

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: March 21, 2019 at 4:00 p.m. (ET)

**TWELFTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROVINCE, INC., AS OPERATIONAL
AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
JANUARY 1, 2019 THROUGH AND INCLUDING JANUARY 31, 2019**

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:	January 1, 2019 – January 31, 2019 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$200,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$209.04

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

¹ The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors' mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

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
January 1, 2019 – January 31, 2019

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	17.5	\$14,350.00
David Dachelet, Esq.	Director - Bar admission in 1998.	\$580	3.5	\$2,030.00
Mark Kemper	Senior Associate - Corporate restructuring.	\$435	219.5	\$95,482.50
Marion Fong	Real Estate Consultant	\$375	206.5	\$77,437.50
	Subtotal		447.0	\$189,300.00
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Mattson		\$150	5.0	\$750.00
	Subtotal		5.0	\$750.00
			Fee Statement Hours	Total Compensation
	Subtotal		452.0	\$190,050.00
	Travel Time Discount		(2.3)	(\$978.75)
	Grand Total		449.7	\$189,071.25

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Accounting	53.5	\$25,625.00
Business Analysis / Operations	364.0	\$149,040.00
Legal, HR and Risk	30.0	\$13,427.50
Travel (billed at 50%)	2.2	\$978.75
Grand Total	449.7	\$189,071.25

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Ground Transportation	Transportation and parking fee.	\$133.04
Meals	Working meals.	\$76.00
Grand Total		\$209.04

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AND FINANCIAL ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
JANUARY 1, 2019 THROUGH AND INCLUDING JANUARY 31, 2019**

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 *Twelfth Monthly Application of Province, Inc., as Operational and Financial Advisor to the Debtors, for Compensation and for Reimbursement of Expenses for the Period from January 1, 2019 through January 31, 2019* (the “Application”).

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

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\$209.04 for a total allowance of \$200,209.04 and payment of \$160,000.00 (80% of the allowed fees) and reimbursement of \$209.04 (100% of the allowed expenses) for a total payment of \$160,209.04 for the period January 1, 2019 through January 31, 2019 (the “Twelfth 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 Twelfth 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 \$209.04. 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 Twelfth 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 Twelfth Monthly Fee Period.

10. During the Twelfth 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 Twelfth 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 Twelfth Monthly Fee Period is set forth on Exhibit B hereto.

B. Accounting

Fees: \$25,625.00; Total Hours: 53.5

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 Twelfth 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 December 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: \$149,040.00; Total Hours: 364.00

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 Twelfth 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; and
- vii. Preparing discussion materials and corresponding with constituents regarding all of the above.

D. Legal, HR and IT

Fees: \$13,427.50; Total Hours: 30.0

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 Twelfth 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.

E. Travel

Fees: \$978.75 (billed at 50%); Total Hours: 2.2 net (5.0 total)

18. Incorporated within this task code is time incurred by Province personnel while traveling to (i) the Debtors' offices in Sherman Oaks and (ii) general contractors' offices for meetings. Province voluntarily discounted travel time by fifty percent (50%) for all non-working travel time incurred by its professionals

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

19. 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

20. 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.

21. 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 449.7 hours of professional time in this Twelfth 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 Twelfth 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.

22. Province respectfully submits that its flat rate fee is reasonable and that the expenses incurred during the Twelfth 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

23. To the extent time or disbursement charges for services rendered or disbursements incurred relate to this Twelfth 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 Twelfth Monthly Fee Period, Province reserves the right to request additional compensation for such services and reimbursement of expenses in a future application.

CONCLUSION

24. 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 \$209.04 for a total allowance of \$200,209.04; (ii) payment of \$160,209.04 (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: March 1, 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**

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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.
3. The *Twelfth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the*

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

Period from January 1, 2019 through and including January 31, 2019 (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 1st day of March 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 JANUARY 1, 2019 THROUGH JANUARY 31, 2019**

	Hourly Rate	Application Hours	Total Fees
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David Dachelet, Director	\$580	3.5	\$2,030.00
Mark Kemper, Senior Associate	\$435	219.5	\$95,482.50
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Grand Total	449.7	\$189,071.25

