

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

In re:	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRI GE GROUP OF COMPANIES LLC, <i>et al.</i> ¹	:	Jointly Administered
	:	
Debtors.	:	Obj. Deadline: April 17, 2019@ 4:00 p.m. (ET)
	:	Hearing Date: Only as Required

**SUMMARY OF ELEVENTH MONTHLY FEE APPLICATION OF VENABLE LLP
AS COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF
UNITHOLDERS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Name of Applicant:	Venable LLP
Authorized to Provide Professional Services to:	Official Ad Hoc Committee of Unitholders
Date of Retention:	February 15, 2018 (<i>Nunc Pro Tunc</i> to January 23, 2018)
Period for which compensation and reimbursement is sought:	December 1, 2018 through December 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$19,790.00 ²
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00

This is an: monthly ___ interim ___ final application.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² The amount of fees sought in this application reflects a voluntary reduction of \$9,234.50 or 31.8%.

PRIOR APPLICATIONS FILED

Date Filed/ Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees to Date	Approved Expenses to Date	Court Order/CNO Filed
3/29/18; Dkt. No. 861	1/23/18 to 2/28/18	\$733,127.75	\$27,134.27			7/9/18; Dkt. No. 2123
4/27/18; Dkt. Nos. 1682 & 1683	First Interim Period – 1/23/18 to 2/28/18			\$728,799.00	\$25,901.57	7/9/18; Dkt. No. 2123
4/24/18; Dkt. No. 1624	3/1/18 to 3/31/18	\$513,200.75	\$17,413.30			5/16/18; Dkt. No. 1810
5/24/18 Dkt. No. 1861	4/1/18 to 4/30/18	\$165,154.00	\$1,534.34			6/28/18; Dkt. No. 2058
7/9/18 79143Dkt. No. 2127	5/1/18 to 5/31/18	\$246,676.00	\$5,957.58			7/31/18; Dkt No. 2255
7/19/18; Dkt. Nos. 2202 & 2203	Second Interim Period – 3/1/18 to 5/31/18			\$925,030.75	\$24,905.22	10/22/18; Dkt. No. 2846
7/19/18 Dkt. No. 2204	6/1/18 to 6/30/18	\$136,534.00	\$37.00	\$109,227.20	\$37.00	8/13/18; Dkt. No. 2331
8/20/18 Dkt. No. 2375	7/1/18 to 7/31/18	\$143,142.25	\$1,364.16	\$114,513.80	\$1,364.16	8/24/18; Dkt. No. 2672
10/1/18 Dkt. No. 2700	8/1/18 to 8/31/18	\$51,565.25	\$440.45	\$41,252.20	\$440.45	10/24/18; Dkt. No. 2872
10/24/18 Dkt. No. 2876	9/1/18 to 9/30/18	\$61,913.50	\$2,113.35	\$49,530.80	\$2,113.35	11/19/18; Dkt. No. 3031
10/24/18 Dkt. Nos. 2874 & 2875	Third Interim Period – 6/1/18 to 8/31/18			\$330,920.50	\$1,841.61	1/18/19; Dkt. No. 3339
12/18/18 Dkt. No. 3193	10/1/18 to 10/31/18	\$79,130.50	\$2,133.70	\$63,304.40	\$2,133.70	3/7/19; Dkt. No. 3469
3/8/19 Dkt. No. 3470	11/1/18 to 11/30/18	\$35,522.50	\$723.03	\$28,418.00	\$724.03	To be filed on April 1, 2019

