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Attorneys for the Fee Examiner

**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)

Hearing Date: May 1, 2019 at 10:00 a.m. (ET)

Objection Deadline: March 25, 2019 at 4:00 p.m. (ET)

**SECOND QUARTERLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF (A) ELISE S. FREJKA, FEE EXAMINER,
AND (B) FREJKA PLLC, COUNSEL FOR THE FEE EXAMINER,
FOR THE PERIOD FROM MAY 1, 2018 THROUGH JULY 31, 2018**

Name of Applicants:

Elise S. Frejka , Fee Examiner
Frejka PLLC, Counsel for Fee Examiner

Authorized to Provide Professional Services to:

Fee Examiner

Date of Retention:

February 8, 2018 (Order entered April 3,
2018 *nunc pro tunc* to February 8, 2018)

Period for which compensation and reimbursement is sought: May 1, 2018 – July 31, 2018

Amount of Interim Compensation sought as actual, reasonable
and necessary (Fee Examiner): \$67,278.75

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 in these cases, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC.

Amount of Interim Compensation sought as actual, reasonable and necessary (Counsel for the Fee Examiner): \$183,486.00
 Total Fees Sought: \$250,764.75

Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary (Fee Examiner): \$235.32

Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary (Counsel for the Fee Examiner): \$0.00

Total Expenses Sought: \$235.32

This is a: ____ monthly X interim ____ final application

This application includes 3.90 hours and \$936.75 in fees incurred in connection with the preparation of monthly fee applications

PRIOR INTERIM APPLICATIONS

Date Filed	Period Covered	Requested Fees – Fee Examiner	Requested Fees – Counsel for Fee Examiner	Requested Expenses - Fee Examiner	Requested Expenses – Counsel for Fee Examiner	Paid Fees	Paid Expenses
9/12/2018 Dkt. 2554	February 8, 2018 – April 30, 2018	<u>\$82,792.50</u>	<u>\$118,455.00</u>	<u>\$171.88</u>	<u>\$0.00</u>	<u>\$201,247.50</u>	<u>\$171.88</u>
	TOTAL	\$82,792.50	\$118,455.00	\$171.88	\$0.00	\$201,247.50	\$171.88

MONTHLY APPLICATIONS FILED

Elise S. Frejka and Frejka PLLC filed the following monthly applications:

Date Filed	Period Covered	Requested Fees – Fee Examiner	Requested Fees – Counsel for Fee Examiner	Requested Expenses - Fee Examiner	Requested Expenses – Counsel for Fee Examiner	Paid Fees	Paid Expenses
5/02/2018 Dkt. 1714	February 8, 2018 – February 28, 2018	\$44,310.00	\$6,277.50	\$171.88	\$0.00	\$50,587.50	\$171.88
7/24/2018 Dkt. 2234	March 1, 2018 – March 31, 2018	\$30,765.00	\$47,220.00	\$0.00	\$0.00	\$77,985.00	\$0.00
8/10/2018 Dkt. 2315	April 1, 2018 – April 30, 2018	\$7,717.50	\$64,957.50	\$0.00	\$0.00	\$72,675.00	\$0.00
11/09/2018 Dkt. 2955	May 1, 2018 – May 31, 2018	\$26,722.50	\$72,778.50 ²	\$0.00	\$0.00	\$79,600.80	\$0.00
12/11/2018 Dkt. 3157	June 1, 2018 – June 30, 2018	\$28,507.50	\$53,520.00	\$0.00	\$0.00	\$65,622.00	\$0.00

² Frejka PLLC voluntarily reduced its request for compensation by 10% for May 2018.

Date Filed	Period Covered	Requested Fees – Fee Examiner	Requested Fees – Counsel for Fee Examiner	Requested Expenses - Fee Examiner	Requested Expenses – Counsel for Fee Examiner	Paid Fees	Paid Expenses
12/11/2018 Dkt. 3159	July 1, 2018 – July 31, 2018	<u>\$12,048.75</u>	<u>\$57,187.50</u>	<u>\$235.32</u>	<u>\$0.00</u>	<u>\$55,389.00</u>	<u>\$235.32</u>
	TOTAL	\$150,071.25	\$301,941.00	\$407.20	\$0.00	\$401,859.30	\$407.20

