

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

---

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:	
	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: January 8, 2019@ 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only as Required</b>
	:	

---

**SUMMARY OF NINTH MONTHLY FEE APPLICATION OF VENABLE LLP AS  
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE PERIOD FROM  
OCTOBER 1, 2018 THROUGH OCTOBER 31, 2018**

Name of Applicant:	Venable LLP
Authorized to Provide Professional Services to:	Official Ad Hoc Committee of Unitholders
Date of Retention:	February 15, 2018 ( <i>Nunc Pro Tunc</i> to January 23, 2018)
Period for which compensation and reimbursement is sought:	October 1, 2018 through October 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$79,130.50 <sup>2</sup>
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,133.70

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

---

<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 this 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.

<sup>2</sup> The amount of fees sought in this application reflects a voluntary reduction of \$18,993.50 or 19.3%.

**PRIOR APPLICATIONS FILED**

<b>Date Filed/ Docket No.</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees to Date</b>	<b>Approved Expenses to Date</b>	<b>Court Order/CNO Filed</b>
3/29/18; Dkt. No. 861	1/23/18 through 2/28/18	\$733,127.75	\$27,134.27			7/9/18; Dkt. No. 2123
4/27/18; Dkt. Nos. 1682 & 1683	First Interim Period – 1/23/18 through 2/28/18			\$728,799.00	\$25,901.57	7/9/18; Dkt. No. 2123
4/24/18; Dkt. No. 1624	3/1/18 through 3/31/18	\$513,200.75	\$17,413.30			5/16/18; Dkt. No. 1810
5/24/18 Dkt. No. 1861	4/1/18 through 4/30/18	\$165,154.00	\$1,534.34			6/28/18; Dkt. No. 2058
7/9/18 Dkt. No. 2127	5/1/18 through 5/31/18	\$246,676.00	\$5,957.58			7/31/18; Dkt. No. 2255
7/19/18; Dkt. Nos. 2202 & 2203	Second Interim Period – 3/1/18 through 5/31/18			\$925,030.75	\$24,905.22	10/22/18; Dkt. No. 2846
7/19/18 Dkt. No. 2204	6/1/18 through 6/30/18	\$136,534.00	\$37.00	\$109,227.20	\$37.00	8/13/18; Dkt. No. 2331
8/20/18 Dkt. No. 2375	7/1/18 to 7/31/18	\$143,142.25	\$1,364.16	\$114,513.80	\$1,364.16	8/24/18 Dkt. No. 2672
10/1/18 Dkt. No. 2700	8/1/18 to 8/31/18	\$51,565.25	\$440.45	\$41,252.20	\$440.45	10/24/18 Dkt. No. 2872
10/24/18 Dkt. No. 2876	9/1/18 to 9/30/18	\$61,913.50	\$2,113.35	\$49,530.80	\$2,113.35	11/19/18 Dkt. No. 3031

**COMPENSATION BY INDIVIDUAL**

<b>Timekeeper</b>	<b>Position</b>	<b>Practice Group</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	42.90	\$52,912.50
Jeffrey S. Sabin	Partner		\$622.50	3.40	\$2,116.50
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	0.30	\$250.50
Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	16.20	\$12,393.00
Carol Weiner Levy	Counsel	Bankruptcy and Creditors' Rights. Joined the firm as counsel in 2014. Member of the New York bar since 1987.	\$695.00	4.90	\$3,405.50
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014. Member of the Delaware bar since 2006.	\$650.00	11.80	\$7,670.00
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	1.70	\$382.50
<b>GRAND TOTAL</b>				<b>80.80</b>	<b>\$79,130.50</b>
<b>BLENDED RATE:</b>			<b>\$979.34</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
(WB04) Other Services for Ad Hoc Group	2.70	\$1,876.50
(WB05) Communications with Debtors/advisors/trustee	.70	\$535.50
(WB06) Plan formulation consultation and analysis	58.00	\$64,533.50
(WB09) Non-working travel time	3.40	\$2,116.50
(WB11) Retention and fee applications	15.70	\$9,839.00
(WB12) Hearing attendance	0.30	\$229.50
<b>TOTAL:</b>	<b>80.80</b>	<b>\$79,130.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses (\$)</b>
Transcription Service	\$889.76
Luncheon/Dinner conference	\$126.70
Travel Expenses	\$1,117.24
<b>TOTAL EXPENSES:</b>	<b>\$2,133.70</b>