COMPENSATION BY INDIVIDUAL

Timekeeper	Position	Practice Group	Rate	Hours	Amount
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	7.30	\$9,088.50
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	0.70	\$584.50
Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	11.80	\$9,027.00
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014. Member of the Delaware bar since 2006.	\$650.00	1.40	\$910.00
Anne C. Ceres	Paralegal	Joined the firm as a temporary paralegal in 2018	\$225.00	0.80	\$180.00
GRAND TOTAL				22.00	\$19,790.00
BLENDED RATE:			\$899.55		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
(WB05) Communications with Debtors/advisors/other committees	1.40	\$1,120.00
(WB06) Plan formulation consultation and analysis	7.30	\$9,088.50
(WB07) Investigate conduct, assets, liabls, financial cond., bus ops, case cont.	0.30	\$229.50
(WB08) Other services	0.70	\$535.50
(WB10) Communications with Unitholders	2.10	\$1,526.00
(WB11) Retention and fee applications	6.60	\$4,536.50
(WB12) Hearing attendance	3.60	\$2,754.00
TOTAL:	22.00	\$19,790.00

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

In re:	:
	: Chapter 11
WOODBRIIDGE GROUP OF	: Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> ¹	:
	: Jointly Administered
	:
Debtors.	: Obj. Deadline: April 17, 2019 @ 4:00 p.m. (ET)
	: Hearing Date: Only as Required
	:

**ELEVENTH MONTHLY FEE APPLICATION OF VENABLE LLP AS COUNSEL
TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FROM
DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Pursuant to sections 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 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”), the law firm of Venable LLP (“Venable”) seeks reasonable compensation for professional legal services rendered as counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases (the “Cases”) of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of unitholders of various Debtors, in the

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

amount of \$19,790.00, for the period commencing December 1, 2018 through and including December 31, 2018 (the “Fee Period”). Pursuant to the order of this Court dated January 9, 2018 [Dkt. No. 261] (the “Compensation Order”), Venable seeks 80% reimbursement of its total reasonable and necessary fees incurred, in the amount of \$15,832.00, for the Fee Period. In support of its Application, Venable respectfully represents as follows:

JURISDICTION AND VENUE

1. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

3. On December 4, 2017 (the “Initial Petition Date”), Woodbridge Group of Companies, LLC and 278 of its affiliates (the “Initial Debtors”) each filed a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

4. On December 14, 2017, the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code.

5. On January 23, 2018, the Court entered the Settlement Order, approving the term sheet annexed thereto as Exhibit 1 (the “Term Sheet”) pursuant to Bankruptcy Code sections 105(a) and 1102 and Bankruptcy Rule 9019. *See* Settlement Order at ¶ 5. The Term Sheet (and Settlement Order by incorporation) provides for, among other things, the formation and appointment of the Unitholders’ Committee. With respect to the Unitholders’ Committee, the Term Sheet provides, in pertinent part, that:

In settlement of the motion to form an official Unitholders committee filed on January 8, 2018 (Docket No. 250), the Unitholders will be permitted to form a single 1-2 member Ad Hoc Unitholder Group with an all-in professional budget not to exceed \$1.5 million through January 1, 2019. Not to duplicate the Committee's or the proposed Ad Hoc Noteholders (who claim they are secured) responsibilities, the Ad Hoc Unitholder Group will be tasked with litigating and/or negotiating (a) whether Unitholders should be treated as creditors or equity security holders in these chapter 11 cases, including in connection with any plan or asset disposition and (b) whether substantive consolidation is in the best interests of the Unitholders; and

Professionals for the Ad Hoc Groups [*i.e.*, the Unitholders' Committee and the Noteholder Committee] shall be retained pursuant to Court order and shall file fee applications each month with the Bankruptcy Court, and shall be subject to approval of fee amounts by the Bankruptcy Court and review of fees in accordance with the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and as otherwise ordered by the Bankruptcy Court, including sections 330 and 331, with parties in interest encouraged to meet and confer on scope and budget issues promptly with respect to such fee applications.

Term Sheet at ¶¶ 11, 14.²

6. The Unitholders' Committee was formed on January 23, 2018, and was comprised of: (i) Dr. Raymond C. Blackburn, and (ii) Dr. Chris C. Pinney.

7. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the "Fee Examiner Order") appointing a fee examiner and establishing related procedures for the review of fee applications of retained professionals in these Cases.

8. On February 9, 2018, fourteen additional debtors (the "Second Round Debtors") filed voluntary chapter 11 petitions.

9. On February 16, 2018, the Unitholders' Committee filed its application to retain Venable as counsel [Dkt. No. 615] (the "Retention Application").

² The Debtors and the Official Committee of Unsecured Creditors subsequently agreed to increase the budget for counsel to the Unitholders' Committee to \$2,100,000 and, thereafter, agreed to an additional \$120,000 for fees incurred from January 1, 2019 through February 8, 2019, with any unused portion to be carried back to cover any fees incurred during 2018 in excess of the budget. The Debtors and Committee further agreed to an additional \$25,000 for fees incurred after February 8, 2019, through and including the Effective Date of the Plan.

10. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders' Committee [Dkt. No. 719] (the "Retention Order"), *nunc pro tunc* to January 23, 2018.

11. On March 9, 2018, two additional debtors (the "Third Round Debtors") filed voluntary chapter 11 petitions.

12. On March 23, 2018, seven additional (the "Fourth Round Debtors") filed voluntary chapter 11 petitions.

13. On March 27, 2018, four additional (the "Fifth Round Debtors") filed voluntary chapter 11 petitions.³

14. On October 26, 2018, the Court entered the *Findings of Fact, Conclusion of Law, and Order Confirming the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and Its Affiliated Debtors* [Docket No. 2903]. The Effective Date of the Plan occurred on February 15, 2019.

SUMMARY OF SERVICES RENDERED

15. Venable submits this Application in accordance with the Settlement Order, Compensation Order, Fee Examiner Order, Retention Order, sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, Local Rules and U.S. Trustee Guidelines. All services for which Venable requests compensation were performed for, or on behalf of, the Unitholders' Committee. This is the eleventh monthly fee application filed by Venable in these Cases.

16. For the Fee Period, Venable seeks compensation in the amount of \$19,790.00 in connection with the professional services rendered by it to the Unitholders' Committee in these

³ The Debtors encompass the Initial Debtors, Second Round Debtors, Third Round Debtors, Fourth Round Debtors, and Fifth Round Debtors, collectively.

Cases. A detailed statement of hours spent rendering legal services to the Unitholders' Committee supporting Venable's compensation request is attached hereto as Exhibit A.

17. The services rendered by Venable during the Fee Period, grouped in categories set forth in Exhibit A, relate to the scope of the Unitholders' Committee's responsibilities set forth in paragraph 11 of the Term Sheet or were otherwise necessary to permit the effective performance of those responsibilities or to comply with various Court orders and applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

VALUATION OF SERVICES

18. Attorneys and paraprofessionals of Venable have expended a total of 22.00 hours in connection with this matter during the Fee Period.

19. The amount of time spent by each of these persons providing services to the Unitholders' Committee for the Fee Period is fully set forth in detail in Exhibit A attached hereto. These are Venable's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Venable for the Fee Period as counsel to the Unitholders' Committee is \$19,790.00.

20. Venable believes that the time entries included in Exhibit A are in compliance with the requirements of Local Rule 2016-2.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (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.

22. Venable has received no payment and no promises for payment from any source for services rendered in connection with these cases, other than in accordance with the Bankruptcy Rules. There is no agreement or understanding between Venable and any other person (other than members of Venable) for the sharing of compensation to be received for the services rendered in these Cases.

23. On March 27, 2018, the Debtors filed a plan term sheet [Dkt. No. 828] (the “Plan Term Sheet”), which resulted from vigorous negotiations between the Debtors, the Committee, the Unitholders’ Committee and the Noteholder Committee (as defined in the Plan Term Sheet).

24. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Compensation Order.

