

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline:
February 19, 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) THE SECURITIES AND EXCHANGE COMMISSION, (V) THE FEE EXAMINER, (VI) OFFICE OF THE UNITED STATES TRUSTEE, AND (VII) ANY OTHER PARTY THAT HAS REQUESTED TO BE A NOTICE PARTY

The *Eleventh Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from December 1, 2018 Through and Including December 31, 2018* (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$200,000.00 and monthly expenses in the amount of \$53.33.

Objections to the Application, if any, are required to be filed on or before **February 19, 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,

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.

Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (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, 205 E. 42nd Street, New York, New York 10017, Attn: Elise Frejka; (viii) any other party that has requested to be a Notice Party; and (ix) 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.

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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.

Dated: January 28, 2019
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)
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Rodney Square
1000 North King Street
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Tel: (302) 571-6600
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-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

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

<p>In re:</p> <p>WOODBRIIDGE GROUP OF COMPANIES, LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 17-12560 (KJC)</p> <p>(Jointly Administered)</p> <p>Objection Deadline: February 19, 2019 at 4:00 p.m. (ET)</p>
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**ELEVENTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROVINCE, INC., AS OPERATIONAL
AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
DECEMBER 1, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

Name of Applicant:	Province, Inc.
Authorized to Provide Professional Services to:	Woodbridge Group of Companies, LLC, <i>at al.</i>
Date of Retention:	March 27, 2018 <i>Nunc Pro Tunc</i> to February 1, 2018
Period for which Compensation and Reimbursement is Sought:	December 1, 2018 – December 31, 2018 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$200,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$53.33

This is a: X monthly ___ interim ___ final application.

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² Province, Inc. reserves the right to include any time expended in the period indicated above in future application(s) if it is not included herein.

BILLING SUMMARY
December 1, 2018 – December 31, 2018

Name of Professional Individual	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	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$820	12.5	\$10,250.00
David Dachelet, Esq.	Director - Bar admission in 1998.	\$580	7.8	\$4,524.00
Mark Kemper	Senior Associate - Corporate restructuring.	\$435	185.0	\$80,475.00
Marion Fong	Real Estate Consultant	\$375	182.5	\$68,437.50
	Subtotal		387.8	\$163,686.50
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Mattson		\$150	3.0	\$450.00
	Subtotal		3.0	\$450.00
			Fee Statement Hours	Total Compensation
	Grand Total		390.8	\$164,136.50

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Accounting	49.0	\$22,855.00
Business Analysis / Operations	307.0	\$125,920.00
Legal, HR and Risk	34.8	\$15,361.50
Grand Total	390.8	\$164,136.50

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Airfare/Train	Flights.	\$257.98
Ground Transportation	Transportation and parking fee.	\$53.33
Subtotal		\$311.31
	Airfare/Train Discount	(\$257.98)
Total Expenses		\$53.33

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AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
DECEMBER 1, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 261], entered on January 9, 2018 (the “Administrative Order”), Province, Inc. (“Province”), the operational and financial advisor for the above-mentioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its *Eleventh Monthly Application of Province, Inc., as Operational and Financial Advisor to the Debtors, for Compensation and for Reimbursement of Expenses for the Period from December 1, 2018 through December 31, 2018* (the “Application”).

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.

By this Application, Province seeks a monthly interim allowance of compensation in the amount of \$200,000.00 and actual and necessary expenses in the amount of \$53.33 for a total allowance of \$200,053.33 and payment of \$160,000.00 (80% of the allowed fees) and reimbursement of \$53.33 (100% of the allowed expenses) for a total payment of \$160,053.33 for the period December 1, 2018 through December 31, 2018 (the “Eleventh Monthly Fee Period”).

Pursuant to Local Bankruptcy Rule 2016-2, this Application is supported by the Certification of Paul Huygens, which is annexed hereto as Exhibit A. In support of this Application, Province respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328, 330 and 331 Bankruptcy Code, Bankruptcy Rule 2016, and Rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

1. On December 4, 2017, 279 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2018, additional affiliated Debtors (27 in total)

commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

3. The Debtors’ chapter 11 cases (collectively, the “Chapter 11 Cases”) are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. As of the date hereof, no trustee has been appointed in the Chapter 11 Cases.

2. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [D.I. 357].

4. On March 2, 2018, the Debtors filed their *Application for Entry of an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 692] (the “Employment Application”). On March 27, 2018, this Court entered its *Order, Pursuant Sections 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of Province, Inc. as Operational and Financial Advisors to the Debtors Nunc Pro Tunc to February 1, 2018* [D.I. 835] (the “Employment Order”).

RELIEF REQUESTED

5. Province submits this Application pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Administrative Order, and the Employment Order. By this Application, Province seeks allowance of compensation and payment of the flat monthly fee for professional services rendered to the Debtors during

the Eleventh Monthly Fee Period in the amount of \$200,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$53.33 All services for which Province requests compensation were performed for or on behalf of the Debtors.

6. Province has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Province has received no retainer in this matter.

7. Attached as Exhibit B is a list of professionals providing services; their respective billing rates; the aggregate hours expended by each professional; a general description of services rendered, summarized by project category; a fee summary; detailed time records with a description of the services performed by each professional and the time expended; and a summary and detail of out-of-pocket expenses incurred.

SUMMARY OF SERVICES

8. The employees of Province who have rendered professional services during the Eleventh Monthly Fee Period in these cases are as follows: Paul Huygens, David Dachelet, and Mark Kemper.

9. As stated in the Employment Application, Province works with Mariposa Real Estate Advisors, LLC (“Mariposa”) to assist with the complex business planning and forecasting that these cases require. Marion Fong is the sole employee of Mariposa that has rendered professional services during the Eleventh Monthly Fee Period.

10. During the Eleventh Monthly Fee Period, the Debtors relied heavily on the experience and expertise of the above-named persons in dealing with matters described in

detail below. As a result, Province's highly skilled restructuring and bankruptcy professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

11. A summary of some of the more significant services rendered by Province during the Eleventh Monthly Fee Period follows. This summary is divided according to the project categories used by Province in its billing in these cases. A detailed time log of all tasks performed by Province during the Eleventh Monthly Fee Period is set forth on Exhibit B hereto.

B. Accounting

Fees: \$22,855.00; Total Hours: 49.0

12. Incorporated within this category is primarily time spent by Province personnel in connection with creating an accounting system for the Debtors.

13. Specific services provided by Province during the Eleventh Monthly Fee Period include, but are not limited to:

- i. Meetings and correspondence with accounting staff to discuss developing/improving procedures for payables, receivables, general ledger accounting and financial reporting;
- ii. Reviewing and approving outstanding invoices;
- iii. Coordinating the payables and bank reconciliation processes; and
- iv. Preparing the November monthly operating report;
- v. Coordinating the installation, training and rollout of a new accounting system;
- vi. Preparing for public company status;
- vii. Reviewing and approving payroll; and
- viii. Analyzing an implementing fair value accounting.

C. Business Analysis / Operations

Fees: \$125,920.00; Total Hours: 307.0

14. Incorporated within this category is time spent by Province personnel in connection with the evaluation, analysis and oversight of certain aspects of the Debtors' business and operation.

