

**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)
)

Debtors.

) (Jointly Administered)
)

) **Objection Deadline: January 9, 2019 at 4:00 p.m. (ET)**
)

**ELEVENTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

Name of Applicant:

Homer Bonner Jacobs, P.A.

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Effective Date of Retention:

December 4, 2017

Period for which compensation and
reimbursement is sought:

November 1, 2018 – November 30, 2018

Amount of Compensation sought as actual,
reasonable and necessary:

\$14,184.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$542.33

This is an: X interim ___ final application

This monthly application includes a value of \$1,242.00 that was incurred during the period for which compensation and reimbursement is sought in connection with the preparation of Fee Applications.

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

Prior applications:

Date Filed; Docket No.	Period Covered	Requested		Approved to be Paid		
		Fees	Expenses	Fees	Expenses	Order Entered
2/28/18; 671	1/1/18- 1/31/18	\$125,077.50	\$253,572.78 ²			7/9/18 2122
4/2/18; 877	2/1/18- 2/28/18	\$56,408.50 ³	\$14,019.64			7/9/18 2122
				\$181,486.00	\$263,942.42	7/9/18 2122
5/10/18; 1742	3/1/18- 3/31/18	\$50,684.50	\$11,551.32			10/22/18 2847
6/18/18; 1989	4/1/18- 4/30/18	\$34,182.00	\$12,085.70			10/22/18 2847
7/06/18; 2119	5/1/18- 5/31/18	\$44,028.00	\$11,443.78			10/22/18 2847
				\$128,894.50	\$35,080.80	10/22/18 2847
8/16/18; 2351	6/1/18- 6/30/18	\$13,270.50	\$11,819.93	Pending	Pending	
8/31/18; 2469	7/1/18- 7/31/18	\$17,388.50	\$11,263.27	Pending	Pending	
10/2/18; 2712	8/1/18- 8/31/18	\$13,221.00	\$11,259.56	Pending	Pending	
10/24/18; 2887	9/1/18- 9/30/18	\$10,669.50	\$11,274.29	Pending	Pending	
11/26/18; 3057	10/1/18- 10/31/18	\$16,213.50	\$19,853.23	Pending	Pending	

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

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

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Adam L. Schwartz (ALS)	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005.	\$495.00	23.2	\$11,484.00
Antonio M. Hernandez, Jr. (AMH)	Joined firm as an Associate in 2017. Member of Florida bar since 2015.	\$275.00	5.4	\$1,485.00
Cara J. Grand (CJG)	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.	\$225.00	5.4	\$1,215.00
Grand Total:			34	\$14,184.00
Blended Rate:		\$417.18		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$712.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$10,596.50
Bankruptcy Case Administration (B005)	\$1,633.50
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,242.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$14,184.00

COMPENSATION BY PROJECT CATEGORY
FOR PREPETITION AND POST-PETITION SERVICES

SERVICES ENGAGED TO PERFORM PREPETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$0.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$0.00
Bankruptcy Case Administration (B005)	\$0.00
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$0.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$0.00
SERVICES ENGAGED TO PERFORM POST-PETITION	
Project Category	Total Fees
SEC Subpoena Response/Production/Coordination (B001)	\$0.00
SEC Enforcement Action Litigation (B002)	\$712.00
Adversary Proceedings (B003)	\$0.00
State Enforcement Investigations/Actions (B004)	\$10,596.50
Bankruptcy Case Administration (B005)	\$1,633.50
Corporate Governance and Board Matters (B006)	\$0.00
Meetings and Communications with Creditors/Committees (B007)	\$0.00
Fee/Employment Applications (B008)	\$1,242.00
Fee/Employment Objections (B009)	\$0.00
Non-Working Travel (B010)	\$0.00
TOTALS	\$14,184.00

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Postage	\$0.47
Photocopies	\$1.70
Long Distance Telephone	\$0.17
Westlaw/Pacer Research	\$2.80
CS Disco Professional Services Including eDiscovery Hosting and Project Management	\$537.19
TOTAL DISBURSEMENTS	\$542.33

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

)	
In re:)	Chapter 11
)	
Woodbridge Group of Companies, LLC, <i>et</i>)	Case No. 17-12560 (KJC)
<i>al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: January 9, 2019 at 4:00 p.m. (ET)
)	