BILLING DETAILS

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/2/2019	Mark Kemper	Travel time from Province LA office to Woodbridge office. Travel time from Woodbridge office to Province LA office.	Travel Time	1.00	435.00	\$435.00
1/2/2019	Paul Huygens	Review latest drafts of November monthly and thru November quarterly OCP reports and approve to send to counsel for filing.	Accounting	1.00	820.00	\$820.00
1/2/2019	Mark Kemper	Meeting with F. Chin, Klee Tuchin and Gallagher to discuss D & O options.	Business Analysis / Operations	0.50	435.00	\$217.50
1/2/2019	Mark Kemper	Meeting with F. Chin and Woodbridge team to discuss open issue to address before confirmation.	Business Analysis / Operations	1.50	435.00	\$652.50
1/2/2019	Mark Kemper	Call with F. Chin to discuss 3rd street property and 1011 Hillcrest offer.	Business Analysis / Operations	0.50	435.00	\$217.50
1/2/2019	Mark Kemper	Meetings with F. Chin and M. Fong to discuss action items and broker selections for future properties.	Business Analysis / Operations	1.00	435.00	\$435.00
1/2/2019	Eric Mattson	Review and revise November time and expense entries (0.8). Draft November fee app (1.1). Email to P. Huygens for review (0.1).	Legal, HR, & IT	2.00	150.00	\$300.00
1/2/2019	Mark Kemper	Review of dispute background with neighbor of 711 Walden.	Business Analysis / Operations	0.50	435.00	\$217.50
1/2/2019	Mark Kemper	Weekly call with the board.	Business Analysis / Operations	1.00	435.00	\$435.00
1/2/2019	Mark Kemper	Worked on roles and responsibilities write'-up for board meeting.	Business Analysis / Operations	1.00	435.00	\$435.00
1/2/2019	Mark Kemper	Worked on listing of various action items to be completed prior to confirmation for the board presentation.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/2/2019	Paul Huygens	Review and correspond with A. Mielke re the SRF solutions (TPX Communications) issues, and with B. Feldman re OCP reports.	Accounting	0.50	820.00	\$410.00
1/2/2019	Mark Kemper	Discussion with brokers on closing issues related to Oakhurst, Beverly Grove, Lago Vista, Nimes and Nightingale properties.	Business Analysis / Operations	1.00	435.00	\$435.00
1/2/2019	Marion Fong	WB internal staff meeting.	Business Analysis / Operations	1.00	375.00	\$375.00
1/2/2019	Marion Fong	Operational discussions with MR.	Business Analysis / Operations	1.50	375.00	\$562.50
1/2/2019	Marion Fong	Budget update - Forest Knoll.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/2/2019	Marion Fong	Board call prep and participation.	Business Analysis / Operations	1.50	375.00	\$562.50
1/2/2019	Marion Fong	Accounting / Check Run review.	Accounting	0.50	375.00	\$187.50
1/2/2019	Marion Fong	Staging / furnishing strategy.	Business Analysis / Operations	1.00	375.00	\$375.00
1/2/2019	Marion Fong	Budget update - reconciliation with actual.	Business Analysis / Operations	2.00	375.00	\$750.00
1/3/2019	Mark Kemper	Internal meetings to discuss Sage implementation.	Business Analysis / Operations	1.50	435.00	\$652.50
1/3/2019	Mark Kemper	Meetings with DSI, F. Chin and M. Fong to discuss coordination of work post effective date.	Business Analysis / Operations	1.00	435.00	\$435.00
1/3/2019	Mark Kemper	Calls and internal discussions to determine what work is needed on the retail space at 8124 W 3rd Street.	Business Analysis / Operations	1.50	435.00	\$652.50
1/3/2019	Mark Kemper	Worked on Hillcrest offer with brokers. Prepared board write'-up and bankruptcy addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/3/2019	Paul Huygens	Review draft November fee app and related time entries. Redline and send back to E. Mattson to finalize (1.0). Schedule past and forecast hours and confer with team re same (0.5).	Legal, HR, & IT	1.50	820.00	\$1,230.00
1/3/2019	Paul Huygens	Review TPX invoice analysis and related correspondence. Confer with E. Skinner re November MOR.	Accounting	0.50	820.00	\$410.00
1/3/2019	Mark Kemper	Call with Klee Tuchin and other internal discussion regarding neighbor issue at 711 Walden.	Business Analysis / Operations	1.00	435.00	\$435.00
1/3/2019	Marion Fong	Sage implementation status meeting.	Accounting	1.50	375.00	\$562.50
1/3/2019	Marion Fong	Reporting requirements review and discussion.	Business Analysis / Operations	1.00	375.00	\$375.00
1/3/2019	Marion Fong	HR transition issues.	Legal, HR & IT	1.00	375.00	\$375.00
1/3/2019	Marion Fong	Audit coordination.	Business Analysis / Operations	0.50	375.00	\$187.50
1/3/2019	Marion Fong	Invoice review and approval.	Accounting	3.00	375.00	\$1,125.00
1/3/2019	Marion Fong	Budget reconciliation.	Business Analysis / Operations	2.00	375.00	\$750.00
1/4/2019	David Dachelet	Review status of Samatas settlement agreement; review correspondence regarding same.	Legal, HR, & IT	0.50	580.00	\$290.00
1/4/2019	Mark Kemper	Meeting at Walden with A. Beck, Builders Team and Plus to plan work to remove encroachments.	Business Analysis / Operations	3.00	435.00	\$1,305.00
1/4/2019	Mark Kemper	Meeting with Compass and Mass Beverly to discuss Thrasher relaunch and other future projection.	Business Analysis / Operations	3.50	435.00	\$1,522.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/4/2019	Mark Kemper	Travel time from Province LA office to Woodbridge office. Travel time from Woodbridge office to Province LA office.	Travel Time	1.00	435.00	\$435.00
1/4/2019	Mark Kemper	Weekly construction update call with Plus Development.	Business Analysis / Operations	1.50	435.00	\$652.50
1/4/2019	David Dachelet	Review status of plan confirmation; correspondence with M. Kemper regarding same.	Legal, HR, & IT	0.50	580.00	\$290.00
1/4/2019	Mark Kemper	Meeting at 8124 W 3rd Street to go over planned improvements to the retail space.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/4/2019	Marion Fong	Weekly project status call with Plus D.	Business Analysis / Operations	1.00	375.00	\$375.00
1/4/2019	Marion Fong	Meeting with Mass Beverly.	Business Analysis / Operations	2.50	375.00	\$937.50
1/4/2019	Marion Fong	Meeting with Compass re: Thrasher relaunch.	Business Analysis / Operations	2.00	375.00	\$750.00
1/4/2019	Marion Fong	HR matters / EE handbook.	Legal, HR & IT	0.50	375.00	\$187.50
1/4/2019	Marion Fong	Construction invoice review and approval.	Business Analysis / Operations	2.50	375.00	\$937.50
1/4/2019	Marion Fong	Budget reconciliation.	Business Analysis / Operations	1.50	375.00	\$562.50
1/5/2019	Marion Fong	Employee handbook review and amend.	Legal, HR & IT	1.00	375.00	\$375.00