15. Specific services provided by Province during the Eleventh Monthly Fee Period include, but are not limited to:

- i. Maintaining the 13-week cash flow;
- ii. Preparing and revising valuations for real estate assets of the Debtors;
- iii. Reviewing and corresponding re offers for real estate assets;
- iv. Discussing sale processes with various realtors;
- v. Developing long-term business plans and recovery scenarios;
- vi. Coordinating with and overseeing outside general contractors;
- vii. Soliciting offers and analyzing exit financing and insurance solutions; and
- viii. Preparing discussion materials and corresponding with constituents regarding all of the above.

D. Legal, HR and IT

Fees: \$15,361.50; Total Hours: 34.8

16. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the legal, human resources, and information technology aspects of the Debtors' business operations.

17. Specific services provided by Province during the Eleventh Monthly Fee Period include, but are not limited to:

- i. Overseeing internal legal staff and coordinating legal matters (generally only those matters relating to ongoing operations);
- ii. Overseeing IT work streams and communicating with IT staff regarding work flow. Overseeing HR workstreams and resolving related issues;
- iii. Preparing and/or reviewing various development and sales agreements;
- iv. Managing legal disputes; and
- v. Working with bankruptcy counsel to resolve bankruptcy-related operational issues.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

18. Consistent with the Employment Order, Province charges the Debtors for actual, identifiable, non-overhead travel expenses incurred regarding the Debtors' Chapter 11 Cases. Examples of travel expenses are described below. Except for the cost of specifically-identified conference call charges, Province **does not** charge for telephone calls, faxes, or other administrative expenses. The policies employed by Province for seeking reimbursement for out-of-pocket travel expenses are as follows:

- i. **Airfare/Train** – Costs incurred by Province professionals when traveling by air or train to/from other cities on behalf of the Debtors are incorporated into this Application;
- ii. **Ground Transportation** – Expenses incurred by Province professionals for local transportation while outside of their home cities (on matters related to these Chapter 11 Cases) are incorporated into this Application. Such costs primarily consist of taxi cab fares incurred by Province personnel while traveling. Also incorporated within this category are expenses incurred by Province professionals regarding traveling to/from airports and parking at airports while traveling out-of-town on client matters;
- iii. **Lodging** – Costs incurred by Province professionals for lodging while traveling on behalf of the Debtors (on matters related to these Chapter 11 Cases) are incorporated into this Application;
- iv. **Meals** – Costs incurred by Province professionals for meals while traveling outside of their home cities or for working lunch meetings

(on matters related to these Chapter 11 Cases) are incorporated into this Application; and

- v. **Miscellaneous** – Costs incurred by Province professionals for various charges including in-flight Wi-Fi, supplies, and financial research.

BASIS FOR RELIEF

19. Bankruptcy Code section 330(a) permits the payment of “reasonable compensation for actual, necessary services rendered by [a] . . . professional person” and “reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Reasonableness of compensation is evaluated by the “market-driven approach” which considers the nature, extent, and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo, Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

20. Other guideline factors to be considered in awarding compensation were enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717 (5th Cir. 1974), a non-bankruptcy case. *See also In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977) (applying the *Johnson* factors to a case under the Bankruptcy Act). The Third Circuit has suggested that the *Johnson* guideline factors, in part set forth below, may be relevant to determining the reasonableness of fees under the Bankruptcy Code. *See, e.g., Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 & n.8 (3d Cir. 1999) (enumerating the *Johnson* factors and noting that “many courts continue to employ the twelve factors set forth in *Johnson*”).

a. **Time and Labor Required.** Province’s professional services on behalf of the Debtors have required 390.8 hours of professional time in this Eleventh

Monthly Fee Period. The Debtors were required to restructure operations in a short amount of time, necessitating Province's role as operational and financial advisor. Province has staffed this case efficiently. Where work could be performed by professionals with lower rates, Province used such professionals to perform the assignments. A significant amount of the services rendered required a high degree of professional competence and expertise. For those services, Province utilized senior professionals.

b. **The Novelty and Difficulty of Questions.** Unique and complex issues arose during the Eleventh Monthly Fee Period. Province has advised the Debtors and its counsel regarding these issues.

c. **The Skill Requisite to Perform Services Properly.** These bankruptcy cases address issues which raise complex questions. The cases require a high level of skill and expertise to efficiently and accurately analyze the economic effects of proposed sale of the Debtors and to accurately forecast the performance of the Debtors during these chapter 11 proceedings, among other things.

d. **The Preclusion of Other Employment by the Applicant Due to Acceptance of the Cases.** Province is not aware of any other employment precluded by acceptance of these cases; however, Province professionals providing services to the Debtors were not available to service other clients at Province's customary rates.

e. **Whether the Fee is Fixed or Contingent.** Pursuant to the terms of the Retention Order, Province will bill at a fixed, flat monthly rate of \$200,000.00 and will seek compensation for all necessary out-of-pocket expenses incurred, with the exception of airfare or train travel to and from the Debtors' Sherman Oaks office and the

Province professionals' home office. Province's fee is fixed, not dependent on the outcome of these cases; however pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professional retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.

f. **Time Limitations Imposed by the Circumstances.** Province has been working diligently and as quickly as possible to assist the Debtors in instituting appropriate internal staffing, processes and oversight, to effectuate the administrative orders entered by the Court, and to ensure an efficient reorganization of the Debtors' business and operations.

g. **The Amount Involved and Results Obtained.** Province has been prudent in the amount of time incurred on various tasks and believes its efforts benefited the Debtors greatly.

h. **The Experience, Reputation, and Ability of Province Professionals.** Province's professionals engaged in these cases have also worked on many other large bankruptcy cases and have considerable experience advising debtors in chapter 11 bankruptcies.

21. Province respectfully submits that its flat rate fee is reasonable and that the expenses incurred during the Eleventh Monthly Fee Period were both actual and necessary. In addition, both the fees and expenses are consistent with Province's arrangement with the Debtors and the terms of the Employment Order.

RESERVATION OF RIGHTS

22. To the extent time or disbursement charges for services rendered or disbursements incurred relate to this Eleventh Monthly Fee Period but were not processed

prior to the preparation of this Application, or Province has for any other reason not sought compensation or reimbursement of expenses herein for any services rendered or expenses incurred during the Eleventh Monthly Fee Period, Province reserves the right to request additional compensation for such services and reimbursement of expenses in a future application.

CONCLUSION

23. It is respectfully submitted that the amount requested by Province is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE, Province respectfully requests (i) approval of compensation in the amount of \$200,000.00 and reimbursement of actual and necessary expenses in the amount of \$53.33 for a total allowance of \$200,053.33; (ii) payment of \$160,053.33 (80% of the allowed fees and 100% of the allowed expenses); and (iii) such other and further relief as this Court may deem just and proper.

Dated: January 28, 2019

PROVINCE, INC.