**ELEVENTH MONTHLY APPLICATION OF HOMER
BONNER JACOBS, P.A. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Employment and Retention of Homer Bonner Jacobs PA As Special Litigation Counsel to the Debtors and Debtors in Possession, Nunc Pro Tunc to Petition Date* [Docket No. 361] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “**Interim Compensation Order**”), the law firm of Homer Bonner Jacobs, P.A. (hereinafter “**HBJ**”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) in the amount of \$14,184.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$542.33, for the period

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

commencing November 1, 2018 through and including November 30, 2018 (the “**Fee Period**”). In support of its Application, HBJ respectfully represents as follows:

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

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

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$14,184.00 due for fees. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of \$542.33 for reimbursement of expenses.

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

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

2017, responding to subsequent SEC administrative subpoenas, and coordinating the Debtors' defense of the related state regulatory investigations and enforcement actions (the "Post-petition Services"). *See id.* For November 2018, the Debtors budgeted for HBJ's Prepetition and Post-petition Services a total of \$75,000. As explained below, the fees incurred for HBJ's services for November 2018 came in under budget for a total of \$14,184.00.

6. The Debtors did not incur any fees from HBJ for Prepetition Services for the Fee Period. The fees incurred for HBJ's Post-petition services for the Fee Period totaled \$14,184.00. A detailed statement of HBJ's fees is attached as Exhibit A.

DISBURSEMENTS

7. HBJ has incurred out-of-pocket disbursements during the Fee Period in the amount of \$542.33. This disbursement sum is broken down into categories of charges, including telephone charges, photocopying charges, postage, legal research, and expenses related to the eDiscovery vendor CS Disco. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), HBJ respectfully requests that the Court waive strict compliance with such rule.

8. Costs incurred for computer assisted research are not included in HBJ's normal hourly billing rates and, therefore, are itemized and included in HBJ's disbursements. Pursuant to Local Rule 2016-2, HBJ represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long-distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

9. The \$75,000 November legal fees budget did not include the expenses

related to CS Disco's eDiscovery services. The CS Disco services utilized by HBJ included managing and hosting the email database.

VALUATION OF SERVICES

10. Attorneys of HBJ have expended a total of 34 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. In November 2018, HBJ provided, among other services, assistance to the Debtors in navigating investigations by state regulatory agencies, attending hearings held by state regulatory agencies, and negotiating consent orders with those agencies. In addition, HBJ provided assistance with the Debtors' ongoing discussions with the SEC regarding cooperation and settlement of any potential disgorgement or civil monetary penalties that the SEC has reserved the right to seek against the Debtors. These are HBJ's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by HBJ for the Fee Period as counsel for the Debtors in these cases under Chapter 11 is \$14,184.00.

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

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

14. This Application covers the Fee Period November 1, 2018 through and

including November 30, 2018. HBJ has and will continue to perform additional necessary services subsequent to November 30, 2018, for which HBJ will file subsequent fee applications.

BUDGET AND STAFFING PLAN

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

WHEREFORE, HBJ requests that allowance be made to it in the sum of \$14,184.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$542.33 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: December 20, 2018

HOMER BONNER JACOBS, P.A.

/s/ Adam Schwartz

Adam L. Schwartz

Email: aschwartz@homerbonner.com

Florida Bar No: 0103163

Kevin P. Jacobs

Email: kjacobs@homerbonner.com

Florida Bar No: 169821

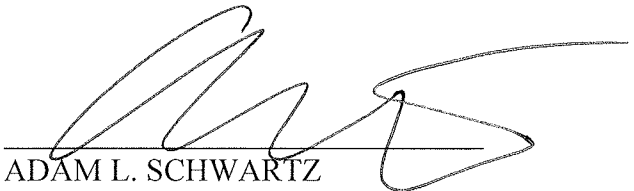
*COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION*

VERIFICATION

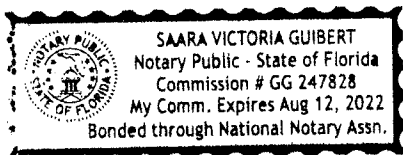
STATE OF FLORIDA)
)
MIAMI-DADE COUNTY) SS:

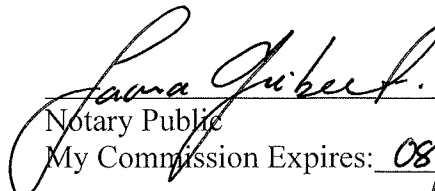
Adam L. Schwartz, Esquire, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Homer Bonner Jacobs, P.A., and have been admitted to the bar of the Supreme Court of Florida since 2013 and the bar of the Supreme Court of New York since 2005.
2. I have personally performed many of the legal services rendered by Homer Bonner Jacobs, P.A., as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


ADAM L. SCHWARTZ

SWORN TO AND SUBSCRIBED before me this 19th day of December, 2018.




