

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12560 (KJC)  
)  
) Jointly Administered  
)  
) Objection Deadline: January 16, 2019 at 4:00 p.m. (ET)  
) Hearing Date: Scheduled only if Necessary

**TWELFTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

Name of Applicant:

FTI Consulting, Inc.

Authorized to provide professional  
services to:

Official Committee of Unsecured Creditors

Date of Retention:

January 18, 2018 (Effective December 14, 2017)

Period for which compensation  
and reimbursement are sought:

November 1, 2018 through November 30, 2018

Amount of compensation sought as  
actual, reasonable, and necessary:

\$29,648.00

Amount of expense reimbursement  
sought as actual, reasonable, and necessary:

\$0.00

This is a(n):   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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. The 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 noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

This is the twelfth monthly fee application filed in these cases.

Prior applications:

Docket No./Filed	Compensation Period	Requested		Approved	
		Fees <sup>2</sup>	Expenses	Fees [80%]	Expenses [100%]
649	12/14/17–12/31/17	\$339,067.00	\$313.00	\$271,676.00	\$313.00
1258	1/1/18–1/31/18	\$685,611.25	\$7,815.48	\$548,489.00	\$7,815.48
1686	2/1/18–2/28/18	\$450,901.50	\$1,597.73	\$360,721.20	\$1,597.73
1867	3/1/18–3/31/18	\$366,387.50	\$3,269.72	\$293,110.00	\$3,269.72
1983	4/1/18–4/30/18	\$178,745.50	\$0.00	\$142,996.40	\$0.00
2149	5/1/18–5/31/18	\$228,944.00	\$1,247.87	\$188,155.20	\$1,247.87
2282	6/1/18–6/30/18	\$188,735.50	\$1,342.12	\$150,988.40	\$1,342.12
2491	7/1/18–7/31/18	\$203,252.50	\$220.74	\$162,602.00	\$220.74
2758	8/1/18–8/31/18	\$170,083.00	\$2,053.88	\$136,066.40	\$2,053.88
2929	9/1/18–9/30/18	\$78,364.50	\$54.76	\$62,691.60	\$54.76
3120	10/1/18–10/31/18	\$52,334.00	\$105.00	Pending	Pending

<sup>2</sup> Per the fee examiner's request, fees requested for December 2017 were amended in a revised monthly fee application that was filed with FTY's first interim fee application.

**COMPENSATION BY TIMEKEEPER**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Gotthardt, Gregory	Senior Managing Director	\$ 750	6.9	\$ 5,175.00
Nelson, Cynthia	Senior Managing Director	1,020	5.1	5,202.00
Kaptain, Mary Ann	Managing Director	815	10.6	8,639.00
Peterson, Stephen	Senior Director	550	8.8	4,840.00
Khazary, Sam	Director	770	5.4	4,158.00
Altuzarra, Charles	Consultant	380	4.3	1,634.00
<b>SUBTOTAL</b>			<b>41.1</b>	<b>29,648.00</b>
Less: 50% discount for non-working travel time				-
<b>GRAND TOTAL</b>			<b>41.1</b>	<b>\$ 29,648.00</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
2	Cash & Liquidity Analysis	10.4	\$ 7,824.50
3	Financing Matters (DIP, Exit, Other)	3.3	2,591.00
4	Trade Vendor Issues	0.4	326.00
6	Asset Sales	10.8	7,175.50
19	Case Management	0.3	306.00
20	General Meetings with Debtors & Debtors' Professionals	2.9	2,598.50
21	General Meetings with Committee & Committee Counsel	6.8	5,541.50
24	Preparation of Fee Application	6.2	3,285.00
<b>SUBTOTAL</b>		<b>41.1</b>	<b>29,648.00</b>
Less: 50% discount for non-working travel time			-
<b>GRAND TOTAL</b>		<b>41.1</b>	<b>\$ 29,648.00</b>

**EXPENSE SUMMARY**

<b>Expense Type</b>	<b>Amount</b>
<b>GRAND TOTAL</b>	<b>\$ -</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