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

---

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:	
	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: January 8, 2019 @ 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only as Required</b>
	:	

---

**NINTH MONTHLY FEE APPLICATION OF VENABLE LLP AS COUNSEL  
TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE PERIOD FROM  
OCTOBER 1, 2018 THROUGH OCTOBER 31, 2018**

Pursuant to sections 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), and 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”), the law firm of Venable LLP (“Venable”) seeks reasonable compensation for professional legal services rendered as counsel to 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, in the

---

<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 this 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.

amount of \$79,130.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$2,133.70, for the period commencing October 1, 2018 through and including October 31, 2018 (the “Fee Period”). Pursuant to the order of this Court dated January 9, 2018 [Dkt. No. 261] (the “Compensation Order”), Venable seeks 80% reimbursement of its total reasonable and necessary fees incurred, in the amount of \$63,304.40, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$2,133.70, for the Fee Period. In support of its Application, Venable 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 predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

### **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 title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

4. On December 14, 2017, the United States Trustee (the “U.S. 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. 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. Raymond C. Blackburn, and (ii) Dr. Chris C. Pinney.

7. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the "Fee Examiner Order") appointing a fee examiner and establishing related procedures for the review of fee applications of retained professionals in these Cases.

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

9. On February 16, 2018, the Unitholders' Committee filed its application to retain Venable as counsel [Dkt. No. 615] (the "Retention Application").



10. 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.

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

12. On March 23, 2018, seven additional (the "Fourth Round Debtors") filed voluntary chapter 11 petitions.

13. On March 27, 2018, four additional (the "Fifth Round Debtors") filed voluntary chapter 11 petitions.<sup>2</sup>

#### **SUMMARY OF SERVICES RENDERED**

14. Venable submits this Application in accordance with the Settlement Order, Compensation Order, Fee Examiner Order, Retention Order, sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, Local Rules and U.S. Trustee Guidelines. All services for which Venable requests compensation were performed for, or on behalf of, the Unitholders' Committee. This is the ninth monthly fee application filed by Venable in these Cases.

15. For the Fee Period, Venable seeks compensation in the amount of \$79,130.50 in connection with the professional services rendered by it to the Unitholders' Committee in these Cases. A detailed statement of hours spent rendering legal services to the Unitholders' Committee supporting Venable's compensation request is attached hereto as Exhibit A.

16. The services rendered by Venable during the Fee Period, grouped in categories set forth in Exhibit A, relate to the scope of the Unitholders' Committee's responsibilities set forth in

---

<sup>2</sup> The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors, and Fifth Round Debtors, collectively.

paragraph 11 of the Term Sheet or were otherwise necessary to permit the effective performance of those responsibilities or to comply with various Court orders and applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules. The attorneys and paralegals 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.

### **DISBURSEMENTS**

17. Venable has incurred out-of-pocket disbursements during the Fee Period in the amount of \$2,133.70. This disbursement sum is broken down into categories of charges, including, among other things, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Venable to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other. A complete review by category of the expenses incurred during the Fee Period may be found in Exhibit B attached hereto. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2, Venable respectfully requests that the Court waive strict compliance with such rule.

18. Pursuant to Rule 2016-2 of the Local Rules, Venable 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.

**VALUATION OF SERVICES**

19. Attorneys and paraprofessionals of Venable have expended a total of 80.80 hours in connection with this matter during the Fee Period.

20. The amount of time spent by each of these persons providing services to the Unitholders' Committee for the Fee Period is fully set forth in detail in Exhibit A attached hereto. These are Venable's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Venable for the Fee Period as counsel to the Unitholders' Committee is \$79,130.50.