1/6/2019	Marion Fong	Continue employee handbook review and amend.	Legal, HR & IT	1.00	375.00	\$375.00
1/7/2019	Mark Kemper	Worked on 800 Stradella pricing. Prepared board write'-up for approval to counter buyers offer.	Business Analysis / Operations	2.00	435.00	\$870.00
1/7/2019	Mark Kemper	Reviewed Minotti project budget.	Business Analysis / Operations	0.50	435.00	\$217.50
1/7/2019	Mark Kemper	Worked with brokers on Hillcrest counter offer and addendum.	Business Analysis / Operations	1.50	435.00	\$652.50
1/7/2019	Mark Kemper	Call with M. Hutchison for updates on closings. Discussed status of Madelia bond recovery.	Business Analysis / Operations	0.50	435.00	\$217.50
1/7/2019	Mark Kemper	Meetings with A. Beck and Plus Development to discuss action plan for Walden work.	Business Analysis / Operations	1.50	435.00	\$652.50
1/7/2019	Mark Kemper	Internal meeting to discuss PEO and other HR options post effective date.	Legal, HR, & IT	1.50	435.00	\$652.50
1/7/2019	Mark Kemper	Worked on revised schedule of properties for First Republic.	Business Analysis / Operations	1.00	435.00	\$435.00
1/7/2019	Marion Fong	Furnishing/staging options analysis - internal calls.	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/7/2019	Marion Fong	Call with Mass re: proposal.	Business Analysis / Operations	1.00	375.00	\$375.00
1/7/2019	Marion Fong	Call with Broker re: options for Hidden Hills properties.	Business Analysis / Operations	1.00	375.00	\$375.00
1/7/2019	Marion Fong	HR call re: PEO and healthcare options.	Legal, HR & IT	2.00	375.00	\$750.00
1/7/2019	Marion Fong	Employee handbook review and amend.	Legal, HR & IT	0.50	375.00	\$187.50
1/7/2019	Marion Fong	Project budget update.	Business Analysis / Operations	1.00	375.00	\$375.00
1/8/2019	Mark Kemper	Internal discussions with M. Fong and F. Chin regarding Mass Beverly budget and broker selection.	Business Analysis / Operations	1.50	435.00	\$652.50
1/8/2019	Eric Mattson	Revise November fee app.	Legal, HR, & IT	1.00	150.00	\$150.00
1/8/2019	Mark Kemper	Meeting with DSI and attorneys to discuss all employment agreements and handbook.	Legal, HR, & IT	1.50	435.00	\$652.50
1/8/2019	Mark Kemper	Worked on board presentation deck for in person meeting with the Wind Down Board.	Business Analysis / Operations	3.00	435.00	\$1,305.00
1/8/2019	Paul Huygens	Review and approve biweekly payroll (0.3). Finalize November fee app and confer with counsel re same (0.2).	Legal, HR, & IT	0.50	820.00	\$410.00
1/8/2019	Mark Kemper	Property insurance call with K. Clearman and F. Chin.	Business Analysis / Operations	1.00	435.00	\$435.00
1/8/2019	Mark Kemper	Worked on revised board writeup for Hillcrest approval.	Business Analysis / Operations	1.00	435.00	\$435.00
1/8/2019	Marion Fong	Vesta showroom call.	Business Analysis / Operations	0.50	375.00	\$187.50
1/8/2019	Marion Fong	Mass Beverly meeting.	Business Analysis / Operations	4.50	375.00	\$1,687.50
1/8/2019	Marion Fong	Internal discussions re: strategy.	Business Analysis / Operations	1.00	375.00	\$375.00
1/8/2019	Marion Fong	Sage implementation progress.	Accounting	1.00	375.00	\$375.00
1/8/2019	Marion Fong	Budget reconciliation / reforecast.	Business Analysis / Operations	1.00	375.00	\$375.00
1/9/2019	Mark Kemper	Call with Klee Tuchin regarding Walden indemnification.	Business Analysis / Operations	1.00	435.00	\$435.00
1/9/2019	Mark Kemper	Worked on Dream Crew Management lease and related writeup for board approval.	Business Analysis / Operations	2.00	435.00	\$870.00
1/9/2019	Mark Kemper	Effective date checklist call with Klee Tuchin.	Business Analysis / Operations	1.00	435.00	\$435.00
1/9/2019	Mark Kemper	Meeting with J. Lange regarding Construction Defect Risk Mitigation.	Business Analysis / Operations	1.00	435.00	\$435.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/9/2019	Mark Kemper	Round trip travel time from Province LA office to Woodbridge office.	Travel Time	1.00	435.00	\$435.00
1/9/2019	Mark Kemper	Worked on board presentation deck for in person meeting with the Wind Down Board.	Business Analysis / Operations	2.00	435.00	\$870.00
1/9/2019	Mark Kemper	Prepared board meeting materials for weekly board call.	Business Analysis / Operations	1.50	435.00	\$652.50
1/9/2019	Mark Kemper	Worked on CO lot board approval write'-up.	Business Analysis / Operations	1.50	435.00	\$652.50
1/9/2019	Mark Kemper	Call with F. Chin and First Republic to discuss line of credit.	Business Analysis / Operations	0.50	435.00	\$217.50
1/9/2019	Marion Fong	Cash projection update.	Business Analysis / Operations	2.00	375.00	\$750.00
1/9/2019	Marion Fong	Vesta showroom meeting.	Business Analysis / Operations	2.50	375.00	\$937.50
1/9/2019	Marion Fong	Site visit - Forest Knoll.	Business Analysis / Operations	1.00	375.00	\$375.00
1/9/2019	Marion Fong	Board meeting presentation.	Business Analysis / Operations	1.50	375.00	\$562.50
1/9/2019	Marion Fong	Comparison of sales price assumptions.	Business Analysis / Operations	1.50	375.00	\$562.50
1/9/2019	Marion Fong	Change order analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
1/9/2019	Marion Fong	Effective Date checklist call.	Business Analysis / Operations	1.00	375.00	\$375.00
1/9/2019	Marion Fong	Broker selection discussions.	Business Analysis / Operations	1.00	375.00	\$375.00
1/10/2019	Mark Kemper	Worked on 1312 Beverly Grove closing issues with M. Noah.	Business Analysis / Operations	0.50	435.00	\$217.50
1/10/2019	Mark Kemper	Prepared new addendum for 800 Stradella offer. Updated master offer summary to reflect latest activity.	Business Analysis / Operations	1.00	435.00	\$435.00
1/10/2019	Mark Kemper	Weekly meeting with the board and follow up discussions.	Business Analysis / Operations	1.50	435.00	\$652.50
1/10/2019	Mark Kemper	Worked on board presentation deck for in person meeting with the Wind Down Board.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/10/2019	Mark Kemper	Made modifications to cash flow comparison file. Inserted into the board presentation.	Business Analysis / Operations	1.00	435.00	\$435.00
1/10/2019	Mark Kemper	Round trip travel time from Province LA office to Woodbridge office.	Travel Time	1.00	435.00	\$435.00
1/10/2019	Marion Fong	Board call participation.	Business Analysis / Operations	1.00	375.00	\$375.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/10/2019	Marion Fong	Sales tracking reconciliation to projections.	Business Analysis / Operations	1.00	375.00	\$375.00