)  
) Chapter 11  
)  
) Case No. 17-12560 (KJC)  
)  
) Jointly Administered  
)  
) **Objection Deadline: January 16, 2019 at 4:00 p.m. (ET)**  
) **Hearing Date: Scheduled only if Necessary**

**TWELFTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

This twelfth monthly fee application for compensation and reimbursement of expenses (the “Fee Application”) is filed by FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, “FTI”) requesting payment for services rendered and reimbursement of costs expended as financial advisor for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (the “Debtors”) for the period of November 1, 2018 through November 30, 2018 (the “Application Period”). In support of this Fee Application, FTI respectfully states as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter under 28 U.S.C. § 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2). Venue of this chapter 11 case in this district is proper under 28 U.S.C. §§ 1408 and 1409.

<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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. The 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 noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

**Background**

2. On December 4, 2017 (the “Petition Date”), the Debtors filed with this court their voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession.

3. On December 14, 2017 the Office of the United States Trustee held a meeting to appoint the Committee pursuant to section 1102 of the Bankruptcy Code (the “Formation Meeting”). At the Formation Meeting, the Committee selected Pachulski Stang Ziehl & Jones LLP (“Counsel”) as its counsel, and FTI Consulting, Inc. as its financial advisor. The Committee consists of the following 3 members:

(a) G3 Group LA, Inc.

(b) Lynn Myrick<sup>2</sup>

(c) John J. O’Neill

4. On December 22, 2017, FTI filed its retention application [Docket No. 138]. On January 18, 2018 the Court entered an order approving the retention of FTI as financial advisor to the Committee effective as of December 14, 2017 (the “Retention Order”) [Docket No. 321].

**Relief Requested**

5. FTI submits this Fee Application pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (the “Administrative Order”) [Docket No. 261], Del. Bankr. LR 2016-2 and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$29,648.00 for the Application Period, and seeks the allowance and payment of 100% of its

---

<sup>2</sup> Replaced Ronald E. Myrick, Sr. (spouse) April 2018

actual and necessary expenses in the amount of \$0.00 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured in FTI's billing system as of the date of filing this monthly Fee Application.

#### **Summary of Fees**

6. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 41.1 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

7. Services rendered by each professional and paraprofessional during the Application Period, and a summary of the time incurred by task followed by detailed time entries, is attached hereto as **Exhibit A**, **Exhibit B**, and **Exhibit C**.

8. A summary of expenses incurred during the Application Period and related expense detail is attached hereto as **Exhibit D** and **Exhibit E**, respectively.

9. The following paragraphs describe the primary services rendered by FTI during the Application Period.

#### ***Code 2 – Cash & Liquidity Analysis (10.4 hours)***

10. During the Application Period, FTI reviewed the operating results of the Debtors to date as compared to the business plan. Additionally, FTI personnel prepared an analysis regarding the Company's current cash position and the projected cash distribution to creditors. FTI shared this analysis with the Committee and Counsel.

***Code 6 – Asset Sales (10.8 hours)***

11. During the Application Period, FTI reviewed numerous third-party purchase offers on various Debtor properties. In connection with these offers, FTI had discussions with the Debtors regarding their terms and conditions and reviewed relevant market information we had collected. FTI provided recommendations to the Committee with respect to the reasonableness of the offers and actions it proposed the Debtors take. FTI is maintaining a property offer summary to keep both the Committee and Counsel apprised of updates related to the Debtors' property sale efforts.

**Actual and Necessary Costs and Expenses Incurred**

12. Reimbursement of expenses in the amount of \$0.00 is sought herein. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured in FTI's billing system on the date of filing this Fee Application.

**Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules**

13. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each professional, and a summary of hours and fees categorized by project code are attached. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2 and the Retention Order.

14. FTI submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of the Bankruptcy Code and Bankruptcy Rules.

15. No agreement or understanding exists between FTI and any other entity (other than shareholders or employees of FTI) for the sharing of compensation received or to be received for services rendered in or in connection with these cases.



**Notice**

16. Notice of this Fee Application has been given to (i) Debtors; (ii) DIP Lender; (iii) Committee; (iv) Ad Hoc Committee-Noteholders; (v) Ad Hoc Committee-Unitholders; (vi) the Office of the United States Trustee for the District of Delaware; (vii) the Securities and Exchange Commission; and (viii) all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, FTI respectfully requests an award of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$29,648.00 for the Application Period, together with the reimbursement of expenses in the amount of \$0.00 pursuant to the Administrative Order; and such other and further relief that the Court deems just and proper.

