0.50	\$300.00
7/7/18	Dundon	Correspondence with FTI (C. Nelson) regarding Axar ability to perform analysis	0.20	\$120.00
7/6/18	Dundon	Drafting and revision of NDA on Axar ability to perform data	0.50	\$300.00
7/6/18	Dundon	Correspondence regarding the Brown Rudnick markup of the liquidity facility with Pachulski (M. Litvak), Brown Rudnick (J. Jonas), Grand Teton (Y. Weigenfeld) and FTI (C. Nelson and S. Khazary)	1.40	\$840.00
7/6/18	Dundon	Review of the Brown Rudnick markup of the liquidity facility term sheet	1.00	\$600.00

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7/5/18	Dundon	Correspondence with FTI (C. Nelson and S. Khazary) regarding Axar ability to perform liquidity facility	0.40	\$240.00
7/5/18	Dundon	Correspondence with Pachulski (M. Litvak), Drinker Biddle (J. Millar and P. Jackson), and FTI (C. Nelson, S. Khazary) regarding liquidity facility order	0.50	\$300.00
7/4/18	Dundon	Liquidity facility order status and planning discussion with FTI (C. Nelson)	0.50	\$300.00
7/3/18	Dundon	Discussion/terms finalization of liquidity facility term sheet among UCC and AHNC counsel and FAs and finalization of its terms	0.70	\$420.00
7/2/18	Dundon	Correspondence with UCC counsel PSZJ (M. Litvak), and FTI (C. Nelson) regarding Unitholder committee comments to liquidity facility term sheet	0.70	\$420.00
7/1/18	Dundon	Correspondence with FTI (C. Nelson) regarding CRB open issues for distributions	0.20	\$120.00

## **Total Fees \$41,330.00, Total Hours 70.4**

## **B150** Meetings of and Communications with Creditors

Date	Time Keeper	Time Description	Hours	Value
10/22/18	Dundon	Participated in periodic AHNG call	1.20	\$720.00
8/8/18	Dundon	Participation at request of Steve Kortanek on case "all-hands" periodic professionals call	0.50	\$300.00
7/31/18	Dundon	Call on agenda and approach to Noteholder Committee call with Drinker Biddle (S. Kortanek)	0.50	\$300.00
7/31/18	Dundon	Periodic call with Ad Hoc Noteholder Committee membership including Drinker Biddle (S. Kortanek, P. Jackson)	1.00	\$600.00

## **Total Fees \$1,920.00, Total Hours 3.2**

## **B161 Fee Applications**

Date	Time Keeper	Time Description	Hours	Value
8/29/18	Dundon	Correspondence regarding fee application review with Fee Examiner (E. Frejka)	0.20	\$120.00
8/2/18	Dundon	Preparation of requested materials for Fee Examiner (E. Frejka)	0.30	\$180.00
7/23/18	Dundon	First interim and June monthly fee application preparation	1.20	\$720.00
7/9/18	Dundon	Communication with Drinker Biddle on preparation and submission of certificate of no objection for application	0.30	\$180.00
7/9/18	Dundon	Review of fee examiner comments on February fees	0.50	\$300.00

### Total Fees \$1,500.00, Total Hours 2.5

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## **B210 Business Operations**

Date	Time Keeper	Time Description	Hours	Value
10/1/18	Dundon	Correspondence internal to Committee and professionals regarding Fred Chin contract	0.50	\$300.00

## Total fees \$300.00, Total Hours 0.5

## **B310** Claims Administration / Objections / Bar Date

Date	Time Keeper	Time Description	Hours	Value
7/26/18	Dundon	Review of draft Claims Overview presentation for AHNG	0.40	\$240.00

## Total fees \$240.00, Total Hours 0.4