1/10/2019	Marion Fong	Board call prep.	Business Analysis / Operations	2.00	375.00	\$750.00
1/10/2019	Marion Fong	Financing options / term sheet.	Business Analysis / Operations	1.00	375.00	\$375.00
1/10/2019	Marion Fong	AP process and policy review and amend.	Accounting	1.00	375.00	\$375.00
1/10/2019	Marion Fong	Business plan reconciliation to actual.	Business Analysis / Operations	2.00	375.00	\$750.00
1/11/2019	Mark Kemper	Reviewed and signed off on closing documents.	Business Analysis / Operations	1.00	435.00	\$435.00
1/11/2019	Paul Huygens	Review and approve a stack of OCP legal bills and confer with payables re same.	Accounting	0.50	820.00	\$410.00
1/11/2019	Mark Kemper	In person meeting with the board to discuss various action items.	Business Analysis / Operations	2.00	435.00	\$870.00
1/11/2019	Mark Kemper	Worked on 800 Stradella disclosure documents.	Business Analysis / Operations	1.50	435.00	\$652.50
1/11/2019	Mark Kemper	Internal discussions regarding broker commission structures and project management fees.	Business Analysis / Operations	2.00	435.00	\$870.00
1/11/2019	Mark Kemper	Prepared latest offer documents for upload to the data site. Sent to DSI for upload.	Business Analysis / Operations	1.50	435.00	\$652.50
1/11/2019	Mark Kemper	Round trip travel time from Province LA office to Woodbridge office.	Travel Time	0.50	435.00	\$217.50
1/11/2019	Mark Kemper	Worked on gathering all surveys, plans and permits in data site for 800 Stradella buyer due diligence.	Business Analysis / Operations	2.00	435.00	\$870.00
1/11/2019	Marion Fong	Meeting with board members @ WB office.	Business Analysis / Operations	2.00	375.00	\$750.00
1/11/2019	Marion Fong	Plus project update call.	Business Analysis / Operations	1.00	375.00	\$375.00
1/11/2019	Marion Fong	Construction invoice review and approval.	Accounting	2.50	375.00	\$937.50
1/11/2019	Marion Fong	Budget reconciliation.	Business Analysis / Operations	2.00	375.00	\$750.00
1/11/2019	Marion Fong	AP outlook analysis for cash forecasting.	Accounting	1.00	375.00	\$375.00
1/14/2019	Mark Kemper	Worked on 800 Stradella issues. Discussion with T. Fridman regarding certain items on prelim title report. Worked with DSI and Plus to clear issues.	Business Analysis / Operations	1.50	435.00	\$652.50
1/14/2019	Paul Huygens	Review and approve legal bills. Confer with M. Kemper re closings and effective date.	Accounting	1.00	820.00	\$820.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/14/2019	Mark Kemper	Prepared 800 Stradella vacant land and other disclosures.	Business Analysis / Operations	2.00	435.00	\$870.00
1/14/2019	Mark Kemper	Reviewed latest draft of employee severance agreement.	Business Analysis / Operations	0.50	435.00	\$217.50
1/14/2019	Mark Kemper	Meeting with Compass broker team to discuss future listing agreement structures.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/14/2019	Mark Kemper	Worked on 8124 W 3rd street lease. Discussions with Y. Sarraf regarding changes to the LOI.	Business Analysis / Operations	1.50	435.00	\$652.50
1/14/2019	Mark Kemper	Reviewed draft of escrow holdback agreement on Walden sale. Calls with A. Beck and S. Breskal to discuss changes.	Business Analysis / Operations	1.00	435.00	\$435.00
1/14/2019	Mark Kemper	Weekly construction update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
1/14/2019	Mark Kemper	Worked on Dream Crew Management LOI.	Business Analysis / Operations	1.00	435.00	\$435.00
1/14/2019	Marion Fong	Actual disbursements analysis and reconciliation.	Accounting	2.50	375.00	\$937.50
1/14/2019	Marion Fong	Board presentation draft review.	Business Analysis / Operations	1.00	375.00	\$375.00
1/14/2019	Marion Fong	Broker / Compass meeting.	Business Analysis / Operations	2.50	375.00	\$937.50
1/14/2019	Marion Fong	Financing draw amount analysis and coordination.	Business Analysis / Operations	1.00	375.00	\$375.00
1/14/2019	Marion Fong	Project budget review with Plus.	Business Analysis / Operations	1.00	375.00	\$375.00
1/14/2019	Marion Fong	GC invoice review and reconciliation.	Accounting	2.00	375.00	\$750.00
1/15/2019	Mark Kemper	Call with M. Noah regarding Hillcrest offer. Reviewed offer submitted to selling brokers.	Business Analysis / Operations	1.00	435.00	\$435.00
1/15/2019	Paul Huygens	Calls with D. Stermer and then with J. Wells re OCP reporting. Also discuss and correspond re December f/s and staffing issue.	Accounting	1.00	820.00	\$820.00
1/15/2019	Mark Kemper	Reviewed 800 Stradella escrow docs and approved.	Business Analysis / Operations	1.00	435.00	\$435.00
1/15/2019	Mark Kemper	Worked on broker exclusive listing agreement term sheet.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/15/2019	Paul Huygens	Review and approved a dozen legal bills. Correspond with YCST re proposed TRX claims and resolution	Accounting	0.50	820.00	\$410.00
1/15/2019	Mark Kemper	Worked on Walden indemnification agreement with A. Beck and Glaser Weil.	Business Analysis / Operations	2.50	435.00	\$1,087.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/15/2019	Mark Kemper	Worked on internal controls issues. Discussions with S. McNulty regarding plan, task list and status.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/15/2019	Marion Fong	HR matters and management.	Legal, HR & IT	1.50	375.00	\$562.50
1/15/2019	Marion Fong	Construction invoice review and approval.	Accounting	2.00	375.00	\$750.00
1/15/2019	Marion Fong	Check run review.	Accounting	0.50	375.00	\$187.50
1/15/2019	Marion Fong	Sage implementation issues resolution.	Accounting	1.00	375.00	\$375.00
1/15/2019	Marion Fong	Internal controls discussion with accounting and construction staff.	Accounting	1.50	375.00	\$562.50
1/15/2019	Marion Fong	Staging contract / coordination.	Business Analysis / Operations	1.50	375.00	\$562.50
1/15/2019	Marion Fong	Business plan update / revisions.	Business Analysis / Operations	1.50	375.00	\$562.50
1/16/2019	Mark Kemper	Internal discussion and modifications of Woodbridge Severance Agreement.	Business Analysis / Operations	1.00	435.00	\$435.00
1/16/2019	Mark Kemper	Prepared materials for distribution for the weekly board meeting.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/16/2019	Mark Kemper	Reviewed 10750 Chalon offer. Worked on board writeup for Chalon offer. Updated master offer summary.	Business Analysis / Operations	1.50	435.00	\$652.50
1/16/2019	Mark Kemper	Meeting re: Mitigation of Construction Defect Exposure with Glaser Weil.	Business Analysis / Operations	1.50	435.00	\$652.50