FREJKA PLLC PROFESSIONALS & PARAPROFESSIONALS

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 (including Changes)	Total Hours Billed	Total Compensation
Elise S. Frejka	Partner since 2015. Member of the New York Bar since 1991. Primary practice area: Business Restructuring and Reorganization.	\$525.00	127.00	\$67,278.75
		\$262.50	2.30	
Elaine Lane	Associate since 2018. Member of the Missouri Bar since 2002. Primary practice area: Business Restructuring and Reorganization	\$375.00	390.20	\$146,325.00
Edward M. Kennedy	Legal Assistant/Analyst	\$225.00	<u>201.10</u>	<u>\$45,247.50</u>
Total			720.60	\$258,851.25
Discount				(\$8,086.50)
TOTAL				\$250,764.75

Total Fees (All Timekeepers): **\$250,764.75**
Total Hours (All Timekeepers): **720.60**
Blended Rate (All Timekeepers): **\$347.99**

Total Fees (All Attorneys): **\$213,603.75**
Total Hours (All Attorneys): **519.50**
Blended Rate (All Attorneys): **\$411.17**

COMPENSATION BY CATEGORY – ALL TIMEKEEPERS

Project Categories	Total Hours	Total Fees
Fee Examiner – General	128.90	\$47,182.50
Fee Examiner – Fee Statements and Fee Applications	3.90	\$997.50
Berger Singerman LLP	7.50	\$2,497.50
Berkeley Research Group, LLC	4.70	\$1,597.50
Conway MacKenzie, Inc.	13.30	\$5,332.50
Drinker Biddle and Reath LLP	0.10	\$52.50
Dundon Advisors LLC	9.10	\$3,517.50
FTI Consulting, Inc.	63.30	\$21,997.50
Garden City Group, Inc.	9.60	\$3,150.00
Gibson Dunn & Crutcher LLP	88.90	\$36,502.50
Hearing Attendance	1.00	\$525.00
Homer Bonner Jacobs PA	12.60	\$4,305.00
Klee, Tuchin, Bogdanoff & Stern LLP	77.60	\$27,060.00
Non-Working Travel	2.30	\$603.75
Pachulski Stang Ziehl & Jones LLP	73.40	\$24,720.00
Province, Inc.	33.70	\$9,922.50
Venable LLP	82.50	\$30,412.50
Young Conaway Stargatt & Taylor LLP	108.20	\$38,475.00
Total	720.60	\$258,851.25
Discount		(\$8,086.50)
TOTAL		\$250,764.75

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total Expenses</u>
Travel/Amtrak	\$200.00
Travel/Taxi	35.32
TOTAL	\$235.32

COMPENSATION BY CATEGORY – FEE EXAMINER

Project Categories	Total Hours	Total Fees
Fee Examiner – General	32.80	\$17,220.00
Fee Examiner – Fee Statements and Fee Applications	0.40	210.00
Berger Singerman LLP	2.70	1,417.50
Berkeley Research Group, LLC	1.80	945.00
Conway MacKenzie, Inc.	2.60	1,365.00
Drinker Biddle and Reath LLP	0.10	52.50
Dundon Advisors LLC	1.30	682.50
FTI Consulting, Inc.	7.10	3,727.50
Garden City Group, Inc.	2.60	1,365.00
Gibson Dunn & Crutcher LLP	26.10	13,702.50
Hearing Attendance	1.00	525.00
Homer Bonner Jacobs PA	3.40	1,785.00
Klee, Tuchin, Bogdanoff & Stern LLP	9.60	5,040.00
Non-Working Travel	2.30	603.75
Pachulski Stang Ziehl & Jones LLP	16.80	8,820.00
Province, Inc.	2.00	1,050.00
Venable LLP	8.90	4,672.50
Young Conaway Stargatt & Taylor LLP	7.80	4,095.00
TOTAL	129.30	\$67,278.75

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total Expenses</u>
Travel/Amtrak	\$200.00
Travel/Taxi	<u>35.32</u>
TOTAL	\$235.32