Dated: December 26, 2018

FTI CONSULTING, INC

By: /s/ Cynthia A. Nelson

Cynthia A. Nelson  
633 West 5<sup>th</sup> Street, Suite 1600  
Los Angeles, CA 90071  
Telephone: 213-452-6026  
E-mail: [cynthia.nelson@fticonsulting.com](mailto:cynthia.nelson@fticonsulting.com)

Financial Advisors to the Official  
Committee of Unsecured Creditors of  
Woodbridge Group of Companies, LLC, *et al.*

**VERIFICATION PURSUANT TO DEL. BANKR.LR. 2016-2(f) AND 28 U.S.C. §1746(2)**

I, Cynthia Nelson, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, "FTI"). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the "Committee") in these Chapter 11 cases.

2. I have read the foregoing application of FTI for compensation and reimbursement of expenses (the "Fee Application"). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del.Bankr.LR 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: December 26, 2018

FTI CONSULTING, INC

By: /s/ Cynthia A. Nelson

Cynthia A. Nelson  
633 West 5<sup>th</sup> Street, Suite 1600  
Los Angeles, CA 90071  
Telephone: 213-452-6026  
E-mail: [cynthia.nelson@fticonsulting.com](mailto:cynthia.nelson@fticonsulting.com)

Financial Advisors to the Official  
Committee of Unsecured Creditors of  
Woodbridge Group of Companies, LLC, *et al.*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
WOODBIDGE GROUP OF COMPANIES, LLC, ) Case No. 17-12560 (KJC)  
*et al.*,<sup>1</sup> )  
) (Jointly Administered)  
Debtors. )  
Objection Deadline: January 16, 2019 at 4:00 p.m. (ET)  
Hearing Date: Scheduled only if Necessary

**NOTICE OF FILING OF FEE APPLICATION**

PLEASE TAKE NOTICE that on December 27, 2018, FTI Consulting, Inc., financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed the *Twelfth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from November 1, 2018 through November 30, 2018* (the “Application”), with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”) seeking compensation for the reasonable and necessary services rendered to the Committee in the amount of \$29,648.00, and reimbursement for actual and necessary expenses in the amount of \$0.00. A copy of the Application is attached hereto.

<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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

**PLEASE TAKE FURTHER NOTICE** that any response or objection to Application must be in writing and must be filed with the Clerk of the Bankruptcy Court on or before **January 16, 2019, at 4:00 p.m. (prevailing Eastern Time)**.

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on January 9, 2018 [Docket No. 261] (the "Administrative Order"), as modified by the *Order Approving Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals*, entered on February 8, 2018 [Docket No. 525] (the "Fee Examiner Order").

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) the Debtors, c/o Development Specialists, Inc., 333 South Grand Avenue, 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. King Street, Wilmington, DE 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. and Richards Layton & Finger P.A., One Rodney Square, 920 North King Street, Wilmington DE 19801, Attn: John H. Knight, 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 for the Unitholders Committee, Venable LLP, 1270 Avenue of the Americas, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market Street, Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, Esq. (vi) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410,

Wilmington, DE 19801, Attn: Steven K. Kortanek, Esq. and Patrick A. Jackson, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, GA 30326, Attn: David Baddley, Esq.; and (viii) the Fee Examiner, Frejka PLLC, 135 East 57<sup>th</sup> Street, 6<sup>th</sup> Floor, New York, NY 10022, Attn: Elise S. Frejka, Esq.; and (ix) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE ADMINISTRATIVE ORDER.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF  
OBJECTIONS OR RESPONSES ARE TIMELY FILED.