Notary Public
My Commission Expires: 08/12/2022

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: January 9, 2019 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

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

The **Eleventh Monthly Application of Homer Bonner Jacobs, P.A. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from November 1, 2018 through November 30, 2018** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$14,184.00 and monthly expenses in the amount of \$542.33.

Objections to the Application, if any, are required to be filed on or before **January 9, 2019 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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

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 such 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.

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

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

[Remainder of page intentionally left blank]

Dated: December 20, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

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

Counsel for the Debtors and Debtors in Possession

EXHIBIT A

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

December 13, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 972484

Account No: 56024-0002

SEC Enforcement Action**For legal services rendered through November 30, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
11/02/18	CJG	0.10	Review correspondence with ediscovery vendor and Nicholas Troszak regarding shipping of backup database.
11/05/18	ALS	0.50	Review request from US Attorney's Office (.2); correspond with Michael Goldberg, DSI, and bankruptcy counsel regarding same (.3).
11/05/18	ALS	0.20	Correspond with DSI to answer questions regarding data provided by ediscovery vendor.
11/05/18	CJG	0.20	Confer with Adam Schwartz and Nicholas Troszak regarding production log.
11/06/18	ALS	0.20	Correspond with the Arizona Corporation Commission regarding upcoming presentation to Commission on the proposed consent order.
11/06/18	ALS	0.20	Correspond with U.S. Attorney's Office.
11/06/18	CJG	0.10	Review email correspondence with Adam Schwartz and Michael Sherwin regarding meetings with Nina Pedersen, Brad Sharp, and Nicholas Troszak.
11/07/18	ALS	3.80	Prepare for hearing before the Arizona Corporation Commission (.6); attend and participate in Arizona Corporation Commission hearing approving consent order (3.2).
11/07/18	ALS	0.20	Correspond with SEC regarding bank records.
11/07/18	ALS	0.20	Correspond with DSI regarding request for records from state regulators.
11/07/18	CJG	0.10	Review email correspondence with SEC and Adam Schwartz regarding request letter from Michael Goldberg.
11/08/18	ALS	0.20	Correspond with U.S. Attorney's Office.
11/08/18	CJG	0.10	Review email correspondence with Adam Schwartz and Michael Sherwin regarding meeting with Nina Pedersen.
11/12/18	CJG	0.10	Review email correspondence with Adam Schwartz and Tony Hernandez regarding preparation of production to Kansas regulator.
11/12/18	CJG	0.10	Review email correspondence with Adam Schwartz and fee examiner regarding schedule of payment.
11/13/18	AMH	0.20	Review subpoena issued by Kansas regulators.
11/13/18	AMH	0.20	Review correspondence from Adam Schwartz regarding Kansas subpoena, search terms, and production.
11/13/18	AMH	0.20	Confer with Cara Grand regarding Kansas subpoena and production.
11/13/18	CJG	0.20	Confer with Tony Hernandez regarding production to Kansas.
11/13/18	CJG	0.10	Email to Arizona Corporations Commission regarding consent order for execution.