COMPENSATION BY CATEGORY – COUNSEL FOR THE FEE EXAMINER

Project Categories	Total Hours	Total Fees
Fee Examiner – General	96.10	\$29,962.50
Fee Examiner – Fee Statements and Fee Applications	3.50	\$787.50
Berger Singerman LLP	4.80	\$1,080.00
Berkeley Research Group, LLC	2.90	\$652.50
Conway MacKenzie, Inc.	10.70	\$3,967.50
Dundon Advisors LLC	7.80	\$2,835.00
FTI Consulting, Inc.	56.20	\$18,270.00
Garden City Group, Inc.	7.00	\$1,785.00
Gibson Dunn & Crutcher LLP	62.80	\$22,800.00
Homer Bonner Jacobs PA	9.20	\$2,520.00
Klee, Tuchin, Bogdanoff & Stern LLP	68.00	\$22,020.00
Pachulski Stang Ziehl & Jones LLP	56.60	\$15,900.00
Province, Inc.	31.70	\$8,872.50
Venable LLP	73.60	\$25,740.00
Young Conaway Stargatt & Taylor LLP	100.40	\$34,380.00
Total	591.30	\$191,572.50
Discount		<u>(\$8,086.50)</u>
TOTAL		\$183,486.00

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**UNITED STATES BANKRUPTCY COURT
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Chapter 11

Case No. 17-12560 (KJC)

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**SECOND QUARTERLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF (A) ELISE S. FREJKA, FEE EXAMINER,
AND (B) FREJKA PLLC, COUNSEL FOR THE FEE EXAMINER,
FOR THE PERIOD FROM MAY 1, 2018 THROUGH JULY 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and in accordance with that certain *Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Dkt. No. 525] (the “Fee Examiner Order”), that certain *Order Authorizing the Employment and Retention of Frejka PLLC as Counsel to the Fee Examiner Nunc Pro Tunc to February 8, 2018*

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 in these cases, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

[Dkt. No. 891] (the “Retention Order”), and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Dkt. No. 261] (the “Interim Compensation Order”), Elise S. Frejka (the “Fee Examiner”) and the law firm of Frejka PLLC (“Frejka PLLC”) hereby apply (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as the Fee Examiner and counsel to the Fee Examiner in the above-captioned cases. By this Application, (a) the Fee Examiner seeks an interim allowance of fees in the amount of \$67,278.75 as compensation for professional services rendered, together with reimbursement of actual and necessary expenses incurred in the amount of \$235.32, and (b) Frejka PLLC seeks an interim allowance of fees in the amount of \$183,486.00 as compensation for professional services rendered, both for the interim period May 1, 2018 through and including July 31, 2018 (the “Interim Fee Period”). In support of this Application, the Fee Examiner and Frejka PLLC respectfully represent as follows:

BACKGROUND

1. On December 4, 2017 (the “Petition Date”), all but fourteen of the Debtors commenced voluntary cases under chapter 11 of title 11 of the United States Code, as amended (the “Bankruptcy Code”). Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2017, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtors’ Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Rule 1015-1 of the Local Bankruptcy Practice and Procedure of

the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). As of the date hereof, no trustee or examiner has been appointed in these Chapter 11 Cases.

3. On December 14, 2017, the Acting United States Trustee for Region 3 (the “U.S. Trustee”), appointed an official committee of unsecured creditors (the “Committee”) [Dkt. No. 79]. On January 23, 2018, the Court held a hearing to resolve, among other things, two motions to appoint a chapter 11 trustee, and entered an order approving the settlement reached between the Debtors and other parties in interest (the “Settlement Order”) and incorporated a term sheet (the “Term Sheet”) [Dkt. No. 357]. The terms of the settlement provided for, among other things, the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”). On August 22, 2018, the Debtors filed the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors [Dkt. No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”). On October 26, 2018, the Court entered an order confirming the Plan [Dkt. No. 2903]. The Plan went effective on February 15, 2019.

4. On February 8, 2018, the Court entered the Fee Examiner Order appointing the Fee Examiner and authorized the Fee Examiner to be compensated on an hourly basis and to be reimbursed for actual and necessary out of pocket expenses.

5. On April 3, 2018, the Court entered the Retention Order authorizing the retention and employment of Frejka PLLC as counsel to the Fee Examiner and authorized Frejka PLLC to be compensated on an hourly basis and to be reimbursed for actual and necessary out of pocket expenses.

6. All services for which compensation is requested herein by the Fee Examiner and Frejka PLLC were performed for or on behalf of the Fee Examiner or by the Fee Examiner.