1/16/2019	David Dachelet	Review and draft comments to Severance Agreement in re: Kristine; consider ADEA issues relative to same.	Legal, HR, & IT	1.00	580.00	\$580.00
1/16/2019	Mark Kemper	Review of Fountain and Fairfax offer. Internal discussion regarding counter price.	Business Analysis / Operations	0.50	435.00	\$217.50
1/16/2019	Mark Kemper	Worked on Aspen Glen 16 Puma board write'-up to approval sale.	Business Analysis / Operations	1.00	435.00	\$435.00
1/16/2019	Marion Fong	Call with Vesta re: direction / strategy.	Business Analysis / Operations	0.50	375.00	\$187.50
1/16/2019	Marion Fong	Restructuring costs update and forecast.	Business Analysis / Operations	1.00	375.00	\$375.00
1/16/2019	Marion Fong	Internal controls discussions with actg staff.	Accounting	1.00	375.00	\$375.00
1/16/2019	Marion Fong	Construction invoice review and approval.	Accounting	2.00	375.00	\$750.00
1/16/2019	Marion Fong	Business plan update and revisions.	Business Analysis / Operations	3.00	375.00	\$1,125.00
1/16/2019	Marion Fong	HR matters.	Legal, HR & IT	0.50	375.00	\$187.50
1/17/2019	Mark Kemper	Call with F. Chin and J. Grauman to discuss tower closing and extension.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/17/2019	Mark Kemper	Worked on 711 Walden indemnification agreement and escrow holdback.	Business Analysis / Operations	1.00	435.00	\$435.00
1/17/2019	Paul Huygens	Review and correspond re special payroll and HR issues. Correspond with E. Skinner re December f/s. Call with F. Chin re HR and effective date matters.	Legal, HR, & IT	1.50	820.00	\$1,230.00
1/17/2019	Mark Kemper	Worked on Project Plan/Task List and Status for Sage and internal controls projection.	Business Analysis / Operations	1.50	435.00	\$652.50
1/17/2019	Mark Kemper	Worked on Current State '- Future State Sales and Marketing presentation.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/17/2019	Mark Kemper	Weekly call with the board and follow up discussion with F. Chin.	Business Analysis / Operations	1.50	435.00	\$652.50
1/17/2019	Mark Kemper	Worked on finalizing 8124 W 3rd st LOI.	Business Analysis / Operations	1.00	435.00	\$435.00
1/17/2019	Mark Kemper	Meetings with J. Davis and S. McNulty to discuss internal controls implementation.	Business Analysis / Operations	2.00	435.00	\$870.00
1/17/2019	Marion Fong	Effective date checklist call.	Business Analysis / Operations	1.00	375.00	\$375.00
1/17/2019	Marion Fong	Board call preparation.	Business Analysis / Operations	2.50	375.00	\$937.50
1/17/2019	Marion Fong	Board call participation.	Business Analysis / Operations	1.00	375.00	\$375.00
1/17/2019	Marion Fong	Review Riverdale updated plan.	Business Analysis / Operations	1.50	375.00	\$562.50
1/17/2019	Marion Fong	Offer review / discussions.	Business Analysis / Operations	0.50	375.00	\$187.50
1/17/2019	Marion Fong	Cash / disbursements analysis.	Accounting	2.00	375.00	\$750.00
1/17/2019	Marion Fong	Check run review and approval.	Accounting	0.50	375.00	\$187.50
1/18/2019	Mark Kemper	Reviewed Woodbridge Viewpoint DBA documents.	Business Analysis / Operations	0.50	435.00	\$217.50
1/18/2019	Mark Kemper	Worked on nightingale HOA extension.	Business Analysis / Operations	0.50	435.00	\$217.50
1/18/2019	Paul Huygens	Correspond with M. Kemper re HR matters, effective date matters and sales/cashflows. Correspond with J. Wells re fee order and holdbacks for all professionals.	Accounting	1.00	820.00	\$820.00
1/18/2019	Mark Kemper	Prepared all new property offers for upload to data site. Update master offer summary to reflect latest transactions.	Business Analysis / Operations	1.50	435.00	\$652.50
1/18/2019	Mark Kemper	Calls with broker regarding backup offer strategy. Worked on Oakhurst counter offer and related addendum.	Business Analysis / Operations	2.00	435.00	\$870.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/18/2019	Mark Kemper	Worked with A. Beck and Glaser Weil on indemnity agreement for Walden buyer. Calls with Klee Tuchin to discuss strategies.	Business Analysis / Operations	2.00	435.00	\$870.00
1/18/2019	Mark Kemper	Calls with F. Chin and S. Jones to discuss Chalon counter. Worked on counter terms and addendum.	Business Analysis / Operations	1.50	435.00	\$652.50
1/18/2019	Mark Kemper	Weekly construction update call with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
1/18/2019	Mark Kemper	Worked on broker performance chart for presentation deck.	Business Analysis / Operations	2.00	435.00	\$870.00
1/18/2019	Marion Fong	Sales and marketing gap analysis.	Business Analysis / Operations	3.00	375.00	\$1,125.00
1/18/2019	Marion Fong	Plus project update call.	Business Analysis / Operations	1.00	375.00	\$375.00
1/18/2019	Marion Fong	Project cost reconciliation and reforecast.	Business Analysis / Operations	2.50	375.00	\$937.50
1/18/2019	Marion Fong	Invoice review and approval.	Accounting	2.00	375.00	\$750.00
1/18/2019	Marion Fong	HR matters.	Legal, HR & IT	0.50	375.00	\$187.50
1/18/2019	Marion Fong	Marketing strategy / plan for Thrasher.	Business Analysis / Operations	1.00	375.00	\$375.00
1/21/2019	Mark Kemper	Worked on 711 Walden assignment and indemnity agreement needed to close sale.	Business Analysis / Operations	1.50	435.00	\$652.50
1/21/2019	Mark Kemper	Property site visits in Trousedale area to assess Hillcrest competition.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/21/2019	Mark Kemper	Worked with D. Tabibian on 3rd st property lease to Drake management company.	Business Analysis / Operations	1.50	435.00	\$652.50
1/21/2019	Mark Kemper	All hands broker and marketing meeting at Compass office.	Business Analysis / Operations	4.50	435.00	\$1,957.50
1/21/2019	Paul Huygens	Review and correspond with D. Stermer and with E. Skinner re 9019 settlement on 50 West.	Legal, HR, & IT	0.50	820.00	\$410.00
1/21/2019	Mark Kemper	Reviewed Chalon contracts for warranty information to provide to buyer.	Business Analysis / Operations	1.00	435.00	\$435.00
1/21/2019	Marion Fong	G&A and Construction invoice review and approval.	Accounting	2.50	375.00	\$937.50
1/21/2019	Marion Fong	Cash forecast assumptions.	Business Analysis / Operations	1.00	375.00	\$375.00
1/21/2019	Marion Fong	Coordination of market research data with Compass.	Business Analysis / Operations	1.00	375.00	\$375.00
1/21/2019	Marion Fong	Historical disbursements analysis.	Business Analysis / Operations	2.00	375.00	\$750.00