Dated: December 27, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Colin R. Robinson*

---

Richard M. Pachulski (CA Bar No. 90073)  
James I. Stang (CA Bar No. 94435)  
Jeffrey N. Pomerantz (CA Bar No. 143717)  
Bradford J. Sandler (DE Bar No. 4142)  
Colin R. Robinson (DE Bar No. 5524)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899 (Courier 190801)  
Tel: (302) 652-4100  
Fax: (302) 652-4400  
Email: rpachulski@pszjlaw.com  
jstang@pszjlaw.com  
jpomerantz@pszjlaw.com  
bsandler@pszjlaw.com  
crobinson@pszjlaw.com

*Counsel for the Official Committee of Unsecured  
Creditors*

**EXHIBIT A**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Gotthardt, Gregory	Senior Managing Director	\$ 750	6.9	\$ 5,175.00
Nelson, Cynthia	Senior Managing Director	1,020	5.1	5,202.00
Kaptain, Mary Ann	Managing Director	815	10.6	8,639.00
Peterson, Stephen	Senior Director	550	8.8	4,840.00
Khazary, Sam	Director	770	5.4	4,158.00
Altuzarra, Charles	Consultant	380	4.3	1,634.00
<b>SUBTOTAL</b>			<b>41.1</b>	<b>29,648.00</b>
Less: 50% discount for non-working travel time				-
<b>GRAND TOTAL</b>			<b>41.1</b>	<b>\$ 29,648.00</b>

**EXHIBIT B**  
**WOODBRIIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**SUMMARY OF HOURS BY TASK**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
2	Cash & Liquidity Analysis	10.4	\$ 7,824.50
3	Financing Matters (DIP, Exit, Other)	3.3	2,591.00
4	Trade Vendor Issues	0.4	326.00
6	Asset Sales	10.8	7,175.50
19	Case Management	0.3	306.00
20	General Meetings with Debtors & Debtors' Professionals	2.9	2,598.50
21	General Meetings with Committee & Committee Counsel	6.8	5,541.50
24	Preparation of Fee Application	6.2	3,285.00
<b>SUBTOTAL</b>		<b>41.1</b>	<b>29,648.00</b>
Less: 50% discount for non-working travel time			-
<b>GRAND TOTAL</b>		<b>41.1</b>	<b>\$ 29,648.00</b>



**EXHIBIT C**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
2	11/13/18	Peterson, Stephen	2.2	Reconcile Debtors' projected cash flow spreadsheet with Debtors' sale tracking master file.
2	11/14/18	Kaptain, Mary Ann	2.1	Prepare cash distribution estimate for committee meeting.
2	11/15/18	Kaptain, Mary Ann	1.9	Prepare cash flow report for weekly committee meeting.
2	11/15/18	Kaptain, Mary Ann	0.5	Discuss Debtors' analysis of operating results versus budget with C. Nelson (FTI).
2	11/15/18	Nelson, Cynthia	0.5	Discuss Debtors' analysis of operating results versus budget with M. Kaptain (FTI).
2	11/15/18	Nelson, Cynthia	0.2	Review update on liquidity forecast prepared by M. Kaptain (FTI) for UCC call.
2	11/15/18	Peterson, Stephen	0.8	Obtain clarifications for Debtor's Projected Cash Flow presentation and revise and augment exhibit for UCC call presentation.
2	11/16/18	Kaptain, Mary Ann	1.1	Prepare for cash flow presentation on Committee call.
2	11/19/18	Kaptain, Mary Ann	0.2	Exchange emails with F. Chin (Woodbridge) regarding distribution range.
2	11/19/18	Kaptain, Mary Ann	0.9	Review year-to-date financial results as it relates to original business plan.
<b>2 Total</b>			<b>10.4</b>	
3	11/01/18	Khazary, Sam	2.0	Review timeline of events related to Axar.
3	11/01/18	Khazary, Sam	0.3	Correspond via email with C. Nelson (FTI) and DA regarding Noteholder Liquidity Facility.
3	11/02/18	Khazary, Sam	0.4	Review timeline of events related to Axar.
3	11/02/18	Nelson, Cynthia	0.2	Review timeline of discussions with Axar.
3	11/05/18	Khazary, Sam	0.2	Correspond via email with M. Dundon (DA) and alternate lender regarding Noteholder Liquidity Facility.