SEC Enforcement

Invoice# 972484

Page 2

11/13/18	CJG	0.10	Confer with Young Conaway regarding Arizona consent order submitted to bankruptcy court.
11/13/18	CJG	0.20	Receive instructions from Adam Schwartz regarding submission of consent order to Arizona Corporations Commission.
11/13/18	CJG	0.20	Confer with Adam Schwartz and Young Conaway regarding filing of certificate of no objection for September fee application.
11/14/18	AMH	1.40	Prepare production for Kansas Subpoena.
11/14/18	AMH	0.10	Correspond with CS Disco regarding subpoena search terms.
11/14/18	AMH	0.10	Confer with Cara Grand regarding bates numbers in production.
11/15/18	ALS	0.30	Meeting with Antonio Hernandez to discuss Kansas subpoena request and instructions for document search.
11/15/18	ALS	0.90	Respond to question from Alabama regulators and their request for additional information (.4); review additional documents to provide to Alabama regulators (.5).
11/15/18	ALS	0.40	Correspond with Utah regulator (both via email and telephone conference) regarding their request for records.
11/15/18	AMH	0.70	Prepare Kansas production.
11/15/18	AMH	0.20	Confer with Adam Schwartz regarding Kansas subpoena response and production.
11/15/18	CJG	0.20	Review correspondence with Adam Schwartz and Alabama Securities Commission regarding requested research on additional agents.
11/16/18	ALS	0.30	Review and respond to additional request from Alabama regulator.
11/16/18	ALS	3.10	Review documents for production in response to Kansas regulator's subpoena (3.1); draft cover letter for same (.3); meeting with Antonio Hernandez to discuss search terms for same (.3).
11/16/18	AMH	1.30	Prepare production in response to Kansas subpoena.
11/16/18	AMH	0.20	Confer with Adam Schwartz regarding Kansas subpoena.
11/16/18	CJG	0.30	Review correspondence with Adam Schwartz, Alabama Securities Commission, and Nicholas Troszak regarding requests for additional information on certain agents.
11/19/18	ALS	2.60	Review documents provided by DSI in response to item one of Kansas subpoena (1.7); prepare documents for production (.6); correspond with Kansas regulator regarding same (.3).
11/19/18	ALS	1.10	Review, revise, and finalize production of email communications to Kansas regulators.
11/19/18	ALS	0.20	Review and revise October entries for privilege and other concerns.
11/19/18	ALS	0.90	Review correspondence from Alabama regulator (.2); correspond with DSI regarding same (.2); respond to Alabama regulator's request (.3); provide additional information requested by Alabama regulator(.2).
11/19/18	AMH	0.70	Prepare Kansas production.
11/19/18	AMH	0.10	Confer with Adam Schwartz regarding Kansas production.
11/19/18	CJG	0.20	Review correspondence with Adam Schwartz, Nicholas Troszak, and Kansas Securities Commission regarding productions.
11/19/18	CJG	0.20	Review correspondence with Adam Schwartz and Alabama Securities Commission regarding research on additional agents.
11/19/18	CJG	0.10	Review correspondence from Adam Schwartz regarding October fee application.
11/20/18	ALS	0.30	Correspond with DSI regarding documents responsive to Kansas subpoena.
11/21/18	ALS	0.30	Review status of outstanding request for records from state regulators.

PLEASE INCLUDE INVOICE NO.

972484

WITH YOUR PAYMENT. THANK YOU.

SEC Enforcement

Invoice# 972484

Page 3

11/21/18	ALS	0.80	Review bankruptcy filings to advise state regulators regarding same.
11/21/18	CJG	1.90	Draft tenth fee application and exhibits.
11/26/18	ALS	0.90	Correspond with bankruptcy counsel regarding the submission of third-party invoices in application for fees (.3); review and revise draft fee application (.6).
11/26/18	ALS	2.30	Review bankruptcy filings including motions to stay the implementation of chapter 11 plan in order to update various state regulators.
11/26/18	CJG	0.10	Review correspondence with Adam Schwartz and Ian Bambrick regarding question about final fee application.
11/26/18	CJG	0.10	Submit fee application and exhibits to Young Conaway for filing.
11/26/18	CJG	0.20	Confer with Adam Schwartz regarding revisions to and filing of tenth fee application.
11/28/18	ALS	1.50	Review data provided by DSI in response to Utah regulator's request (.6); draft correspondence to Utah regulators to answer specific questions related to certain investors and describe additional data being produced (.9).
11/28/18	CJG	0.10	Review correspondence with Adam Schwartz and Utah Division of Securities regarding spreadsheet on investments made by Utah investors.
11/28/18	CJG	0.10	Email to Elise Frejka regarding filed tenth fee application and excel versions of corresponding invoices.
11/28/18	CJG	0.20	Prepare excel versions of October invoices for submission to fee examiner.
11/30/18	ALS	1.80	Review documents provided by DSI in response to Idaho regulator's request (1.4); correspond with Idaho regulator producing same (.4).
11/30/18	CJG	0.10	Review correspondence with Adam Schwartz and Idaho Department of Finance regarding requested records.