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/21/2019	Marion Fong	Business plan update / revisions.	Business Analysis / Operations	2.00	375.00	\$750.00
1/22/2019	Mark Kemper	Worked on getting HOA extension on Nightingale prior to closing.	Business Analysis / Operations	0.50	435.00	\$217.50
1/22/2019	Mark Kemper	Worked on Oakhurst counter offers to secure a backup buyer.	Business Analysis / Operations	1.50	435.00	\$652.50
1/22/2019	Mark Kemper	Worked on preparing post confirmation sale process in flowchart form.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/22/2019	David Dachelet	Review and consider transfer of M. Kemper employment to Woodbridge post effective date.	Legal, HR, & IT	0.50	580.00	\$290.00
1/22/2019	Mark Kemper	Worked on resolving title issues on 800 Stradella.	Business Analysis / Operations	1.50	435.00	\$652.50
1/22/2019	David Dachelet	Review status and counsel report regarding Sagebrook Investments suit.	Legal, HR, & IT	1.00	580.00	\$580.00
1/22/2019	Mark Kemper	Worked on Hillcrest counter offers with G .Levy.	Business Analysis / Operations	1.50	435.00	\$652.50
1/22/2019	Mark Kemper	Worked with broker and M. Sorenson on Tower road extension and Oakhurst addendum.	Business Analysis / Operations	1.00	435.00	\$435.00
1/22/2019	Mark Kemper	Weekly update call with Klee Tuchin, Glaser Weil and management team to discuss effective date issues.	Business Analysis / Operations	1.00	435.00	\$435.00
1/22/2019	Paul Huygens	Review and approve biweekly payroll (0.5). Confer with E. Skinner re December financials (0.5).	Accounting	1.00	820.00	\$820.00
1/22/2019	Mark Kemper	Worked on Chalon counter offer with M. Buchhauer	Business Analysis / Operations	1.00	435.00	\$435.00
1/22/2019	Marion Fong	Thrasher relaunch / marketing planning.	Business Analysis / Operations	0.50	375.00	\$187.50
1/22/2019	Marion Fong	sage implementation / review and update on issues.	Accounting	1.50	375.00	\$562.50
1/22/2019	Marion Fong	Invoice review and approval.	Accounting	2.00	375.00	\$750.00
1/22/2019	Marion Fong	Cash reconciliation.	Accounting	1.00	375.00	\$375.00
1/22/2019	Marion Fong	Budget / cash flow forecast revisions.	Business Analysis / Operations	2.50	375.00	\$937.50
1/22/2019	Marion Fong	Internal staffing and overhead analysis and discussions.	Legal, HR & IT	1.00	375.00	\$375.00
1/23/2019	Mark Kemper	Call with F .Chin and M. Fong to discuss sale process flowchart draft.	Business Analysis / Operations	1.00	435.00	\$435.00
1/23/2019	Mark Kemper	Reviewed Hankey DIP loan extension agreement.	Business Analysis / Operations	0.50	435.00	\$217.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/23/2019	Mark Kemper	Prepared board meeting materials. Worked on approval writeups for Fountain and Fairfax and Hillcrest. Update master offer summary.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/23/2019	Mark Kemper	Discussions with S. McNulty regarding internal controls and construction cost process.	Business Analysis / Operations	1.00	435.00	\$435.00
1/23/2019	Mark Kemper	Worked with Glaser Weil team on notice of cancellation to Oakhurst buyer.	Business Analysis / Operations	1.50	435.00	\$652.50
1/23/2019	Mark Kemper	Call with F. Chin and A. Beck to discuss Hillcrest strategies. Also discussed Carla Ridge drainage issues and letter response to neighbor.	Business Analysis / Operations	1.00	435.00	\$435.00
1/23/2019	Mark Kemper	Regard HR documents including time card, employee handbook, transitional offer letter and employment agreement.	Legal, HR, & IT	1.00	435.00	\$435.00
1/23/2019	Marion Fong	Organizational structure draft / revisions.	Business Analysis / Operations	2.00	375.00	\$750.00
1/23/2019	Marion Fong	Discussion with M. Kemper and F. Chin re: sale process flow chart.	Business Analysis / Operations	1.00	375.00	\$375.00
1/23/2019	Marion Fong	Sales tracking report update.	Business Analysis / Operations	1.00	375.00	\$375.00
1/23/2019	Marion Fong	Cash forecast schedule for board meeting.	Business Analysis / Operations	3.50	375.00	\$1,312.50
1/23/2019	Marion Fong	Sales reporting flow chart.	Business Analysis / Operations	1.00	375.00	\$375.00
1/23/2019	Marion Fong	Carla Ridge project planning.	Business Analysis / Operations	1.00	375.00	\$375.00
1/23/2019	Marion Fong	Internal controls discussion with actg staff.	Accounting	0.50	375.00	\$187.50
1/24/2019	Mark Kemper	Made final revisions to the post effective date sale process flowchart.	Business Analysis / Operations	1.00	435.00	\$435.00
1/24/2019	Mark Kemper	Reviewed First Republic loan documents and provided comments.	Business Analysis / Operations	1.50	435.00	\$652.50
1/24/2019	Mark Kemper	Weekly meeting with the board.	Business Analysis / Operations	1.00	435.00	\$435.00
1/24/2019	Mark Kemper	Meeting with A. Beck and Glaser Weil to discuss letter to Carla Ridge neighbor and status of Walden neighbor.	Business Analysis / Operations	1.50	435.00	\$652.50
1/24/2019	Mark Kemper	Worked on property level description write'-ups for form 10 filing.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/24/2019	Mark Kemper	Worked with brokers to prepare counter offers on Hillcrest, Fountain & Fairfax and Chalon.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/24/2019	Mark Kemper	Woodbridge ' - Effective Date Checklist meeting and follow up.	Business Analysis / Operations	1.00	435.00	\$435.00
1/24/2019	Mark Kemper	Worked with Glaser Weil and A. Beck on response to Oakhurst buyer.	Business Analysis / Operations	1.00	435.00	\$435.00
1/24/2019	Mark Kemper	Worked on response to the buyer regarding Chalon warranties.	Business Analysis / Operations	0.50	435.00	\$217.50
1/24/2019	Marion Fong	Mass meeting re: Thrasher relaunch.	Business Analysis / Operations	2.50	375.00	\$937.50
1/24/2019	Marion Fong	Board call / discussions.	Business Analysis / Operations	1.50	375.00	\$562.50
1/24/2019	Marion Fong	Marketing strategy / brainstorm.	Business Analysis / Operations	1.00	375.00	\$375.00
1/24/2019	Marion Fong	Business plan review.	Business Analysis / Operations	1.50	375.00	\$562.50
1/24/2019	Marion Fong	Post effective date operations planning.	Business Analysis / Operations	1.50	375.00	\$562.50
1/24/2019	Marion Fong	Internal management discussions.	Business Analysis / Operations	1.00	375.00	\$375.00
1/25/2019	Eric Mattson	Review and revise December time and expense entries (1.0). Draft December fee app (0.9). Email to P. Huygens (0.1).	Legal, HR, & IT	2.00	150.00	\$300.00
1/25/2019	Mark Kemper	Weekly construction update meeting with Plus Development.	Business Analysis / Operations	1.00	435.00	\$435.00
1/25/2019	Mark Kemper	Worked on 2019 professionals budget.	Business Analysis / Operations	1.50	435.00	\$652.50
1/25/2019	Mark Kemper	Worked on Hillcrest counter offer.	Business Analysis / Operations	1.50	435.00	\$652.50
1/25/2019	Mark Kemper	Worked on Oakhurst backup offer and cancellation of existing buyer.	Business Analysis / Operations	1.00	435.00	\$435.00
1/25/2019	Mark Kemper	Review of Compass leasing data for board presentation deck.	Business Analysis / Operations	1.50	435.00	\$652.50
1/25/2019	Mark Kemper	Review and internal discussion of Promissory Note, Automatic Debit Addendum and Agreement to Provide Insurance.	Business Analysis / Operations	2.00	435.00	\$870.00
1/25/2019	Paul Huygens	Review and approved DIP lender Jan stmt and several legal bills (0.5). Confer with E. Skinner re actg system transition (0.5)	Accounting	1.00	820.00	\$820.00
1/25/2019	Mark Kemper	Meetings with A. Beck and lawyers to discuss final employee contracts and employee manual.	Business Analysis / Operations	1.50	435.00	\$652.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/25/2019	Marion Fong	Loan document review.	Business Analysis / Operations	2.00	375.00	\$750.00