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

22. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

23. Venable has received no payment and no promises for payment from any source for services rendered in connection with these cases, other than in accordance with the Bankruptcy Rules. There is no agreement or understanding between Venable and any other person (other than members of Venable) for the sharing of compensation to be received for the services rendered in these Cases.

24. On March 27, 2018, the Debtors filed a plan term sheet [Dkt. No. 828] (the "Plan Term Sheet"), which resulted from vigorous negotiations between the Debtors, the Committee, the Unitholders' Committee and the Noteholder Committee (as defined in the Plan Term Sheet). As part of that Plan Term Sheet, the Unitholders' Committee's professional fee budget was increased

to \$2.1 million. Venable has not received (or requested) fees in excess of the Unitholders' Committee's current professional fee budget set forth in paragraph 11 of the Term Sheet, as modified by the Plan Term Sheet.

25. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Compensation Order.

26. This Application covers the period October 1, 2018 through and including October 31, 2018. Venable has and will continue to perform additional necessary services subsequent to October 31, 2018, for which Venable will file subsequent fee applications.

WHEREFORE, Venable requests that approval be made to it for the current Fee Period in the sum of \$79,130.50 the total compensation for necessary professional services rendered, 80% of which is to be currently paid upon the filing of a certificate of no objection, and the sum of \$2,133.70 for reimbursement of actual necessary costs and expense incurred by it in these Cases during the Fee Period.

Dated: December 18, 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  
(302) 298-3535 (Telephone)  
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.  
Rockefeller Center  
1270 Avenue of the Americas  
The Twenty-Fifth Floor  
New York, NY 10020  
(212) 307-5500 (Telephone)  
(212) 307-5598 (Facsimile)

- and -

Andrew J. Currie, Esquire  
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*

-

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

---

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> <sup>1</sup>	:	
	:	Jointly Administered
	:	
Debtors.	:	<b>Obj. Deadline: January 8, 2019 @ 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: Only as Required</b>
	:	

---

**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 Venable LLP, counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), has filed its **Ninth Monthly Fee Application of Venable LLP as Counsel for the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from October 1, 2018 through October 31, 2018** (the “Application”). The Application seeks allowance of monthly fees in the amount of \$79,130.50 and monthly expenses in the amount of \$2,133.70.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **January 8, 2019 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> 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, 39<sup>th</sup> Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq. and David A. Fidler, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N.

---

<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 this 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.

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 19801, 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 57<sup>th</sup> St, 6<sup>th</sup> 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 EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, 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.**

Dated: December 18, 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  
(302) 298-3535 (Telephone)  
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.  
(Admitted Pro Hac Vice)

Carol Weiner Levy, Esq.  
*(Admitted Pro Hac Vice)*  
Rockefeller Center  
1270 Avenue of the Americas  
The Twenty-Fifth Floor  
New York, NY 10020  
(212) 307-5500 (Telephone)  
(212) 307-5598 (Facsimile)

-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*



# EXHIBIT A



<b>US Electronic Payments</b>	<b>Bank Address</b>	<b>International Wires</b>	<b>Payment By Check</b>	<b>Federal ID: 52-0517250</b>
PNC Bank Venable LLP Account No.: 5501006999 ACH ABA No.: 054000030 Wire ABA No.: 031000053	PNC Bank One East Pratt St. Baltimore, MD 21202	Please add: Swift Identifier PNCCUS33	Venable LLP Post Office Box 62727 Baltimore, MD 21264-2727	For Billing Inquiries Contact: Finance@Venable.com 410.528.2805

December 18, 2018

Invoice No. 2035549  
Attorney: Sabin, Jeffrey S.  
Client.Matter: 138278.425957

Woodbridge Group of Companies  
14225 Ventura Blvd. #100  
Sherman Oaks, CA 91423

### INVOICE SUMMARY

Services rendered for the period through 10/31/18 in connection with Woodbridge Unitholders' Committee

Fees	\$79,130.50
Disbursements	<u>\$2,133.70</u>
<b>Total Fees and Disbursements</b>	<b>\$81,264.20</b>