Total Fees**\$14,184.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	5.40	\$225.00	\$1,215.00
Hernandez, Jr., Antonio M	5.40	\$275.00	\$1,485.00
Schwartz, Adam L	23.20	\$495.00	\$11,484.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/18	Postage	\$0.47
11/30/18	Photocopies	\$1.70
11/30/18	Long Distance Telephone	\$0.17
11/30/18	Westlaw/Pacer Research	\$2.80

Total Disbursements**\$5.14**

SEC Enforcement

Invoice# 972484

Page 4

BILLING SUMMARY

Total Legal Services:	\$14,184.00
Total Disbursements:	\$5.14

TOTAL CURRENT CHARGES FOR THIS MATTER:	\$14,189.14
Plus Previous Balance Due:	\$25,685.63

TOTAL BALANCE DUE:	\$39,874.77

PLEASE INCLUDE INVOICE NO. 972484 WITH YOUR PAYMENT. THANK YOU.

HOMER BONNER JACOBS

Working Analysis by Task Code

Report ID: AN1158 - 59886

Wednesday, December 19, 2018

11/01/2018 - 11/30/2018

Printed By CJ

Page 1

Task Code	Client ID	Actual Amount
B002	SEC Enforcement Action Litigat	
56024	Woodbridge Group	\$712.00
B004	State Enforcement Investig/Act	
56024	Woodbridge Group	\$10,596.50
B005	Bankruptcy Case Administration	
56024	Woodbridge Group	\$1,633.50
B008	Fee/Employment Applications	
56024	Woodbridge Group	\$1,242.00
Report Grand Totals		\$14,184.00

*** End Of Report ***

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

EXHIBIT B

HOMER BONNER JACOBS

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

FEDERAL TAX ID #59-2648226

December 13, 2018

Woodbridge Group of Companies, LLC

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

Invoice No: 972483

Account No: 56024-0001

Responding, Negotiating and Defending Against US SEC Investigation of Woodbridge (subpoena enforcement action)**For legal services rendered through November 30, 2018**

<u>Date</u>	<u>Tkpr.</u>	<u>Hours</u>	<u>Description</u>
-------------	--------------	--------------	--------------------

Total Fees**\$0.00****TIMEKEEPER SUMMARY**TIMEKEEPERHOURSRATEAMOUNT**DISBURSEMENTS**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/18	Other Professionals - CS Disco - Discovery and Project Management - Nov 2018	\$537.19

Total Disbursements**\$537.19****BILLING SUMMARY**

Total Legal Services: \$0.00

Total Disbursements: \$537.19

TOTAL CURRENT CHARGES FOR THIS MATTER: \$537.19

Plus Previous Balance Due: \$19,840.49

TOTAL BALANCE DUE: \$20,377.68

CS Disco

Phone: 713-231-9100

Email: billing@csdisco.com



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

Invoice #	50711
Invoice Date	12/01/2018
Due Date	03/01/2019
P.O. #	

Item	Matter	Description	Quantity	Price	Amount
DISCO Discovery Platform	SECWoodbridgeSEA A	SECWoodbridgeSEA / 0.25 GB for 3 of 30 days in November	0.025	\$40.00	\$1.00
Project Management	SECWoodbridgeSEA A	SECWoodbridgeSEA / 0.8 Hour(s) at \$250 /hour for the period 11/1/18 - 11/30/18	0.8	\$250.00	\$200.00
External Hard Drive	SECWoodbridgeSEA A	SECWoodbridgeSEA / 1 Hard Drive	1	\$279.00	\$279.00
Reimbursable Services	SECWoodbridgeSEA A	SECWoodbridgeSEA / Shipping	1	\$57.19	\$57.19

Sales Tax \$0.00

Total \$537.19

Payments Received - Credits Applied \$0.00

Amount Due (USD) \$537.19

Payment can be made by credit card, ACH or check.

Please send checks to CS DISCO INC

PO BOX 670533

DALLAS TX 75267-0533

For ACH, send to Comerica Bank, Beneficiary CS Disco Inc.