**EXHIBIT C**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
3	11/07/18	Khazary, Sam	0.2	Correspond via email with M. Dundon (DA) and J. Feldman (DA) regarding Axar timeline.
<b>3 Total</b>			<b>3.3</b>	
4	11/27/18	Kaptain, Mary Ann	0.4	Call with S. Weiss regarding critical vendors.
<b>4 Total</b>			<b>0.4</b>	
6	11/01/18	Gotthardt, Gregory	0.4	Review new offers and edit updated offer summary for UCC call.
6	11/01/18	Peterson, Stephen	1.4	Update offer summary for UCC call discussion with latest offer information received from Debtors.
6	11/02/18	Gotthardt, Gregory	0.2	Prepare notes regarding real estate activity for presentation in UCC call.
6	11/07/18	Nelson, Cynthia	0.2	Confer with G. Gotthardt (FTI) regarding status of property sales and real estate related tasks for FTI post effective date.
6	11/12/18	Gotthardt, Gregory	0.4	Call with F. Chin (WB) to discuss offer activity and transaction issues.
6	11/12/18	Peterson, Stephen	2.0	Obtain, review and abstract information from recent offers on properties and draft list of questions/clarification for M. Kemper (WB).
6	11/13/18	Gotthardt, Gregory	0.5	Call with F. Chin (WB) to discuss offer activity and transaction issues.
6	11/13/18	Peterson, Stephen	1.0	Update offer summary for UCC call with additional offer details based on responses from M. Kemper (WB).
6	11/14/18	Kaptain, Mary Ann	0.3	Coordinate via email with S. Peterson (FTI) to obtain property information for committee meeting.
6	11/14/18	Nelson, Cynthia	0.2	Obtain update from G. Gotthardt (FTI) regarding sales on certain properties.
6	11/15/18	Gotthardt, Gregory	0.7	Prepare updated offer summary for UCC call.
6	11/15/18	Gotthardt, Gregory	0.6	Call with F. Chin (WB) to discuss offer activity and transaction issues.

**EXHIBIT C**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
6	11/16/18	Gotthardt, Gregory	0.8	Prepare notes regarding Debtor real estate activities and market information for presentation on weekly committee call.
6	11/16/18	Gotthardt, Gregory	0.3	Call with F. Chin (WB) to discuss offer activity and transaction issues.
6	11/19/18	Nelson, Cynthia	0.2	Confer with G. Gotthardt (FTI) regarding status of escrows on Nimes, Nightingale and Electra.
6	11/26/18	Nelson, Cynthia	0.2	Review LA Times marketing material for certain Woodbridge properties.
6	11/29/18	Peterson, Stephen	1.4	Obtain and review recent offer activity and prepare updated offer summary for UCC call.
<b>6 Total</b>			<b>10.8</b>	
19	11/07/18	Nelson, Cynthia	0.1	Follow-up on miscellaneous items such as billing and outcome of calls with Debtors.
19	11/12/18	Nelson, Cynthia	0.2	Confer with M. Kaptain (FTI) regarding various work streams.
<b>19 Total</b>			<b>0.3</b>	
20	11/07/18	Khazary, Sam	0.7	Participate in weekly update call with Debtors' advisors and with various committee advisors.
20	11/14/18	Nelson, Cynthia	0.4	Participate in weekly update call with Debtors' advisors and with various committee advisors.
20	11/28/18	Kaptain, Mary Ann	0.9	Participate in weekly update call with Debtors' advisors and with various committee advisors.
20	11/28/18	Nelson, Cynthia	0.9	Participate in weekly update call with Debtors' advisors and with various committee advisors.
<b>20 Total</b>			<b>2.9</b>	
21	11/02/18	Gotthardt, Gregory	1.1	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps.
21	11/02/18	Gotthardt, Gregory	0.5	Participate in weekly work in process call with PSZJ Woodbridge team.