25. This Application covers the period December 1, 2018 through and including December 31, 2018. Venable has and will continue to perform additional necessary services subsequent to December 31, 2018, for which Venable will file subsequent fee applications.

WHEREFORE, Venable requests that approval be made to it for the current Fee Period in the sum of \$19,790.00, the total compensation for necessary professional services rendered, 80% of which is to be currently paid upon the filing of a certificate of no objection in these Cases.

Dated: March 27, 2019

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O’Brien (No. 4897)
1201 North Market Street, Suite 1400
Wilmington, DE 19801
(302) 298-3535 (Telephone)
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.
Rockefeller Center
1270 Avenue of the Americas
The Twenty-Fifth Floor
New York, NY 10020
(212) 307-5500 (Telephone)
(212) 307-5598 (Facsimile)

- and -

Andrew J. Currie, Esquire
750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

-

VERIFICATION

STATE OF DELAWARE]
]
COUNTY OF NEW CASTLE]

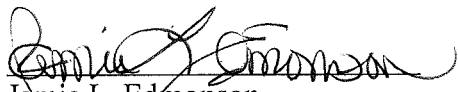
 ss:

1. Jamie L. Edmonson, after being duly sworn according to law, hereby deposes and says:

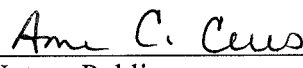
2. I am a Partner in the applicant firm, Venable LLP (“Venable”), and have been admitted to appear before this Court.

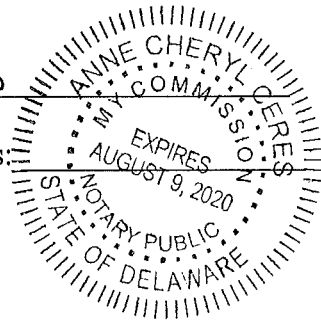
3. I have personally performed many of the legal services rendered by Venable to the Official Ad Hoc Committee of Unitholders in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Venable.

4. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Jamie L. Edmonson

SWORN TO AND SUBSCRIBED before me this 27th day of March, 2019.


Notary Public
My Commission Expires:



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

In re:	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ¹	:	Jointly Administered
	:	Obj. Deadline: April 17, 2019 @ 4:00 p.m. (ET)
Debtors.	:	Hearing Date: Only as Required

NOTICE OF APPLICATION

TO: (I) THE DEBTORS, (II) COUNSEL TO THE DEBTORS, (III) COUNSEL TO DIP LENDER, (IV) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, (V) COUNSEL TO THE NOTEHOLDERS’ COMMITTEE, (VI) COUNSEL FOR THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE OFFICE OF THE UNITED STATES TRUSTEE, AND (VIII) THE FEE EXAMINER.

PLEASE TAKE NOTICE that Venable LLP, counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), has filed its **Eleventh Monthly Fee Application of Venable LLP as Counsel for the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from December 1, 2018 through December 31, 2018** (the “Application”). The Application seeks allowance of monthly fees in the amount of \$19,790.00.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **April 17, 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.

PLEASE TAKE FURTHER NOTICE that 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, c/o Development Specialists, Inc. 333 South Grand Ave., Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq. and David A. Fidler, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.;

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(iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel to the Noteholders' Committee, Drinker Biddle & Reath LLP, Attn: Steven K. Kortanek, Esq.; (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, 135 East 57th St, 6th Floor, New York, New York 10022, Attn: Elise S. Frejka, (viii) the United States Trustee for the District of Delaware, 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., and (ix) counsel to the Unitholders' Committee, Venable LLP, 1270 Avenue of the Americas, New York, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market St., Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, Esq.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, 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 27, 2019

VENABLE LLP

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
1201 North Market Street, Suite 1400
Wilmington, DE 19801
(302) 298-3535 (Telephone)
(302) 298-3550 (Facsimile)