Routing number 111000753, Account number 1881815342

SEC Enforcement

Invoice# 972484

Page 3

11/21/18	ALS	0.80	Review bankruptcy filings to advise state regulators regarding same.
11/21/18	CJG	1.90	Draft tenth fee application and exhibits.
11/26/18	ALS	0.90	Correspond with bankruptcy counsel regarding the submission of third-party invoices in application for fees (.3); review and revise draft fee application (.6).
11/26/18	ALS	2.30	Review bankruptcy filings including motions to stay the implementation of chapter 11 plan in order to update various state regulators.
11/26/18	CJG	0.10	Review correspondence with Adam Schwartz and Ian Bambrick regarding question about final fee application.
11/26/18	CJG	0.10	Submit fee application and exhibits to Young Conaway for filing.
11/26/18	CJG	0.20	Confer with Adam Schwartz regarding revisions to and filing of tenth fee application.
11/28/18	ALS	1.50	Review data provided by DSI in response to Utah regulator's request (.6); draft correspondence to Utah regulators to answer specific questions related to certain investors and describe additional data being produced (.9).
11/28/18	CJG	0.10	Review correspondence with Adam Schwartz and Utah Division of Securities regarding spreadsheet on investments made by Utah investors.
11/28/18	CJG	0.10	Email to Elise Frejka regarding filed tenth fee application and excel versions of corresponding invoices.
11/28/18	CJG	0.20	Prepare excel versions of October invoices for submission to fee examiner.
11/30/18	ALS	1.80	Review documents provided by DSI in response to Idaho regulator's request (1.4); correspond with Idaho regulator producing same (.4).
11/30/18	CJG	0.10	Review correspondence with Adam Schwartz and Idaho Department of Finance regarding requested records.

Total Fees**\$14,184.00****TIMEKEEPER SUMMARY**

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Grand, Cara J	5.40	\$225.00	\$1,215.00
Hernandez, Jr., Antonio M	5.40	\$275.00	\$1,485.00
Schwartz, Adam L	23.20	\$495.00	\$11,484.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/18	Postage	\$0.47
11/30/18	Photocopies	\$1.70
11/30/18	Long Distance Telephone	\$0.17
11/30/18	Westlaw/Pacer Research	\$2.80

Total Disbursements**\$5.14****PLEASE INCLUDE INVOICE NO.****972484****WITH YOUR PAYMENT. THANK YOU.**

Inquiry: Expenses - Unbilled Details

Expense Code: E108 Postage

Client: 56024 - Woodbridge Group

Matter: 2 - SEC Enforcement

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	11/07/2018	E108	0.47	Postage	0

Inquiry: Expenses - Unbilled Details

Expense Code: E101 Copying

Client: 56024 - Woodbridge Group

Matter: 2 - SEC Enforcement

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	11/21/2018	E101	0.50	Photocopies	0
0002	11/21/2018	E101	1.10	Photocopies	0
0002	11/26/2018	E101	0.10	Photocopies	0

Inquiry: Expenses - Unbilled Details

Expense Code: E105 Telephone

Client: 56024 - Woodbridge Group

Matter: 2 - SEC Enforcement

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	11/15/2018	E105	0.17	Long Distance Telephone	0

Inquiry: Expenses - Unbilled Details

Expense Code: E106 Online Research

Client: 56024 - Woodbridge Group

Matter: 2 - SEC Enforcement

User: CJ

Matter	Date	ExpCd	Amount	Narrative	Attachments
0002	11/30/2018	E106	2.80	Westlaw/Pacer Research	0

EXHIBIT C

PROFESSIONAL RATES

November

Adam L. Schwartz	\$495.00
Antonio M. Hernandez, Jr.	\$275.00
Cara J. Grand	\$225.00

BUDGETED LEGAL FEES

November

TOTAL BUDGETED LEGAL FEES	\$75,000
---------------------------	----------

Professional	Position of Professional, Number of Years in that Position, Year of Obtaining License to Practice, if Applicable
Adam L. Schwartz	Partner of the Homer Bonner Jacobs, P.A. firm since 2016. Joined firm as Counsel in 2013. Member of Florida Bar since 2013 and New York Bar since 2005. Mr. Schwartz previously served as Senior Trial Counsel for the U.S. Securities and Exchange Commission and Assistant U.S. Attorney for the Southern District of Florida.
Antonio M. Hernandez, Jr.	Joined firm as an Associate in 2017. Member of Florida bar since 2015.
Cara J. Grand	Joined firm as an Associate in 2016. Member of Florida Bar since 2016.