**EXHIBIT C**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
21	11/02/18	Khazary, Sam	0.5	Participate in weekly work in process call with PSZJ Woodbridge team.
21	11/02/18	Khazary, Sam	1.1	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps.
21	11/16/18	Gotthardt, Gregory	0.5	Participate in weekly work in process call with PSZJ Woodbridge team.
21	11/16/18	Gotthardt, Gregory	0.9	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps.
21	11/16/18	Kaptain, Mary Ann	0.9	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps.
21	11/16/18	Nelson, Cynthia	0.5	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps (partial attendance on call).
21	11/27/18	Nelson, Cynthia	0.2	Confer with C. Robinson (PSZJ) and G. Gotthardt (FTI) regarding timing and updates for UCC call.
21	11/30/18	Nelson, Cynthia	0.2	Prepare for UCC call by reviewing updated offer summary.
21	11/30/18	Nelson, Cynthia	0.4	Participate in weekly UCC call to update Committee members on case activity, discuss strategy, and make decisions regarding next steps.
<b>21 Total</b>			<b>6.8</b>	
24	11/01/18	Altuzarra, Charles	0.4	Make revisions to September fee app per comments from M. Kaptain (FTI).
24	11/01/18	Kaptain, Mary Ann	0.5	Review September fee app.
24	11/02/18	Nelson, Cynthia	0.3	Review September fee application and declaration.
24	11/05/18	Altuzarra, Charles	0.3	Correspond via email with M. Hellmund-Mora (FTI) regarding billing.
24	11/08/18	Nelson, Cynthia	0.2	Confer with M. Kaptain (FTI) regarding reductions on fee applications.
24	11/12/18	Kaptain, Mary Ann	0.2	Provide interim fee app time entry detail to E. Frejka.

**EXHIBIT C**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
24	11/26/18	Altuzarra, Charles	1.8	Review in detail October time entries to ensure consistency and clarity of descriptions.
24	11/27/18	Altuzarra, Charles	0.3	Make revisions to October fee application per comments from M. Kaptain (FTI).
24	11/27/18	Altuzarra, Charles	0.6	Draft narrative descriptions of key tasks performed by FTI for inclusion into October fee application.
24	11/27/18	Altuzarra, Charles	0.4	Prepare initial draft of October monthly fee application.
24	11/27/18	Altuzarra, Charles	0.5	Prepare time and expense detail exhibits for October monthly fee application.
24	11/27/18	Kaptain, Mary Ann	0.7	Provide edits to October fee application.
<b>24 Total</b>			<b>6.2</b>	
<b>Grand Total</b>			<b>41.1</b>	

**EXHIBIT D**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**SUMMARY OF EXPENSES**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

<b>Expense Type</b>	<b>Amount</b>
<b>GRAND TOTAL</b>	<b>\$ -</b>

**EXHIBIT E**  
**WOODBIDGE GROUP OF COMPANIES, LLC, et al. - CASE NO. 17-12560**  
**EXPENSE DETAIL**  
**FOR THE PERIOD NOVEMBER 1, 2018 TO NOVEMBER 30, 2018**

Date	Professional	Expense Type	Expense Detail	Amount
GRAND TOTAL				\$ -

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

In re:	)	Chapter 11
	)	
WOODBIDGE GROUP OF COMPANIES, LLC,	)	Case No. 17-12560 (KJC)
<i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	

**CERTIFICATE OF SERVICE**

I, Colin R. Robinson, hereby certify that on the 27th day of December, 2018, I caused a copy of the following to be served on the attached service list in the manner indicated.

- Notice of Filing of Fee Application; and
- Twelfth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from November 1, 2018 through November 30, 2018; Exhibits A-E.

/s/ Colin R. Robinson  
Colin R. Robinson (DE Bar No. 5524)

---

<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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).



Woodbridge Grp.  
Fee App Notice Parties Service List  
Case No. 17-12560 (KJC)  
Document No. 218129  
11 - First Class Mail

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

(Counsel for the Unitholders Committee)  
Venable LLP  
Jeffrey S. Sabin, Esquire  
1270 Avenue of the Americas  
New York, NY 10020

**FIRST CLASS MAIL**

(Counsel for the Unitholders Committee)  
Venable LLP  
Jamie L. Edmonson, Esquire  
1201 N. Market Street, Suite 1400  
Wilmington, DE 19801

**FIRST CLASS MAIL**

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

**FIRST CLASS MAIL**

(Fee Examiner)  
Elise S. Frejka, Esquire  
Frejka PLLC  
420 Lexington Avenue, Suite 310  
New York, NY 10170