December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**PROFESSIONAL SERVICES****Other Services for Ad Hoc Group**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/22/18	Levy, Carol Weiner	Prepare Joinder to UCC motion to disqualify Sarachek	1.10
10/29/18	Levy, Carol Weiner	Update website regarding confirmation order	1.60
<b>Professional Services Total</b>			<b>\$1,876.50</b>

**Communications with Debtors/advisors/other committees**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/10/18	Edmonson, Jamie L.	Participate on weekly call with Debtors' counsel (D. Fidler), Creditors' Committee counsel (R. Pachulski), Noteholders' Committee counsel (S. Kortanek), F. Chin to discuss status of plan voting, objections to confirmation, status	0.70
<b>Professional Services Total</b>			<b>\$535.50</b>

**Plan formulation consultation and analysis**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/01/18	Sabin, Jeffrey S.	Review of draft revised analysis of Noteholders' counter offer to Mr. Chin re: employment agreement (.6); conference call with professionals for Noteholders re: Chin counter proposal (.7)	1.30
10/02/18	Sabin, Jeffrey S.	Telephone conference with Mike Tuchin re: SEC settlement and other plan issues (.3); review of documents re: plan updates to prepare memo for Committee and preparation of memo (1.2); conference call with Committee re: all open plan issues and updates (.7); numerous calls with Unitholders re: voting and plan issues (.8); telephone conference with counsel for Noteholders re: revised counter offer to Fred chin (.4); review of correspondence from counsel to SEC re: approval of settlement and call with clients (.3)	3.70
10/03/18	Sabin, Jeffrey S.	Conference calls with Noteholders counsel and clients regarding revised terms for CEO bonus compensation (1.2); review of 9019 plan settlement motion and telephone conference with debtors' counsel regarding same (.7); review of 9019 SEC settlement motion and telephone conference with debtors' counsel regarding same (.5); numerous calls and emails with Unitholders regarding ballots and plan (1.6); participation in weekly all-hands call regarding all open matters/updates (.7)	4.70



December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/03/18	Edmonson, Jamie L.	Review Debtors' Motion to approve certain compromises and settlements, partial substantive consolidation with respect to the plan (.8); review Debtors' Motion to approve consent and final judgment with SEC (.6); review B. Sharp declaration in support of same (.2)	1.60
10/05/18	Sabin, Jeffrey S.	Telephone conference and correspondence with Noteholders' counsel regarding Chin Agreement (.2); numerous calls and emails with Unitholders regarding ballots and plan (1.2)	1.20
10/05/18	Edmonson, Jamie L.	Review IRS objection to plan confirmation (.2); review I-Grace Company's objection to plan confirmation and cure amount with respect to assumption of executory contracts (.2)	0.40
10/08/18	Sabin, Jeffrey S.	Review of plan objections (.8); review/revisions to counteroffer to Fred Chin regarding employment Agreement bonus and telephone conference with Steve Kortanek (.6); began review of decision on MTS Owlwood complaint and telephone call with debtors' counsel (1.2)	2.60
10/08/18	Edmonson, Jamie L.	Review Comerica Bank's limited objection to plan confirmation (.2); review J-3's objection to amount contained in plan supplement (.1); review D&D Construction Specialties' joinder in I-Grace objection to plan confirmation (.1)	0.40
10/08/18	Currie, Andrew	Review updated voting tabulation (.2); correspond with Mr. Sabin regarding plan confirmation and update (.1)	0.30
10/09/18	Sabin, Jeffrey S.	Review of voting tabulations and telephone calls with debtors' counsel regarding open plan issue (.6); memo to clients regarding update on all plan issues and telephone calls with Committee members regarding same (1.8)	2.40
10/09/18	O'Brien, Daniel A.	Office conference with J. Edmonson regarding plan, status, votes, effect of dismissal of La Rocelle adversary proceeding (0.2); review opinion dismissing La Rocelle adversary proceeding (0.4); review docket, plan objections (0.3)	0.90
10/10/18	Sabin, Jeffrey S.	Review of decision regarding Owlwood Adversary and appeal thereof (1.1); telephone calls with clients regarding issues for weekly plan call (.6); multiple calls with Unitholders (1.3)	2.40
10/12/18	Sabin, Jeffrey S.	Telephone conference with Steve Kortanek re: open CEO employment matters (.2); review of confirmation objections (.7)	0.90
10/15/18	Edmonson, Jamie L.	Review email from W. Holt regarding modified form of Confirmation Order to address (i) the IRS and Comerica objections, (ii) the Gibson Dunn settlement, and (iii) informal comments from the SEC	0.30
10/17/18	Sabin, Jeffrey S.	Telephone conferences with clients re: open issues re: plan (.7); telephone conferences with Steve Kortanek re: CEO employment agreement matter (.4); participation in weekly all-hands call (1.0)	2.10
10/18/18	Sabin, Jeffrey S.	Conference calls with clients re: CEO issues (.4); conference call with Committees and Debtors re: CEO employment agreement (.5); telephone conference with Steve Kortanek re: next steps (.3)	1.20