By: /s/ Paul Huygens
Paul Huygens, Principal
2360 Corporate Circle, Suite 330
Henderson, NV 89074
Telephone: 702.685.5555
Facsimile: 702.685.5556
Email: phuygens@provincefirm.com

*Operational and Financial Advisor to
the Debtors*

EXHIBIT A
Certification

**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)

CERTIFICATION OF PAUL HUYGENS

I, Paul Huygens, a principal with the firm, Province, after being duly sworn according to law, deposes and says:²

1. I am a Principal of the applicant firm, Province, Inc. (“Province”), with offices located in the Las Vegas, Los Angeles, Baltimore/Washington DC and Miami metro areas. I am duly authorized to make this verification on behalf of Province. Province was retained as operational and financial advisor to the debtors captioned above (the “Debtors”) on February 1, 2018 and Province’s employment application was approved by the Court on March 27, 2018.

2. I have personally performed many of the services rendered by Province as operational and financial advisor to the Debtor and am familiar with the other work performed on behalf of the Debtors by the other professionals in the firm.

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² All capitalized terms not otherwise defined have the meanings ascribed to them in the Application.

3. The *Eleventh Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from December 1, 2018 through and including December 31, 2018* (the "Application") was prepared at my direction. The facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.

4. For this matter, Province has agreed to accept a flat monthly fee in the amount of \$200,000.00 for services rendered on behalf of the Debtors.

5. I have reviewed the Court's Local Rule 2016-2 and the United States Trustee's *Guidelines for Review of Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the "Guidelines"). The Application substantially complies with Local Rule 2016-2 and the Guidelines.

Executed under penalty of perjury of the laws of the United States on this 28th day of January 2019.

/s/ Paul Huygens
Paul Huygens, Principal
Province, Inc.

EXHIBIT B

**Detailed Summaries of Services Performed and
Expenses Incurred by Province Professionals**

**DETAILED SUMMARIES OF SERVICES PERFORMED BY THE
PROFESSIONALS OF PROVINCE, INC., AS OPERATIONAL AND
FINANCIAL ADVISORS TO THE DEBTORS, FOR THE PERIOD
FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

	Hourly Rate	Application Hours	Total Fees
Paul Huygens, Principal	\$820	12.5	\$10,250.00
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Mark Kemper, Senior Associate	\$435	185.0	\$80,475.00
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Business Analysis / Operations	307.0	\$125,920.00
Legal, HR and Risk	34.8	\$15,361.50
Grand Total	390.8	\$164,136.50