1/25/2019	Marion Fong	Sage implementation update discussions.	Accounting	1.50	375.00	\$562.50
1/25/2019	Marion Fong	Financial statement / reporting timing discussions / planning.	Business Analysis / Operations	1.00	375.00	\$375.00
1/25/2019	Marion Fong	Business plan update and revisions.	Business Analysis / Operations	1.50	375.00	\$562.50
1/25/2019	Marion Fong	Construction invoice review and approval.	Accounting	1.00	375.00	\$375.00
1/25/2019	Marion Fong	Siena project budget review.	Business Analysis / Operations	0.50	375.00	\$187.50
1/25/2019	Marion Fong	Plus weekly call re: project status.	Business Analysis / Operations	1.00	375.00	\$375.00
1/25/2019	Marion Fong	Mass - fixed furniture contract coordination.	Business Analysis / Operations	1.50	375.00	\$562.50
1/25/2019	Marion Fong	Marketing plan discussions / pricing discussions.	Business Analysis / Operations	1.50	375.00	\$562.50
1/28/2019	Mark Kemper	Meeting with Klee Tuchin and board to discuss transition issues, employment of professionals and coordination between the Trust and Wind'-Down Entities.	Business Analysis / Operations	4.50	435.00	\$1,957.50
1/28/2019	Mark Kemper	Discussion with the board to determine post effective date sales process.	Business Analysis / Operations	1.00	435.00	\$435.00
1/28/2019	Mark Kemper	Meeting with Klee Tuchin and board to discuss effect date issues including DIP payoff, property sales, insurance coverage and transfer of assets to the wind'-down entity.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/28/2019	Mark Kemper	Meeting with Klee Tuchin and board to discuss post effective date regulatory issues and public company filing.	Business Analysis / Operations	2.00	435.00	\$870.00
1/28/2019	Paul Huygens	Call with E. Skinner re December f/s and MOR (0.3). Review and approve 2 OCP legal bills.	Accounting	0.50	820.00	\$410.00
1/28/2019	Paul Huygens	Review and redline draft December fee app and correspond with E. Mattson re same.	Legal, HR, & IT	0.50	820.00	\$410.00
1/28/2019	Marion Fong	Transition meeting - in person Board meeting.	Business Analysis / Operations	7.50	375.00	\$2,812.50
1/28/2019	Marion Fong	Financing meeting with legal and internal team / review term sheet.	Business Analysis / Operations	1.50	375.00	\$562.50
1/29/2019	Mark Kemper	Meeting with Klee Tuchin, F. Chin and the board to discuss form 10 filing and other go public items.	Business Analysis / Operations	3.50	435.00	\$1,522.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/29/2019	Mark Kemper	Worked on preparing internal valuation process for quarterly reporting and SOX compliance.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/29/2019	Mark Kemper	Worked on final sales approval process flowchart.	Business Analysis / Operations	1.50	435.00	\$652.50
1/29/2019	Paul Huygens	Review and correspond re SEC judgement and related press.	Legal, HR, & IT	0.50	820.00	\$410.00
1/29/2019	Mark Kemper	Updated comp database for latest sales over \$20M.	Business Analysis / Operations	1.50	435.00	\$652.50
1/29/2019	Marion Fong	Registration process / issues discussion.	Business Analysis / Operations	1.50	375.00	\$562.50
1/29/2019	Marion Fong	Business plan model reconciliation.	Business Analysis / Operations	3.00	375.00	\$1,125.00
1/29/2019	Marion Fong	Mass - Beverly invoice review.	Business Analysis / Operations	0.50	375.00	\$187.50
1/29/2019	Marion Fong	Thrasher relaunch / marketing discussion.	Business Analysis / Operations	1.00	375.00	\$375.00
1/29/2019	Marion Fong	Sage Implementation meeting.	Accounting	1.50	375.00	\$562.50
1/29/2019	Marion Fong	Staffing plan.	Legal, HR & IT	0.50	375.00	\$187.50
1/30/2019	Mark Kemper	Worked on updating master offer summary and board materials for upcoming meeting.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/30/2019	Mark Kemper	Call with F. Chin and First Republic to discuss line of credit.	Business Analysis / Operations	1.00	435.00	\$435.00
1/30/2019	Mark Kemper	Internal control interviews and discussions with S. McNulty regarding sales and valuation process. Provided backup and screenshots for walk'-through documentation.	Business Analysis / Operations	3.50	435.00	\$1,522.50
1/30/2019	Paul Huygens	Review draft December financials and have call with E. Skinner to go thru questions and comments.	Accounting	1.50	820.00	\$1,230.00
1/30/2019	Mark Kemper	Worked on counter offer responses to Hillcrest and Fountain and Fairfax buyers.	Business Analysis / Operations	1.50	435.00	\$652.50
1/30/2019	Paul Huygens	Review and provide comments to E. Skinner re first draft of December MOR.	Accounting	1.00	820.00	\$820.00
1/30/2019	Marion Fong	Siena - GC transition analysis.	Business Analysis / Operations	3.50	375.00	\$1,312.50
1/30/2019	Marion Fong	Contracting procedures / processes.	Business Analysis / Operations	1.50	375.00	\$562.50
1/30/2019	Marion Fong	Call with First Republic re: financing terms.	Business Analysis / Operations	0.50	375.00	\$187.50
1/30/2019	Marion Fong	Cash forecast update.	Business Analysis / Operations	0.50	375.00	\$187.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/30/2019	Marion Fong	Business plan presentation discussions.	Business Analysis / Operations	2.00	375.00	\$750.00
1/30/2019	Marion Fong	Internal control procedures discussion with E. Skinner.	Accounting	1.00	375.00	\$375.00
1/30/2019	Marion Fong	Business plan model reconciliation.	Business Analysis / Operations	2.00	375.00	\$750.00
1/30/2019	Marion Fong	Sage implementation - reports review.	Accounting	0.50	375.00	\$187.50
1/30/2019	Marion Fong	Sage implementation - training.	Accounting	0.50	375.00	\$187.50
1/31/2019	Mark Kemper	Calls with S. Breskal and F. Chin to discuss Hillcrest addendum changes, Oakhurst buyer response and go forward addendum language.	Business Analysis / Operations	1.00	435.00	\$435.00
1/31/2019	Mark Kemper	Calls with M. Noah to discuss Hillcrest situation.	Business Analysis / Operations	0.50	435.00	\$217.50
1/31/2019	Paul Huygens	Call with E. Skinner re closings, cashflow and DIP, along with system transition and effective date matters	Accounting	0.50	820.00	\$410.00
1/31/2019	Mark Kemper	Worked with brokers on counter offer for 10750 Chalon.	Business Analysis / Operations	1.50	435.00	\$652.50
1/31/2019	Mark Kemper	Worked on Hillcrest counter offer. Calls with G. Levy to discuss terms of counter. Call with buyers attorney A. Zepeda to negotiate terms on seller addendum.	Business Analysis / Operations	2.50	435.00	\$1,087.50
1/31/2019	Mark Kemper	Review of revised employee handbook, IT security, offer letter and transitional offer.	Legal, HR, & IT	2.00	435.00	\$870.00
1/31/2019	Mark Kemper	Worked on Fountain and Fairfax counter offer.	Business Analysis / Operations	1.00	435.00	\$435.00
1/31/2019	Mark Kemper	Reviewed 3 month cash projection and MOR. Discuss sales timing with M. Fong.	Business Analysis / Operations	1.00	435.00	\$435.00
1/31/2019	Paul Huygens	Confer with E. Skinner re open questions on December MOR. Review latest draft and provide comments. Speak briefly with E. Skinner re same.	Accounting	1.00	820.00	\$820.00
1/31/2019	Marion Fong	Mass - Beverly fixed furniture review.	Business Analysis / Operations	3.50	375.00	\$1,312.50
1/31/2019	Marion Fong	Discuss sales timing with M. Kemper.	Business Analysis / Operations	0.50	375.00	\$187.50
1/31/2019	Marion Fong	DIP paydown analysis.	Business Analysis / Operations	0.50	375.00	\$187.50
1/31/2019	Marion Fong	Financing structure analysis / discussions.	Business Analysis / Operations	1.00	375.00	\$375.00
1/31/2019	Marion Fong	Chalon counter.	Business Analysis / Operations	0.50	375.00	\$187.50