December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/19/18	Sabin, Jeffrey S.	Review/analysis of Debtors' Reply brief on confirmation and outline of open factual and legal issues for discussion with Committee (1.7); review/revisions to Confirmation Order and telephone conference with debtors' counsel re: same (.8); review of declarations in support of confirmation (.7); conference calls with counsel to Noteholders re: CEO Bonus (.8)	4.00
10/19/18	Edmonson, Jamie L.	Review revised proposed confirmation order (1.3); review memorandum of law in support of confirmation (1.1); review Sharp declaration in support of confirmation (.3); review Debtors' motion to seal Exhibit 1 to F. Chin declaration and motion to shorten notice with respect to same (.3); review F. Chin declaration in support of confirmation (.2); review Declaration of S. Kapila (.1); review declaration of E. Young certifying the methodology for tabulation of votes on and results of voting on the plan (.3)	3.60
10/22/18	Sabin, Jeffrey S.	Review of/revisions to Committee reply to Sarachek re: DQ motion and telephone conferences with Committee counsel re: same (1.4); review/analysis of pleadings relevant to reply to Sarachek and UHS joinder (1.2); review of competing CEO draft employment agreements and compensation term sheets in preparation for negotiations and conference calls re: same (1.2); conference calls with other Committees, CEO and Debtors re: Bonus/CEO issues (1.1)	4.90
10/22/18	Levy, Carol Weiner	Respond to confirmation-related inquiries per J.Sabin	2.20
10/23/18	Sabin, Jeffrey S.	Outline of potential open issues for confirmation hearing and plan effective date and review of documents/pleadings re: same (1.2); correspondence with debtors' counsel re: same (.3); dinner conference with Committee members re: same (1.4)	2.90
10/24/18	Sabin, Jeffrey S.	Preparation for and participation in Court hearings re: confirmation, with clients and other counsels (4.1); conference with clients and Jamie Edmonson re: open issues post confirmation and pre-effective date (.6)	4.70
10/24/18	Edmonson, Jamie L.	Prepare for (1.2) and attend plan confirmation hearing (3.0)	4.20
10/25/18	Sabin, Jeffrey S.	Correspondence with debtors' counsel re: open questions re: pending sales and timing/issues re: plan effective date	0.60
10/26/18	Sabin, Jeffrey S.	Review of decision confirming plan (.6); review of confirmation order (.5); correspondence with clients re: same and open issues re: plan effective date (.4)	1.50
10/26/18	Edmonson, Jamie L.	Review Court's Opinion on Confirmation (.8); review final, entered findings of fact and conclusions of law confirming the plan (.8)	1.60
10/31/18	Sabin, Jeffrey S.	Participation in conference call with clients, other Committees and debtors re: plan effective date issues (.8); telephone conferences with clients and debtors' counsel re: same (.6)	1.40
<b>Professional Services Total</b>			<b>\$64,533.50</b>