BILLING DETAILS

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/1/2018	David Dachelet	Correspondence with J. Cilic regarding pending sales; correspondence with F. Chin regarding same.	Legal, HR & IT	0.50	580.00	\$290.00
12/2/2018	Paul Huygens	Review and approve draft monthly DIP lender report.	Business Analysis / Operations	0.50	820.00	\$410.00
12/2/2018	Marion Fong	Review of draft MOR and reconciliation with budgets / projections.	Business Analysis and Operations	5.00	375.00	\$1,875.00
12/2/2018	Marion Fong	Budget revision based on Oct and Nov actual.	Business Analysis and Operations	4.00	375.00	\$1,500.00
12/2/2018	Marion Fong	PowerPoint revisions to reflect capital investments.	Business Analysis and Operations	1.50	375.00	\$562.50
12/3/2018	Paul Huygens	Redline draft October fee app and send back to E. Mattson for filing.	Legal, HR & IT	0.50	820.00	\$410.00
12/3/2018	Mark Kemper	Call with Klee Tuchin and F. Chin to discuss B. Lindemann situation on Madelia property.	Business Analysis / Operations	0.50	435.00	\$217.50
12/3/2018	Mark Kemper	Discussions with M. Hutchison regarding previous communications with potential buyers on Madelia property.	Business Analysis / Operations	0.50	435.00	\$217.50
12/3/2018	Mark Kemper	Meeting with A. Beck to discuss B. Lindemann claim. Researched past litigation with Woodbridge.	Business Analysis / Operations	1.50	435.00	\$652.50
12/3/2018	Mark Kemper	Worked with brokers on request for repairs on Oakhurst and Tower properties.	Business Analysis / Operations	2.00	435.00	\$870.00
12/3/2018	Mark Kemper	Review new terms sheets provided by various potential lenders.	Business Analysis / Operations	0.50	435.00	\$217.50
12/3/2018	Mark Kemper	Calls with F. Chin and potential lenders to discuss business and sale updates, collateral being offered and terms.	Business Analysis / Operations	1.50	435.00	\$652.50
12/3/2018	Mark Kemper	Discussion with A. Beck and Glaser Weil to strategize on how to deal with neighbor issue on Walden. Worked on plan to speed up negotiations due to pending sale of the property.	Business Analysis / Operations	1.00	435.00	\$435.00
12/3/2018	Mark Kemper	Worked on disclosures and other sale documents for Tower, Oakhurst and Walden properties.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/3/2018	Eric Mattson	Review and revise October time and expense entries.	Legal, HR & IT	1.50	150.00	\$225.00
12/3/2018	Eric Mattson	Draft October fee app. Email to P. Huygens for review (0.1).	Legal, HR & IT	1.00	150.00	\$150.00
12/3/2018	Mark Kemper	Construction update call with Plus.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/3/2018	Marion Fong	Plus Development update meeting/call re: project status.	Business Analysis and Operations	1.00	375.00	\$375.00
12/3/2018	Marion Fong	Budget revision based on Oct and Nov actual.	Business Analysis and Operations	2.50	375.00	\$937.50
12/3/2018	Marion Fong	Review of pending invoices for cash management.	Accounting	1.00	375.00	\$375.00
12/3/2018	Marion Fong	Review of project information and status for updating budgets - Tanager/ Siena.	Business Analysis and Operations	1.00	375.00	\$375.00
12/3/2018	Marion Fong	Sales closings review and update of budget / forecasts.	Business Analysis and Operations	1.50	375.00	\$562.50
12/3/2018	Marion Fong	Exhibit A contract and burn off of fees update.	Business Analysis and Operations	0.50	375.00	\$187.50
12/3/2018	Marion Fong	Preparation of 3 month cash forecast for MOR.	Business Analysis and Operations	3.50	375.00	\$1,312.50
12/4/2018	Paul Huygens	Correspond with E. Skinner re Hankey legal bills and with Province team re IT billings and staffing.	Business Analysis / Operations	0.50	820.00	\$410.00
12/4/2018	Mark Kemper	Worked on board presentation for discussing the use of liquidation basis of accounting vs going concern basis.	Business Analysis / Operations	2.00	435.00	\$870.00
12/4/2018	Mark Kemper	Reviewed 3 month cash flow project to be included with MOR.	Business Analysis / Operations	1.50	435.00	\$652.50
12/4/2018	Mark Kemper	Discussion with B. Wise and N. Troszak regarding HR matters.	Legal, HR & IT	0.50	435.00	\$217.50
12/4/2018	Mark Kemper	Call with J. Grauman to discuss seller response to buyers request for repairs.	Business Analysis / Operations	0.50	435.00	\$217.50
12/4/2018	Mark Kemper	Discussions with M. Noah regarding buyers release of deposit on Beverly Grove property.	Business Analysis / Operations	0.50	435.00	\$217.50
12/4/2018	Mark Kemper	Review of Lindemann global settlement agreement and related court order.	Business Analysis / Operations	1.50	435.00	\$652.50
12/4/2018	Mark Kemper	Continued to work on board presentation for discussing the use of liquidation basis of accounting vs going concern basis.	Business Analysis / Operations	2.00	435.00	\$870.00
12/4/2018	David Dachelet	Correspondence regarding Foxit Europe invoice.	Legal, HR & IT	0.50	580.00	\$290.00
12/4/2018	Mark Kemper	Researched the technical FASB's guidance regarding liquidation basis of accounting and going concern basis of accounting.	Business Analysis / Operations	1.50	435.00	\$652.50
12/4/2018	Eric Mattson	Revise October fee app and email to counsel for filing.	Legal, HR & IT	0.50	150.00	\$75.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/4/2018	Marion Fong	Plus Development furniture review - field visit of warehouse.	Business Analysis and Operations	3.50	375.00	\$1,312.50
12/4/2018	Marion Fong	October Variance Analysis.	Business Analysis and Operations	1.50	375.00	\$562.50
12/4/2018	Marion Fong	Mass proposal and contract review.	Business Analysis and Operations	1.00	375.00	\$375.00
12/4/2018	Marion Fong	Preparation and update of cash projection for board meeting.	Business Analysis and Operations	1.50	375.00	\$562.50
12/4/2018	Marion Fong	Coordination for staging meeting and site visit.	Business Analysis and Operations	0.50	375.00	\$187.50
12/4/2018	Marion Fong	Analysis of additional costs based on delayed effective date.	Business Analysis and Operations	1.50	375.00	\$562.50
12/5/2018	Mark Kemper	Reviewed and signed off on various sale and closing documents for CO and CA sales.	Business Analysis / Operations	0.50	435.00	\$217.50
12/5/2018	Mark Kemper	Reviewed new renderings for 1357 Laurel Way	Business Analysis / Operations	0.50	435.00	\$217.50
12/5/2018	Mark Kemper	Worked on board materials for weekly meeting. Prepared write-ups for offers needing approval. Updated master offer summary report.	Business Analysis / Operations	3.50	435.00	\$1,522.50
12/5/2018	Mark Kemper	Discussions with M. Fong and F. Chin regarding furniture purchasing plan and analysis of various options.	Business Analysis / Operations	1.50	435.00	\$652.50
12/5/2018	Mark Kemper	Reviewed latest 3 month cash projection.	Business Analysis / Operations	1.50	435.00	\$652.50
12/5/2018	Mark Kemper	Discussions with A. Zurhaev of Crimson IT regarding general computer controls, policies and procedures. Review of documents.	Legal, HR & IT	1.50	435.00	\$652.50
12/5/2018	Mark Kemper	Review of weekly broker updates.	Business Analysis / Operations	1.00	435.00	\$435.00
12/5/2018	Marion Fong	FA discussions and status update.	Business Analysis and Operations	1.00	375.00	\$375.00
12/5/2018	Marion Fong	Drafting of financial statements using LBOA.	Accounting	2.50	375.00	\$937.50
12/5/2018	Marion Fong	October Variance Analysis.	Business Analysis and Operations	3.50	375.00	\$1,312.50