**APPLICATION OF THE FEE EXAMINER AND FREJKA PLLC FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Compensation Paid and Its Source

7. The monthly fee applications (the “Monthly Fee Applications”) for the period May 1, 2018 through July 31, 2018 of the Fee Examiner and Frejka PLLC have been filed and served pursuant to the Fee Examiner Order and the Retention Order.

8. On November 9, 2018, Frejka PLLC and the Fee Examiner filed the Fourth Monthly Application of (a) Elise S. Frejka, Fee Examiner, and (b) Frejka PLLC, Counsel for the Fee Examiner, for Interim Compensation for Services Renderd and Reimbursement of Expenses for the Period May 1, 2018 through May 31, 2018 [Dkt. No. 2955] (the “Fourth Monthly Fee Application”) requesting \$99,501.00 in fees and \$0.00 in expenses. Frejka PLLC received partial payment on account of the Fourth Monthly Fee Application in the aggregate amount of \$79,600.80.

9. On December 11, 2018, Frejka PLLC and the Fee Examiner filed the Fifth Monthly Application of (a) Elise S. Frejka, Fee Examiner, and (b) Frejka PLLC, Counsel for the Fee Examiner, for Interim Compensation for Services Renderd and Reimbursement of Expenses for the Period June 1, 2018 through June 30, 2018 [Dkt. No. 3157] (the “Fifth Monthly Fee Application”) requesting \$82,027.50 in fees and \$0.00 in expenses. Frejka PLLC received partial payment on account of the Second Monthly Fee Application in the aggregate amount of \$65,622.00.

10. On December 11, 2018, Frejka PLLC and the Fee Examiner filed the Sixth Monthly Application of (a) Elise S. Frejka, Fee Examiner, and (b) Frejka PLLC, Counsel for the Fee Examiner, for Interim Compensation for Services Renderd and Reimbursement of Expenses for the Period July 1, 2018 through July 31, 2018 [Dkt. No. 3159] (the “Sixth Monthly Fee

Application”) requesting \$69,236.25 in fees and \$235.32 in expenses. Frejka PLLC received partial payment on account of the Third Monthly Fee Application in the aggregate amount of \$55,389.00.

11. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by the Fee Examiner and Frejka PLLC during the periods covered by such applications as well as other detailed information required to be included in fee applications.

Requested Relief

12. By this Application, Frejka PLLC and the Fee Examiner request that the Court approve payment of one hundred percent (100%) of the fees and expenses incurred by Frejka PLLC and the Fee Examiner during the Interim Fee Period.

13. All services for which Frejka PLLC and the Fee Examiner request compensation were performed for or on behalf of the Debtors’ estates.

14. Frejka PLLC and the Fee Examiner have received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Frejka PLLC, the Fee Examiner and any other person other than the professionals of Frejka PLLC for the sharing of compensation to be received for services rendered in these cases. Neither the Fee Examiner nor Frejka PLLC received a retainer in these cases.

15. The professional services and related expenses for which Frejka PLLC and the Fee Examiner request interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of Frejka PLLC’s

professional responsibilities as attorneys for the Fee Examiner. The services have been necessary and beneficial to the Debtors' estates, creditors and other parties in interest.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Frejka PLLC and the Fee Examiner are fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, the Fee Examiner and Frejka PLLC have reviewed the requirements of Del. Bankr. LR 2016-2, the Fee Examiner Order and the Retention Order and believe that this Application complies with such Rule and Orders.

Statement from the Fee Examiner and Frejka PLLC

17. Pursuant to the Appendix B Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases, Frejka PLLC and the Fee Examiner collectively respond to the following questions regarding the Application:

Question	Yes	No	Additional Explanation or Clarification
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	Yes		Hourly rates, consistent with firm practice, will remain constant for the duration of the engagement.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?		No	Fees were within budget.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?		No	

Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?		No	
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.		No	
If the fee application includes any rate increases since retention in these Cases: <ul style="list-style-type: none"> i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? 		No	Hourly rates, consistent with firm practice, will remain constant for the duration of the engagement.