December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**Non-working travel time**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/23/18	Sabin, Jeffrey S.	Travel to Wilmington, Delaware	1.70
10/24/18	Sabin, Jeffrey S.	Travel to NYC from Delaware	1.70
<b>Professional Services Total</b>			<b>\$2,116.50</b>

**Retention and fee applications**

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/01/18	Edmonson, Jamie L.	Finalize 7th monthly fee application for filing	0.40
10/01/18	O'Brien, Daniel A.	Emails with team regarding 7th monthly fee application, comments to same	0.50
10/02/18	Shaw, C. Liana	Draft certificate of no objection to seventh monthly fee application (.2); draft third interim fee application for period June through August (1.0); forward same to J. Edmonson and D. O'Brien for review (.1)	1.30
10/03/18	Edmonson, Jamie L.	Emails with fee examiner and UST regarding fee applications and Excel spreadsheets for same	0.20
10/16/18	Shaw, C. Liana	Review e-mail from D. O'Brien regarding Certification of Counsel to Second Interim Fee Application (.1); file same (.2); serve copy to Judge Carey (.1)	0.40
10/16/18	O'Brien, Daniel A.	Finalize certification of counsel and proposed order for second interim fee application (03); emails with J. Edmonson regarding same (0.1); emails with fee examiner regarding same (0.1); coordinate filing of same (0.2)	0.70
10/16/18	Edmonson, Jamie L.	Review September prebill for compliance with bankruptcy and local rules and privilege (.6); review COC and proposed order for second interim fee application (.4); emails with D. O'Brien regarding same (.2)	1.20
10/18/18	O'Brien, Daniel A.	Begin drafting third interim fee application and 8th monthly fee application (2.4); emails with L. Shaw regarding same (0.3)	2.70
10/22/18	O'Brien, Daniel A.	Continue drafting third interim and 8th monthly fee applications	3.90
10/23/18	O'Brien, Daniel A.	Review docket and draft CNO for 7th monthly fee app (0.3); revise draft 8th monthly and third interim (0.7) and circulate to J. Edmonson with comment (0.2); email from J. Edmonson regarding comments to same (0.1); review comments (0.4)	1.70
10/23/18	Edmonson, Jamie L.	Review and revise eighth monthly fee application (.6); review and revise third interim fee application (.2); review and revise supplement to same (.4); review CNO for seventh monthly fee application (.1)	1.30
10/24/18	O'Brien, Daniel A.	Finalize, file and serve CNO for 7th monthly, Third Interim App and 8th Monthly Fee App	1.40
<b>Professional Services Total</b>			<b>\$9,839.00</b>



December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

Hearing attendance

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/23/18	Edmonson, Jamie L.	Review amended agenda for tomorrow's confirmation hearing	0.30
<b>Professional Services Total</b>			<b>\$229.50</b>

**SUMMARY OF SERVICES**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Currie, Andrew	0.30	835.00	250.50
Edmonson, Jamie L.	16.20	765.00	12,393.00
Levy, Carol Weiner	4.90	695.00	3,405.50
O'Brien, Daniel A.	11.80	650.00	7,670.00
Sabin, Jeffrey S.	3.40	622.50	2,116.50
Sabin, Jeffrey S.	42.50	1245.00	52,912.50
Shaw, C. Liana	1.70	225.00	382.50
	<b>80.80</b>		<b>\$79,130.50</b>
<b>Total Fees Billed</b>			<b>\$79,130.50</b>

**TASK CODE SUMMARY**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB04	Other Services for Ad Hoc Group	2.70	1,876.50
WB05	Communications with Debtors/advisors/other committees	0.70	535.50
WB06	Plan formulation consultation and analysis	58.00	64,533.50
WB09	Non-working travel time	3.40	2,116.50
WB11	Retention and fee applications	15.70	9,839.00
WB12	Hearing attendance	0.30	229.50
<b>Total</b>		<b>80.80</b>	<b>\$79,130.50</b>