12/5/2018	Marion Fong	Budget review and revision of forecast assumptions based on reconciliation.	Business Analysis and Operations	2.50	375.00	\$937.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/5/2018	Marion Fong	Furniture purchase discussion with M. Kemper.	Business Analysis and Operations	0.50	375.00	\$187.50
12/6/2018	Paul Huygens	Review draft fee examiner report, research, tie out and respond re same (0.3). Review and correspond with D. Stermer re batch of legal bills for approval (0.2).	Accounting	0.50	820.00	\$410.00
12/6/2018	Mark Kemper	Update call with Klee Tuchin and Glaser Weil to discuss effective date checklist items.	Business Analysis / Operations	0.50	435.00	\$217.50
12/6/2018	Mark Kemper	Weekly call with the board.	Business Analysis / Operations	1.00	435.00	\$435.00
12/6/2018	Mark Kemper	Worked on summary of property updates for F. Chin for board call.	Business Analysis / Operations	1.00	435.00	\$435.00
12/6/2018	Mark Kemper	Meetings with A. Beck to discuss insurance options for tail coverage and update on Walden neighbor issue.	Business Analysis / Operations	1.00	435.00	\$435.00
12/6/2018	Mark Kemper	Worked on Walden request for repairs and response.	Business Analysis / Operations	2.00	435.00	\$870.00
12/6/2018	Mark Kemper	Discussions with A. Beck to determine appropriate actions with respect to Walden neighbor claims.	Business Analysis / Operations	0.50	435.00	\$217.50
12/6/2018	Mark Kemper	Reviewed and commented on employee bonus worksheet.	Legal, HR & IT	1.00	435.00	\$435.00
12/6/2018	Mark Kemper	Reviewed tail insurance options provided by AJG. Discussed options with A. Beck.	Business Analysis / Operations	1.00	435.00	\$435.00
12/6/2018	Mark Kemper	Worked on updating the loan term comparison chart to include revised and new proposals.	Business Analysis / Operations	1.50	435.00	\$652.50
12/6/2018	Marion Fong	Mass contract review and revisions and coordination with legal.	Legal, HR & IT	0.50	375.00	\$187.50
12/6/2018	Marion Fong	Discussions regarding selection of furniture/design vendor.	Business Analysis and Operations	1.50	375.00	\$562.50
12/6/2018	Marion Fong	Analysis of costs under various vendor options for furniture/staging.	Business Analysis and Operations	1.50	375.00	\$562.50
12/6/2018	Marion Fong	Review and approval of weekly invoices.	Accounting	2.50	375.00	\$937.50
12/6/2018	Marion Fong	Budget review and revision of forecast assumptions based on reconciliation.	Business Analysis and Operations	1.50	375.00	\$562.50
12/6/2018	Marion Fong	Sage implementation review of GL codes.	Accounting	1.50	375.00	\$562.50
12/7/2018	Paul Huygens	Review and approve 2 dozen legal bills and correspond with J. Wells re pymt and with KTBS re monthly OCP report.	Accounting	0.50	820.00	\$410.00
12/7/2018	Mark Kemper	Weekly construction update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/7/2018	Mark Kemper	Worked on various seller disclosures and related issues.	Business Analysis / Operations	1.50	435.00	\$652.50
12/7/2018	Mark Kemper	Reviewed basement erosion plan for 800 Stradella.	Business Analysis / Operations	0.50	435.00	\$217.50
12/7/2018	Mark Kemper	Call with Glaser Weil and A Beck to discuss response to buyer and neighbor on Walden property.	Business Analysis / Operations	1.00	435.00	\$435.00
12/7/2018	Mark Kemper	Weekly FA update and workstreams call.	Business Analysis / Operations	1.00	435.00	\$435.00
12/7/2018	Mark Kemper	Discussions with M. Rosenfeld regarding landscaping plans on various properties.	Business Analysis / Operations	0.50	435.00	\$217.50
12/7/2018	Mark Kemper	Prepared all new offers for upload and updated master offer summary.	Business Analysis / Operations	1.50	435.00	\$652.50
12/7/2018	Mark Kemper	Reviewed Monsoon NDA request and discussed with A. Beck.	Business Analysis / Operations	1.50	435.00	\$652.50
12/7/2018	Mark Kemper	Analyzed historical workers comp claims.	Business Analysis / Operations	0.50	435.00	\$217.50
12/7/2018	Marion Fong	Staging site inspection - J. Bridger assets with Vesta.	Business Analysis and Operations	3.50	375.00	\$1,312.50
12/7/2018	Marion Fong	Call with Plus project managers.	Business Analysis and Operations	1.00	375.00	\$375.00
12/7/2018	Marion Fong	HR matters discussion with DSI.	Legal, HR & IT	0.50	375.00	\$187.50
12/7/2018	Marion Fong	Mass contract execution / coordination.	Business Analysis and Operations	0.50	375.00	\$187.50
12/7/2018	Marion Fong	Translation of GL Codes to the business plan model.	Accounting	2.50	375.00	\$937.50
12/7/2018	Marion Fong	Analysis of historical costs by project.	Business Analysis and Operations	2.50	375.00	\$937.50
12/10/2018	David Dachelet	Team weekly operations call; correspondence with P. Huygens updating on status of confirmation.	Legal, HR & IT	1.00	580.00	\$580.00
12/10/2018	Mark Kemper	Meeting with Mass Beverly / Minotti to discuss Forest Knoll design plan.	Business Analysis / Operations	3.00	435.00	\$1,305.00
12/10/2018	Mark Kemper	Meeting with Mass Beverly / Minotti to discuss Loma Vista design plan.	Business Analysis / Operations	1.50	435.00	\$652.50
12/10/2018	Mark Kemper	Worked on Monsoon request for NDA for Oakhurst proof of funds.	Business Analysis / Operations	0.50	435.00	\$217.50
12/10/2018	David Dachelet	Weekly operations team call.	Legal, HR & IT	0.30	580.00	\$174.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/10/2018	Mark Kemper	Meeting with Mass Beverly / Minotti to discuss 1966 Carla Ridge design plan.	Business Analysis / Operations	2.00	435.00	\$870.00
12/10/2018	Mark Kemper	Meeting with Plus Development and M. Rosenfeld to discuss changes to the landscaping plan at 1966 Carla Ridge.	Business Analysis / Operations	1.50	435.00	\$652.50
12/10/2018	Mark Kemper	Weekly Woodbridge internal update meeting with F. Chin.	Business Analysis / Operations	1.00	435.00	\$435.00
12/10/2018	Mark Kemper	Worked on Walden neighbor encroachment claims with A Beck.	Business Analysis / Operations	1.50	435.00	\$652.50
12/10/2018	Marion Fong	Furniture selection / design meeting with Mass Beverly.	Business Analysis and Operations	3.00	375.00	\$1,125.00
12/10/2018	Marion Fong	Carla Ridge landscape walk with Plus.	Business Analysis and Operations	2.00	375.00	\$750.00
12/10/2018	Marion Fong	Review of GL codes and preparation of template for opening balances.	Accounting	1.50	375.00	\$562.50
12/10/2018	Marion Fong	Analysis of historical costs by project.	Business Analysis and Operations	2.50	375.00	\$937.50
12/10/2018	Marion Fong	Budget review and analysis.	Business Analysis and Operations	1.50	375.00	\$562.50
12/11/2018	Paul Huygens	Correspond re professional fee pymts. Review and approve a number of OCP billings (0.5). Review multiple drafts November OCP report and respond to J. Wells with comments, then approve (0.5).	Accounting	1.00	820.00	\$820.00
12/11/2018	Paul Huygens	Review and approve biweekly payroll. Correspond with B. Wise re severance and related questions.	Legal, HR & IT	0.50	820.00	\$410.00
12/11/2018	David Dachelet	Review and consider Samatas redline revisions to settlement agreement; review correspondence A. Beck and counsel regarding same.	Legal, HR & IT	1.50	580.00	\$870.00
12/11/2018	Mark Kemper	Meeting with F. Chin and Klee Tuchin to discuss plan of action regarding possible objection to Madelia sale.	Business Analysis / Operations	1.00	435.00	\$435.00