WHEREFORE, Frejka PLLC and the Fee Examiner respectfully requests that the Court enter an order, substantially in the form attached hereto, (i) providing that an interim allowance be made to (a) the Fee Examiner for the period from May 1, 2018 through July 31, 2018 in the amount of \$67,278.75 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$235.32, and (b) Counsel for the Fee Examiner for the period from May 1, 2018 through July 31, 2018 in the amount of \$183,486.00 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$0.00, for a total of \$251,000.07; (ii) that the Debtors be authorized and directed to pay to Frejka PLLC the outstanding amounts; and (iii) for such other and further relief as may be just and proper.

Dated: New York, New York
March 5, 2019

FREJKA PLLC

/s/ Elise S. Frejka

Elise S. Frejka

420 Lexington Avenue - Suite 310

New York, New York 10170

Phone: (212) 641-0800

Facsimile: (212) 641-0820

Attorneys for the Fee Examiner

VERIFICATION

I, Elise S. Frejka, hereby certify that:

1. I am a member of Frejka PLLC and the Fee Examiner in the above-captioned cases.
2. I have personally performed many of the legal services rendered and am familiar with all other work performed on behalf of the attorneys and staff at Frejka PLLC.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and submit that this Application substantially complies with such Rule.

Dated: New York, New York
March 5, 2019

/s/ Elise S. Frejka
Elise S. Frejka

EXHIBIT A**Customary and Comparable Disclosures with Fee Applications**

Category of Timekeeper	BILLED OR COLLECTED Firm or office preceding year, excluding bankruptcy	BILLED in this fee application
Partner	\$0.00	\$67,278.75
Associate	\$0.00	\$146,325.00
Legal Assistant	<u>\$0.00</u>	<u>\$45,247.50</u>
All timekeepers aggregated	\$0.00	\$258,851.25

EXHIBIT B**Summary of Timekeepers Included in this Fee Application**

Name	Title	Department	Date of First Admission	Fees Billed in this Application(s)	Hours Billed in this Application	Hourly Rate Billed in the Application Period	Number of Rate Increases Since Case Inception
Elise S. Frejka	Partner	Bankruptcy	1991	\$67,278.75	129.30	\$525.00	0
Elaine Lane	Associate	Bankruptcy	2002	\$146,325.00	390.20	\$375.00	0
Edward M. Kennedy	Legal Assistant	Bankruptcy		<u>\$45,247.50</u>	<u>201.10</u>	\$225.00	0
Grand Total				\$258,851.25	720.60		

EXHIBIT C**Budget and Staffing Plan**

	BUDGETED AMOUNT (\$)			
	May	June	July	Application Period
Total Fees	\$100,000.00	\$100,000.00	\$100,000.00	\$300,000.00
PROFESSIONAL RATES				
Professional	May	June	July	Application Period
Elise S. Frejka	\$525.00	\$525.00	\$525.00	\$525.00
Elaine Lane	\$375.00	\$375.00	\$375.00	\$375.00
Edward M. Kennedy	\$225.00	\$225.00	\$225.00	\$225.00
ACTUAL HOURS				
Professional	May	June	July	Application Period
Elise S. Frejka	50.90	54.30	24.10	129.30
Elaine Lane	175.20	112.00	103.00	390.20
Edward M. Kennedy	67.40	51.20	82.50	201.10
Total	293.50	217.50	209.60	720.60
ACTUAL FEES				
Professional	May	June	July	Application Period
Elise S. Frejka	\$26,722.50	\$28,507.50	\$12,048.75	\$67,278.75
Elaine Lane	\$65,700.00	\$42,000.00	\$38,625.00	139,755.00
Edward M. Kennedy	\$15,165.00	\$11,520.00	\$18,562.50	43,731.00
Total	\$107,587.50	\$82,027.50	\$69,236.25	\$258,851.25
Discount				(\$8,086.50)
TOTAL				\$250,764.75

EXHIBIT D**Summary of Compensation Requested by Project Category – All Timekeepers**