# EXHIBIT B





December 18, 2018

Invoice No. 2035549

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

**DISBURSEMENTS**

<u>Date</u>	<u>Activity</u>	<u>Amount</u>
01/31/18	Transcription Expense – TSG Reporting, Inc., 010818-354847, Certified Transcript-including NY Sales & Use Tax	763.76
10/05/18	Local Travel – Vital Transportation Services, Inc., 5391397, Car service charges - VCH# 3400705 DATE 09/25/2018, VCH# 3399461 DATE 09/28/2018 SABIN JEFFREY -	157.04
10/19/18	Travel Expense – J SABIN 10/23/2018-10/24/2018 Wilmington Ticket #10025507 Amtrak	275.00
10/23/18	Meals – Jeffrey S. Sabin Hotel - Meals Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	16.40
10/23/18	Meals – Jeffrey S. Sabin Dinner Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	110.30
10/23/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	10.00
10/23/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	13.00
10/24/18	Travel Expense – Jeffrey S. Sabin Hotel - Lodging Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	585.20
10/24/18	Travel Expense – Jeffrey S. Sabin Taxi Trip to Wilmington, DE on 10/23/18 - 10/24/18 for Court hearings on confirmation	10.00
10/24/18	Travel Expense – J SABIN 10/23/2018-10/24/2018 Wilmington Ticket #1506050012 Amtrak	67.00
10/31/18	Transcription Expense – Reliable, WL081204, Hourly Transcript	126.00
<b>Total Disbursements</b>		<b>\$2,133.70</b>



**CERTIFICATE OF SERVICE**

I, Jamie L. Edmonson, hereby certify that on the 18th day of December, 2018, a true and correct copy of the *Ninth Monthly Fee Application of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period From October 1, 2018 Through October 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.  
Jamie L. Edmonson (No. 4247)

NOTICE PARTIES

Woodbridge Group of Companies  
c/o Development Specialists, Inc.  
Bradley D. Sharp  
333 South Grand Avenue  
Suite 4070  
Log Angeles, CA 90071  
**(Debtor)**

Klee, Tuchin, Bogdanoff & Stern  
LLP  
Michael L Tuchin, Esq.  
David A. Fidler, Esq.  
1999 Avenue of the Stars  
39<sup>th</sup> Floor  
Los Angeles, CA 90067  
**(Debtors Counsel)**

Sean M. Beach, Esq.  
Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
**(Debtors' Counsel)**

Buchalter, A Professional Corporation  
William Brody, Esq.  
1000 Wilshire Boulevard, Suite 1500  
Los Angeles, CA 90017  
**(Counsel for DIP Lender)**

Richards Layton & Finger PA  
John H. Knight, Esq.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801  
**(Counsel for DIP Lender)**

Bradford J. Sandler, Esq.  
Colin R. Robinson, Esq.  
Pachulski Stang Ziehl & Jones LLP  
919 Market Street, 17<sup>th</sup> FL.  
Wilmington, De 19801  
**(Counsel for the Committee)**

U.S. Securities and Exchange Commission  
David Baddley, Esq.  
950 East Paces Ferry Road, N.E.  
Suite 900  
Atlanta, GA 30326  
**(Counsel for SEC)**

United States Trustee for the District of  
Delaware  
Jane M. Leamy, Esq.  
Timothy J. Fox, Esq.  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801  
**(US Trustee)**

James H. Millar, Esq.  
Michael P. Pompeo, Esq.  
Drinker Biddle & Reath LLP  
1177 Avenue of the Americas  
41<sup>st</sup> Floor  
New York, NY 10036  
**(Counsel to Ad Hoc Noteholder Group)**

Drinker Biddle & Reath LLP  
Steven K. Kortanek, Esq.  
Patrick A. Jackson, Esq.  
22 Delaware Avenue  
Suite 1410  
Wilmington, DE 19801  
**(Counsel to Ad Hoc Noteholder Group)**

Elise S. Frejka, Esq.  
Frejka PLLC  
135 East 57<sup>th</sup> Street  
6<sup>th</sup> Floor  
New York, NY 10022  
**(Fee Examiner)**