12/11/2018	Mark Kemper	Worked on strategy to deal with neighbor encroachment issues. Worked on reply to the Walden buyer to address neighbor issue and questions regarding planned changes. Discussions with A. Beck and Plus Development regarding options and new survey.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/11/2018	Mark Kemper	Worked on setting up a data site for First Republic due diligence.	Business Analysis / Operations	3.50	435.00	\$1,522.50
12/11/2018	Mark Kemper	Worked on an official response to the buyer on Walden regarding questions and concern about neighbors claims.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/11/2018	Mark Kemper	Worked on revisions to the LBOA board presentation.	Business Analysis / Operations	2.00	435.00	\$870.00
12/11/2018	David Dachelet	Review status of 277 W Broughton (Riverdale) litigation matter.	Legal, HR & IT	0.50	580.00	\$290.00
12/11/2018	Marion Fong	Cash projection update.	Business Analysis and Operations	2.00	375.00	\$750.00
12/11/2018	Marion Fong	Analysis of project completion dates for furniture purchase planning.	Business Analysis and Operations	1.50	375.00	\$562.50
12/11/2018	Marion Fong	Coding of project cash flows for new Sage GL codes.	Accounting	3.50	375.00	\$1,312.50
12/11/2018	Marion Fong	Budget review and analysis.	Business Analysis and Operations	2.50	375.00	\$937.50
12/11/2018	Marion Fong	Weekly invoice review and approval.	Accounting	1.00	375.00	\$375.00
12/12/2018	Mark Kemper	Meeting with A. Beck, Plus Development and Surveyor at 711 Walden to discuss encroachment issues and possible options.	Business Analysis / Operations	3.50	435.00	\$1,522.50
12/12/2018	Mark Kemper	Prepared board meeting materials for distribution.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/12/2018	Mark Kemper	Updated broker tracking schedule to reflect new changes.	Business Analysis / Operations	1.00	435.00	\$435.00
12/12/2018	Mark Kemper	Worked on responding to due diligence requests from First Republic.	Business Analysis / Operations	1.50	435.00	\$652.50
12/12/2018	Mark Kemper	Weekly call with Financial Advisers and ad hoc groups.	Business Analysis / Operations	1.00	435.00	\$435.00
12/12/2018	Mark Kemper	Call with Glaser Weil to discuss draft letter to Walden neighbor.	Business Analysis / Operations	1.00	435.00	\$435.00
12/12/2018	Mark Kemper	Meeting regarding 4030 Madelia / Lindemann issue.	Business Analysis / Operations	0.50	435.00	\$217.50
12/12/2018	Marion Fong	Internal project issues discussion and update.	Business Analysis and Operations	1.50	375.00	\$562.50
12/12/2018	Marion Fong	Cash projection update.	Business Analysis and Operations	1.50	375.00	\$562.50
12/12/2018	Marion Fong	Invoice review and project budget updates.	Business Analysis and Operations	2.00	375.00	\$750.00
12/12/2018	Marion Fong	Budget review and analysis.	Business Analysis and Operations	2.50	375.00	\$937.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/12/2018	Marion Fong	Corporate G & A coding for new GL codes.	Accounting	1.00	375.00	\$375.00
12/12/2018	Marion Fong	Staging plan assessment.	Business Analysis and Operations	1.50	375.00	\$562.50
12/13/2018	David Dachelet	Review and consider multiple drafts of Walden neighbor response letter from counsel and correspondence of A. Beck and C. Marcus regarding same.	Legal, HR & IT	1.50	580.00	\$870.00
12/13/2018	Mark Kemper	Call with M. Hutchison to discuss Madelia issues.	Business Analysis / Operations	0.50	435.00	\$217.50
12/13/2018	Mark Kemper	Meetings with A. Beck and Glaser Weil to discuss response to Walden neighbor. Reviewed draft letter and provided comments.	Business Analysis / Operations	1.50	435.00	\$652.50
12/13/2018	Mark Kemper	Meetings with Crimson IT to discuss general computer controls, processes and procedures.	Legal, HR & IT	2.00	435.00	\$870.00
12/13/2018	Mark Kemper	Meeting with S. McNulty to discuss property sales process for documenting internal controls.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/13/2018	Mark Kemper	Reviewed weekly broker marketing updates.	Business Analysis / Operations	1.00	435.00	\$435.00
12/13/2018	Mark Kemper	Reviewed Tanager settlement agreement with neighbor.	Business Analysis / Operations	1.00	435.00	\$435.00
12/13/2018	Mark Kemper	Telephone conference with D. Dachelet, F. Chin and A. Beck regarding Walden dispute.	Legal, HR & IT	0.50	435.00	\$217.50
12/13/2018	David Dachelet	Telephone conference with A. Beck regarding Walden dispute and response.	Legal, HR & IT	0.50	580.00	\$290.00
12/13/2018	David Dachelet	Telephone conference with M. Kemper, F. Chin and A. Beck regarding Walden dispute.	Legal, HR & IT	0.50	580.00	\$290.00
12/13/2018	Mark Kemper	Weekly meeting with the board.	Business Analysis / Operations	1.00	435.00	\$435.00
12/13/2018	Mark Kemper	Calls and meeting with brokers to discuss various updates.	Business Analysis / Operations	1.00	435.00	\$435.00
12/13/2018	Marion Fong	Participate in board call.	Business Analysis and Operations	1.50	375.00	\$562.50
12/13/2018	Marion Fong	Effective checklist call and discussion.	Business Analysis and Operations	1.00	375.00	\$375.00
12/13/2018	Marion Fong	IT internal controls meeting and discussion.	Legal, HR & IT	1.50	375.00	\$562.50
12/13/2018	Marion Fong	Update budget based on cash reconciliation.	Business Analysis and Operations	2.00	375.00	\$750.00
12/13/2018	Marion Fong	Weekly invoice review and approval.	Accounting	2.50	375.00	\$937.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/13/2018	Marion Fong	HR matters discussion.	Legal, HR & IT	0.50	375.00	\$187.50
12/13/2018	Marion Fong	Post effective date accounting matters discussion and analysis.	Accounting	0.50	375.00	\$187.50
12/13/2018	Marion Fong	Financing alternatives analysis.	Business Analysis and Operations	1.00	375.00	\$375.00
12/13/2018	Marion Fong	Analysis of payments by vendor – Plus Development.	Business Analysis and Operations	1.00	375.00	\$375.00
12/14/2018	Paul Huygens	Speak with D. Dachelet re status and timing for confirmation.	Legal, HR & IT	0.50	820.00	\$410.00
12/14/2018	Paul Huygens	Review and approve a dozen legal bills.	Accounting	0.50	820.00	\$410.00
12/14/2018	Mark Kemper	Worked on revisions to the board presentation on liquidation basis of accounting.	Business Analysis / Operations	1.50	435.00	\$652.50
12/14/2018	Mark Kemper	Updated master offer summary. Prepared new offer documents for upload to the data site.	Business Analysis / Operations	2.00	435.00	\$870.00
12/14/2018	Mark Kemper	Worked on scheduling site visits for appraisers for First Republic due diligence. Worked on other First Republic diligence requests.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/14/2018	Mark Kemper	Prepared Lago Vista marketing summary for backup to Madelia objection.	Business Analysis / Operations	1.50	435.00	\$652.50
12/14/2018	Mark Kemper	Worked on Walden offer summary for sale motion.	Business Analysis / Operations	1.00	435.00	\$435.00
12/14/2018	David Dachelet	Correspondence with bankruptcy counsel regarding Tanager dispute settlement and motion to approve same.	Legal, HR & IT	0.50	580.00	\$290.00
12/14/2018	Mark Kemper	Worked on various land disclosures for 1 Electra sale.	Business Analysis / Operations	2.00	435.00	\$870.00
12/14/2018	Mark Kemper	Updated loan comparison chart for latest term sheets.	Business Analysis / Operations	1.00	435.00	\$435.00
12/14/2018	David Dachelet	Discuss timing of case closing and pre conditions with P. Huygens.	Legal, HR & IT	0.50	580.00	\$290.00
12/14/2018	Marion Fong	Sales reserve balance analysis.	Business Analysis and Operations	1.00	375.00	\$375.00
12/14/2018	Marion Fong	Wind Down Entity transitional employment documents review.	Legal, HR & IT	0.50	375.00	\$187.50