Project Categories	Total Hours	Total Fees
Fee Examiner – General	128.90	\$47,182.50
Fee Examiner – Fee Statements and Fee Applications	3.90	\$997.50
Berger Singerman LLP	7.50	\$2,497.50
Berkeley Research Group, LLC	4.70	\$1,597.50
Conway MacKenzie, Inc.	13.30	\$5,332.50
Drinker Biddle and Reath LLP	0.10	\$52.50
Dundon Advisors LLC	9.10	\$3,517.50
FTI Consulting, Inc.	63.30	\$21,997.50
Garden City Group, Inc.	9.60	\$3,150.00
Gibson Dunn & Crutcher LLP	88.90	\$36,502.50
Hearing Attendance	1.00	\$525.00
Homer Bonner Jacobs PA	12.60	\$4,305.00
Klee, Tuchin, Bogdanoff & Stern LLP	77.60	\$27,060.00
Non-Working Travel	2.30	\$603.75
Pachulski Stang Ziehl & Jones LLP	73.40	\$24,720.00
Province, Inc.	33.70	\$9,922.50
Venable LLP	82.50	\$30,412.50
Young Conaway Stargatt & Taylor LLP	<u>108.20</u>	<u>\$38,475.00</u>
Total	720.60	\$258,851.25
Discount		<u>(\$8,086.50)</u>
TOTAL		\$250,764.75

Summary of Compensation Requested by Project Category – Fee Examiner

Project Categories	Total Hours	Total Fees
Fee Examiner – General	32.80	\$17,220.00
Fee Examiner – Fee Statements and Fee Applications	0.40	210.00
Berger Singerman LLP	2.70	1,417.50
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Homer Bonner Jacobs PA	3.40	1,785.00
Klee, Tuchin, Bogdanoff & Stern LLP	9.60	5,040.00
Non-Working Travel	2.30	603.75
Pachulski Stang Ziehl & Jones LLP	16.80	8,820.00
Province, Inc.	2.00	1,050.00
Venable LLP	8.90	4,672.50
Young Conaway Stargatt & Taylor LLP	7.80	4,095.00
Total	129.30	\$67,278.75

Summary of Compensation Requested by Project Category – Counsel for the Fee Examiner

Project Categories	Total Hours	Total Fees
Fee Examiner – General	96.10	\$29,962.50
Fee Examiner – Fee Statements and Fee Applications	3.50	\$787.50
Berger Singerman LLP	4.80	\$1,080.00
Berkeley Research Group, LLC	2.90	\$652.50
Conway MacKenzie, Inc.	10.70	\$3,967.50
Dundon Advisors LLC	7.80	\$2,835.00
FTI Consulting, Inc.	56.20	\$18,270.00
Garden City Group, Inc.	7.00	\$1,785.00
Gibson Dunn & Crutcher LLP	62.80	\$22,800.00
Homer Bonner Jacobs PA	9.20	\$2,520.00
Klee, Tuchin, Bogdanoff & Stern LLP	68.00	\$22,020.00
Pachulski Stang Ziehl & Jones LLP	56.60	\$15,900.00
Province, Inc.	31.70	\$8,872.50
Venable LLP	73.60	\$25,740.00
Young Conaway Stargatt & Taylor LLP	100.40	\$34,380.00
Total	591.30	\$191,572.50
Discount		<u>(\$8,086.50)</u>
TOTAL		\$183,486.50

EXHIBIT E**SUMMARY COVER SHEET OF FEE APPLICATION – FEE EXAMINER**

Name of applicant:	Elise S. Frejka/Frejka PLLC
Name of client:	Fee Examiner

Time period covered by this application:	May 1, 2018 – July 31, 2018 ¹
Total compensation sought this period:	\$67,278.75
Total expenses sought this period:	\$235.32
Petition date:	December 4, 2017
Retention date:	N/A
Date of order approving employment	April 3, 2018
Total fees approved by interim order to date	\$82,792.50
Total expenses approved by interim order to date	\$171.88
Total allowed fees paid to date	\$82,792.50
Total allowed expenses paid to date	\$171.88
Blended rate in this application for all attorneys	\$575.00
Blended rate in this application for all timekeepers	\$575.00
Fees sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$53,823.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$171.88
Number of professionals included in this application	1
If applicable, number of professionals in this application not included in staffing plan approved by client	None
If applicable, difference between fees budgeted and compensation sought for this period	Within Budget
Number of professionals billing fewer than 15 hours to the case during this period	0
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