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
1/31/2019	Marion Fong	December MOR.	Business Analysis / Operations	4.50	375.00	\$1,687.50
1/31/2019	Marion Fong	Employee Handbook draft.	Legal, HR & IT	0.50	375.00	\$187.50

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Ground Transportation	Transportation and parking fee.	\$133.04
Meals	Working meals.	\$76.00
Grand Total		\$209.04

EXPENSE DETAILS

Date	Category	Description	Amount
1/4/2019	Ground Transportation	Mileage - M. Fong travel to/from Mass Beverly.	17.40
1/4/2018	Ground Transportation	Parking - M. Fong parking while traveling for site visit.	6.00
1/8/2019	Ground Transportation	Mileage - M. Fong travel to/from Mass Beverly.	17.40
1/8/2019	Ground Transportation	Parking - M. Fong parking while traveling for site visit.	4.00
1/9/2019	Ground Transportation	Mileage - M. Fong travel to/from Vesta Showroom.	16.24
1/9/2019	Ground Transportation	Parking - M. Fong parking while traveling for site visit.	4.00
1/24/2019	Ground Transportation	Mileage - M. Fong travel to/from Mass Beverly.	17.40
1/24/2019	Ground Transportation	Parking - M. Fong parking while traveling for Woodbridge.	4.00
1/28/2019	Ground Transportation	Mileage - M. Fong travel to/from board meeting.	23.20
1/31/2019	Ground Transportation	Mileage - M. Fong travel to/from Mass Beverly.	17.40
1/31/2019	Ground Transportation	Parking - M. Fong parking while traveling for site visit.	6.00
	Ground Transportation Total		\$ 133.04
1/18/2019	Meals	Lunch - M. Fong working lunch M. Rosenfeld.	40.14
1/24/2019	Meals	Lunch - M. Fong working lunch M. Rosenfeld and M. Kemper.	35.86
	Meals Total		\$ 76.00
		Subtotal	\$ 209.04

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

In re:

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

Remaining Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: March 21, 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 *Twelfth Monthly Application for Compensation and Reimbursement of Expenses of Province, Inc., as Operational and Financial Advisor to the Debtors, for the Period from January 1, 2019 Through and Including January 31, 2019* (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 \$209.04.

Objections to the Application, if any, are required to be filed on or before **March 21, 2019 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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

¹ The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors' mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

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: March 1, 2019
Wilmington, Delaware

/s/ Betsy L. Feldman

YOUNG CONAWAY STARGATT & TAYLOR,
LLP

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-and-

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