12/14/2018	Marion Fong	Sage implementation - internal discussions and status update.	Accounting	1.00	375.00	\$375.00
12/14/2018	Marion Fong	Review and approval of a stack of development invoices.	Accounting	2.00	375.00	\$750.00
12/14/2018	Marion Fong	Budget update for approved invoices.	Accounting	2.50	375.00	\$937.50
12/14/2018	Marion Fong	Staging coordination - 11 Jim Bridger.	Business Analysis and	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
			Operations			
12/14/2018	Marion Fong	Broker marketing update and discussion for go-forward strategy.	Business Analysis and Operations	1.00	375.00	\$375.00
12/14/2018	Marion Fong	Post effective operations discussion.	Legal, HR & IT	1.00	375.00	\$375.00
12/17/2018	Paul Huygens	Review and approve a number of legal bills. Confer with E. Skinner re November financials.	Accounting	0.50	820.00	\$410.00
12/17/2018	Mark Kemper	Analysis of 3 separate offers on Trousdale properties.	Business Analysis / Operations	1.00	435.00	\$435.00
12/17/2018	Mark Kemper	Internal discussion regard network issue with QuickBooks and remote desktop.	Legal, HR & IT	1.00	435.00	\$435.00
12/17/2018	Mark Kemper	Reviewed CMS contract and assessed costs of keeping current phone system.	Legal, HR & IT	0.50	435.00	\$217.50
12/17/2018	Mark Kemper	Call with Crimson IT to discuss QuickBooks connection and report writing issue.	Legal, HR & IT	0.50	435.00	\$217.50
12/17/2018	Mark Kemper	Discussion with T. Di Prizito regarding Oakhurst buyers failure to provide POF.	Business Analysis / Operations	0.50	435.00	\$217.50
12/17/2018	Mark Kemper	Weekly update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
12/17/2018	Mark Kemper	Meeting at Compass office regarding broker proposal.	Business Analysis / Operations	4.00	435.00	\$1,740.00
12/17/2018	Marion Fong	Marketing / broker interview meeting at Compass.	Business Analysis and Operations	3.00	375.00	\$1,125.00
12/17/2018	Marion Fong	Post effective operations discussion.	Legal, HR & IT	1.00	375.00	\$375.00
12/17/2018	Marion Fong	Sage implementation - internal discussions and status update.	Accounting	1.00	375.00	\$375.00
12/17/2018	Marion Fong	Budget update for approved invoices.	Accounting	2.00	375.00	\$750.00
12/17/2018	Marion Fong	Plus Development weekly call re: project updates.	Business Analysis and Operations	1.00	375.00	\$375.00
12/17/2018	Marion Fong	Post effective reporting requirements analysis and discussion.	Legal, HR & IT	0.50	375.00	\$187.50
12/17/2018	Marion Fong	HR matters / management.	Legal, HR & IT	0.50	375.00	\$187.50
12/18/2018	Mark Kemper	Appraisal site inspections for First Republic loan underwriting (800 Stradella, 805 Nimes and Owlwood).	Business Analysis / Operations	4.50	435.00	\$1,957.50
12/18/2018	Mark Kemper	Appraisal site inspections for First Republic loan underwriting (Thrasher and Nightingale).	Business Analysis / Operations	3.50	435.00	\$1,522.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/18/2018	Mark Kemper	Meeting with Glaser Weil and A. Beck to discuss response to 711 Walden neighbor. Review of proposed response.	Business Analysis / Operations	1.50	435.00	\$652.50
12/18/2018	Mark Kemper	Worked on board writeup for Trousdale properties.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/18/2018	Marion Fong	Vesta staging tour and revisit of Jim Bridger homes.	Business Analysis and Operations	3.00	375.00	\$1,125.00
12/18/2018	Marion Fong	HR matters / management.	Legal, HR & IT	0.50	375.00	\$187.50
12/18/2018	Marion Fong	Project budget updates and reconciliation with contracts.	Business Analysis and Operations	1.50	375.00	\$562.50
12/18/2018	Marion Fong	Update business plan for revised restructure budget.	Business Analysis and Operations	1.00	375.00	\$375.00
12/18/2018	Marion Fong	Chart of accounts review for new system.	Accounting	1.00	375.00	\$375.00
12/19/2018	Paul Huygens	Meetings with actg staff, M. Kemper and E. Skinner re status of asset sales, November financials and effective date.	Accounting	1.00	820.00	\$820.00
12/19/2018	Mark Kemper	Worked on requests from appraisers working on valuing First Republic collateral.	Business Analysis / Operations	2.00	435.00	\$870.00
12/19/2018	Mark Kemper	Weekly call with financial advisors and ad hoc groups.	Business Analysis / Operations	0.50	435.00	\$217.50
12/19/2018	Mark Kemper	Appraisal site inspections for First Republic loan underwriting (1011 Hillcrest & 1118 Tower).	Business Analysis / Operations	4.00	435.00	\$1,740.00
12/19/2018	Mark Kemper	Appraisal site inspections for First Republic loan underwriting (375 & 385 Trousdale).	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/19/2018	Mark Kemper	Meeting with P. Huygens to discuss various updates.	Accounting	0.50	435.00	\$217.50
12/19/2018	Marion Fong	Financing alternatives and term sheet review.	Business Analysis and Operations	1.00	375.00	\$375.00
12/19/2018	Marion Fong	Furnishing/ design meeting with Mass Beverly.	Business Analysis and Operations	5.00	375.00	\$1,875.00
12/19/2018	Marion Fong	Chart of accounts review and correspondence for new system.	Accounting	2.00	375.00	\$750.00
12/20/2018	Mark Kemper	Review latest board minutes to update board approve price tracking schedule.	Business Analysis / Operations	1.00	435.00	\$435.00
12/20/2018	Mark Kemper	Appraisal site inspections for First Republic loan underwriting (711 Walden and 714 Oakhurst).	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/20/2018	Mark Kemper	Calls with broker to discuss necessary action on Oakhurst and Beverly Grove. Internal discussions to determine deposit releases and amounts.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/20/2018	Mark Kemper	Worked on board materials to be distributed for the weekly meeting. Updated master offer summary and prepared CO lot sales board approval write-up.	Business Analysis / Operations	3.00	435.00	\$1,305.00
12/20/2018	Mark Kemper	Review latest response from 711 Walden neighbors attorney regarding encroachment issues. Internal discussion with A Beck. Started planning to fix encroachment issues with builders team.	Business Analysis / Operations	1.00	435.00	\$435.00
12/20/2018	Mark Kemper	Reviewed and sign off on various CO and CA closing documents.	Business Analysis / Operations	1.00	435.00	\$435.00
12/20/2018	Marion Fong	Board call participation and preparation.	Business Analysis and Operations	1.00	375.00	\$375.00
12/20/2018	Marion Fong	1966 Carla Ridge planning and coordination.	Business Analysis and Operations	1.50	375.00	\$562.50
12/20/2018	Marion Fong	Cash needs analysis over the next few months.	Business Analysis and Operations	1.50	375.00	\$562.50
12/20/2018	Marion Fong	Thrasher remarketing discussions.	Business Analysis and Operations	1.00	375.00	\$375.00
12/20/2018	Marion Fong	Post effective date operations discussions.	Legal, HR & IT	2.00	375.00	\$750.00
12/20/2018	Marion Fong	Analyze and request DIP draw.	Business Analysis and Operations	0.50	375.00	\$187.50
12/20/2018	Marion Fong	Weekly invoice review and approval.	Accounting	2.50	375.00	\$937.50
12/21/2018	Paul Huygens	Review and approve several legal bills (0.3), review and approve monthly DIP lender billing (0.1), correspond with KTBS re monthly OCP report (0.2), and speak with E. Skinner re update on November MOR (0.4).	Accounting	1.00	820.00	\$820.00
12/21/2018	Mark Kemper	Meeting with F. Chin and First Republic regarding open issues and status of financing.	Business Analysis / Operations	1.00	435.00	\$435.00