¹ The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

SUMMARY COVER SHEET OF FEE APPLICATION – COUNSEL FOR THE FEE EXAMINER

Name of applicant:	Frejka PLLC
Name of client:	Counsel for the Fee Examiner

Time period covered by this application:	May 1, 2018 – July 31, 2018 ¹
Total compensation sought this period:	\$183,486.00
Total expenses sought this period:	\$0.00
Petition date:	December 4, 2017
Retention date:	Nunc Pro Tunc to February 8, 2018
Date of order approving employment	April 3, 2018
Total fees approved by interim order to date	\$118,455.00
Total expenses approved by interim order to date	\$0.00
Total allowed fees paid to date	\$118,455.00
Total allowed expenses paid to date	\$0.00
Blended rate in this application for all attorneys	\$375.00
Blended rate in this application for all timekeepers	\$310.31
Fees sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$146,788.80
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in this application	2
If applicable, number of professionals in this application not included in staffing plan approved by client	None
If applicable, difference between fees budgeted and compensation sought for this period	Within Budget
Number of professionals billing fewer than 15 hours to the case during this period	0
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

¹ The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

EXHIBIT F

**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)

Hearing Date: May 1, 2019 at 10:00 a.m. (ET)

Objection Deadline: March 25, 2019 at 4:00 p.m. (ET)

**ORDER GRANTING SECOND QUARTERLY APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF (A) ELISE S.
FREJKA, FEE EXAMINER, AND (B) FREJKA PLLC, COUNSEL FOR THE FEE
EXAMINER, FOR THE PERIOD FROM MAY 1, 2018 THROUGH JULY 31, 2018**

Elise S. Frejka (the “Fee Examiner”) and Frejka PLLC, as counsel for the Fee Examiner, filed the Second Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from May 1, 2018 through July 31, 2018 (the “Second Quarterly Application”). The Court has reviewed the Second Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Second Quarterly Application, and any hearing on the Second Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Second Quarterly Application. Accordingly, it is hereby

ORDERED that the Second Quarterly Application is GRANTED, on an interim basis.

The Debtors in the above cases shall pay to Frejka PLLC the sum of \$250,764.75 as

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 in these cases, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$235.32 for a total of \$251,000.07 for services rendered and disbursements incurred by Frejka PLLC and the Fee Examiner for the period May 1, 2018 through July 31, 2018, less any amounts previously paid in connection with the monthly fee applications.

Dated: May __, 2019
Wilmington, Delaware

The Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT A

Professional/Role	Interim Fee Period/Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
Elise S. Frejka/ <i>Fee Examiner</i>	5/01/18 – 7/31/18 [D.I.]	\$67,278.75	\$235.32	\$53,823.00	\$235.32	\$13,455.75
Frejka PLLC/ <i>Counsel to the Fee Examiner</i>	5/01/18 – 7/31/18 [D.I.]	\$183,486.00	\$0.00	\$146,788.80	\$0.00	\$36,697.20

**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)

Hearing Date: May 1, 2019 at 10:00 a.m. (ET)

Objection Deadline: March ;25, 2019 at 4:00 p.m. (ET)

NOTICE OF SECOND QUARTERLY FEE APPLICATION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DEBTORS; (III) COUNSEL TO THE DIP LENDER; (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (V) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (VI) COUNSEL FOR THE AD HOC UNITHOLDER GROUP, (VII) COUNSEL TO THE SECURITIES AND EXCHANGE COMMISSION, AND (VIII) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that pursuant to that certain *Order Establishing Interim Compensation Procedures* [Dkt. No. 261] (the “Interim Compensation Order”), the Second Quarterly Application for Compensation and Reimbursement of Expenses of (A) Elise S. Frejka, Fee Examiner, and (B) Frejka PLLC, Counsel for the Fee Examiner, for the Period from May 1, 2018 through July 31, 2018 has been filed with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, the Debtors were authorized to pay on an interim basis 80% of the amount of compensation requested and 100% of the amount requested for reimbursement of expenses without further order of the Court upon the expiration of a 20-day objection period.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application are to be filed and served on the affected professional and the parties set forth in the Interim Compensation Order on or before **March 25, 2019 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, a hearing to consider approval of the Fee Request will be held before the Honorable Kevin J. Carey in the United States Bankruptcy Court

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 in these cases, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801, on **May 1, 2019 at 10:00 a.m. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THEN THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: New York, New York
March 5, 2019

FREJKA PLLC

/s/ Elise S. Frejka

Elise S. Frejka
420 Lexington Avenue - Suite 310
New York, New York 10170
Phone: (212) 641-0800
Facsimile: (212) 641-0820

Attorneys for the Fee Examiner