12/21/2018	Mark Kemper	Worked on preparing latest offers and summary for upload to the data site.	Business Analysis / Operations	1.50	435.00	\$652.50
12/21/2018	Mark Kemper	Meeting with DSI and J. Davis regarding financial statements and other accounting step up issues and status.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/21/2018	Mark Kemper	Meeting with M. Fong and M. Rosenfeld to discuss various property issues.	Business Analysis / Operations	2.00	435.00	\$870.00
12/21/2018	Mark Kemper	Reviewed D & O materials prior to meeting with the board.	Legal, HR & IT	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/21/2018	Mark Kemper	Weekly meeting with board.	Business Analysis / Operations	1.50	435.00	\$652.50
12/21/2018	Mark Kemper	Weekly construction call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
12/21/2018	Mark Kemper	Meeting with DSI and Squar Milner to discuss various audit issues and timing.	Business Analysis / Operations	0.50	435.00	\$217.50
12/21/2018	Marion Fong	Plus Development weekly call.	Business Analysis and Operations	1.00	375.00	\$375.00
12/21/2018	Marion Fong	Accounting policies meeting and discussions.	Accounting	2.50	375.00	\$937.50
12/21/2018	Marion Fong	Review and approval of latest development invoices.	Accounting	2.00	375.00	\$750.00
12/21/2018	Marion Fong	Project budget updates.	Business Analysis and Operations	2.00	375.00	\$750.00
12/21/2018	Marion Fong	Post effective date operations discussions.	Legal, HR & IT	1.50	375.00	\$562.50
12/21/2018	Marion Fong	Meeting with M. Kemper and M. Rosenfeld to discuss various property issues.	Business Analysis and Operations	2.00	375.00	\$750.00
12/26/2018	Paul Huygens	Review and approved weekly payroll. Confer with E. Skinner re November MOR.	Accounting	0.50	820.00	\$410.00
12/26/2018	Mark Kemper	Meeting with Crimson IT to discuss DR plan and other SOX related issues.	Legal, HR & IT	2.50	435.00	\$1,087.50
12/26/2018	Mark Kemper	Reviewed internal control processes from SOX consultant S. McNulty.	Legal, HR & IT	1.50	435.00	\$652.50
12/26/2018	Mark Kemper	Calls and correspondence with M. Noah, DSI and F. Chin to discuss Beverly Grove extension to close and related terms.	Business Analysis / Operations	1.50	435.00	\$652.50
12/26/2018	Mark Kemper	Reviewed and signed off on various closing documents.	Business Analysis / Operations	1.00	435.00	\$435.00
12/26/2018	Mark Kemper	Worked on comparable sales database for SOX internal asset valuation process.	Business Analysis / Operations	2.00	435.00	\$870.00
12/27/2018	Paul Huygens	Review and approve several legal bills. Correspond with actg team re same and November OCP report.	Accounting	0.50	820.00	\$410.00
12/27/2018	Mark Kemper	Worked on comparable sales database for SOX internal asset valuation process.	Business Analysis / Operations	3.00	435.00	\$1,305.00
12/27/2018	Mark Kemper	Call with various brokers for property updates. Discussed closing issue on Oakhurst, Walden and Beverly Grove.	Business Analysis / Operations	1.50	435.00	\$652.50
12/27/2018	Mark Kemper	Worked on responding to requests from major appraisals for First Republic loan.	Business Analysis / Operations	2.00	435.00	\$870.00
12/27/2018	Marion Fong	Site inspection - Thrasher.	Business Analysis and	1.50	375.00	\$562.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
			Operations			
12/27/2018	Marion Fong	Site inspection - Chalon.	Business Analysis and Operations	1.50	375.00	\$562.50
12/28/2018	Paul Huygens	Review and approve for pymt monthly DIP lender stmt. Correspond with E. Skinner re MOR.	Accounting	0.50	820.00	\$410.00
12/28/2018	Mark Kemper	Calls with M. Fong and F. Chin to discuss Chalon easement issue and other property level issues.	Business Analysis / Operations	2.00	435.00	\$870.00
12/28/2018	Mark Kemper	Worked on responding to requests from major appraisals for First Republic loan.	Business Analysis / Operations	2.00	435.00	\$870.00
12/28/2018	Mark Kemper	Worked on Chalon easement issue. Researched records and title reports for more information on neighbor driveway.	Business Analysis / Operations	3.00	435.00	\$1,305.00
12/28/2018	Marion Fong	Review November MOR draft and reconcile to budget.	Business Analysis and Operations	4.50	375.00	\$1,687.50
12/28/2018	Marion Fong	Preparation of 3 Month projection for November MOR.	Business Analysis and Operations	3.50	375.00	\$1,312.50
12/28/2018	Marion Fong	Discussions with operations team re: Thrasher landscaping and staging.	Business Analysis and Operations	0.50	375.00	\$187.50
12/28/2018	Marion Fong	Discussions with operations team re: staging strategies.	Business Analysis and Operations	0.50	375.00	\$187.50
12/28/2018	Marion Fong	Discussion with M. Kemper re: Chalon easement.	Business Analysis and Operations	1.00	375.00	\$375.00
12/30/2018	Paul Huygens	Review first draft November P&L and provide comments to E. Skinner.	Accounting	1.50	820.00	\$1,230.00
12/31/2018	Paul Huygens	Review November monthly and quarterly OCP reports and comment to J. Wells.	Accounting	0.50	820.00	\$410.00
12/31/2018	Paul Huygens	Review and approve monthly DIP lender reporting.	Accounting	0.50	820.00	\$410.00
12/31/2018	Paul Huygens	Review new draft November MOR and approve to file.	Accounting	1.00	820.00	\$820.00
12/31/2018	Mark Kemper	Worked on materials for weekly meeting with the board. Updated master offer summary.	Business Analysis / Operations	2.50	435.00	\$1,087.50
12/31/2018	Mark Kemper	Worked on monthly DIP reporting to Hankey Capital.	Business Analysis / Operations	2.00	435.00	\$870.00
12/31/2018	Mark Kemper	Call with M. Fong to discuss timing of closings.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
12/31/2018	Mark Kemper	Reviewed and commented on cash projection schedule.	Business Analysis / Operations	1.00	435.00	\$435.00
12/31/2018	Mark Kemper	Reviewed and commented on 3 month budget and MOR.	Business Analysis / Operations	2.00	435.00	\$870.00
12/31/2018	Marion Fong	November MOR Review and reconciliation.	Business Analysis and Operations	2.00	375.00	\$750.00
12/31/2018	Marion Fong	Preparation of 3 Month projection for November MOR.	Business Analysis and Operations	2.50	375.00	\$937.50
12/31/2018	Marion Fong	Reconciliation of November actual to budget.	Business Analysis and Operations	2.50	375.00	\$937.50
12/31/2018	Marion Fong	Reconciliation of December cash flows to preliminary actual.	Business Analysis and Operations	2.00	375.00	\$750.00
12/31/2018	Marion Fong	Preparation of Cash projections for board meeting.	Business Analysis and Operations	1.50	375.00	\$562.50
12/31/2018	Marion Fong	Draft 3-month projection review.	Business Analysis and Operations	1.00	375.00	\$375.00

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Airfare/Train	Flights.	\$257.98
Ground Transportation	Transportation and parking fee.	\$53.33
Subtotal		\$311.31
	Airfare/Train Discount	(\$257.98)
Total Expenses		\$53.33

EXPENSE DETAILS

Date	Category	Description	Amount
12/19/2018	Airfare/Train	Southwest Airlines - P. Huygens flight LAS-BUR one-way while traveling for Woodbridge.	257.98
	Airfare/Train Total		\$ 257.98
12/19/2018	Ground Transportation	Yellow Cab - P. Huygens transportation while traveling for Woodbridge.	45.33

Date	Category	Description	Amount
12/19/2018	Ground Transportation	McCarran Intl. Airport - P. Huygens parking while traveling for Woodbridge.	8.00
	Ground Transportation Total		\$ 53.33
		Subtotal	\$ 311.31
		Airfare/Train Discount	\$ (257.98)
		Total Expenses	\$ 53.33