-and-

Jeffrey S. Sabin, Esq.
(Admitted Pro Hac Vice)
Carol Weiner Levy, Esq.
(Admitted Pro Hac Vice)
Rockefeller Center
1270 Avenue of the Americas
The Twenty-Fifth Floor
New York, NY 10020
(212) 307-5500 (Telephone)
(212) 307-5598 (Facsimile)

-and-

Andrew J. Currie, Esquire
(Admitted Pro Hac Vice)
750 E. Pratt Street, Suite 900
Baltimore, MD 21202
(410) 244-7400 (Telephone)
(410) 244-7742 (Facsimile)

*Counsel to the Official Ad Hoc Committee of
Unitholders*

EXHIBIT A



US Electronic Payments	Bank Address	International Wires	Payment By Check	Federal ID: 52-0517250
PNC Bank Venable LLP Account No.: 5501006999 ACH ABA No.: 054000030 Wire ABA No.: 031000053	PNC Bank One East Pratt St. Baltimore, MD 21202	Please add: Swift Identifier PNCCUS33	Venable LLP Post Office Box 62727 Baltimore, MD 21264-2727	For Billing Inquiries Contact: Finance@Venable.com 410.528.2805

March 11, 2019

Invoice No. 2064996
 Attorney: Sabin, Jeffrey S.
 Client.Matter: 138278.425957

Woodbridge Group of Companies
 14225 Ventura Blvd. #100
 Sherman Oaks, CA 91423

INVOICE SUMMARY

Services rendered for the period through 12/31/18 in connection with Woodbridge Unitholders' Committee

Fees	\$19,790.00
Disbursements	<u>\$0.00</u>
Total Fees and Disbursements	\$19,790.00



March 11, 2019

Invoice No. 2064996

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

PROFESSIONAL SERVICES

Communications with Debtors/advisors/other committees

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/19/18	Currie, Andrew	Correspondence and call with Mr. Tuchin, Mr. Chin, Mr. Sharp, Mr. Pachulski, Mr. Kortanek, Dr. Blackburn regarding plan and various updates regarding real estate, SEC updates and Sarachek settlement	0.70
12/20/18	Edmonson, Jamie L.	Review billing with respect to 2019 budget request from Debtors' counsel (.2); draft emails with R. Blackburn and C. Pinney with respect to budget (.2); emails with J. Sabin regarding same (.1); revise email and send to M. Tuchin (.2)	0.70
Professional Services Total			\$1,120.00

Plan formulation consultation and analysis

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/03/18	Sabin, Jeffrey S.	Review of First Republic exit finance term sheet (.3); correspondence and telephone conference with debtors' counsel re: updates on Sarachek matters and strategic options for making plan effective (.4)	0.70
12/05/18	Sabin, Jeffrey S.	Telephone conference with M. Turchin re: updates on status of (1) First Republic exit facility, (2) asset sales, (3) Sarachek matters and (4) Sierra Constellation issues (.4); memo to clients and telephone conference with them (.4)	0.80
12/07/18	Sabin, Jeffrey S.	Participation in weekly calls with Debtors and other Committees re: plan effective date issues (.7); telephone conferences with Rich Levin, counsel for Sarachek re: possible Settlement of Confirmation appeal and other matters (.6); telephone conferences with clients and Steve Kortanek re: possible Sarachek settlement (.4)	1.70
12/12/18	Sabin, Jeffrey S.	Participation in weekly call re: plan effective date issues with debtors and other Committees	0.70
12/15/18	Sabin, Jeffrey S.	Review/revisions to draft Settlement document with Sarachek and correspondence with Unitholders committee and counsels for debtors and other Committees re: same (.7); memo to client re: plan effective date update, option and 2019 Budget (.4)	1.10
12/17/18	Sabin, Jeffrey S.	Review of revised draft Settlement Agreement with Sarachek and correspondence related thereto (.6); correspondence with clients (.2)	0.80
12/18/18	Sabin, Jeffrey S.	Review of revised Sarachek Settlement and correspondence re: same	0.20
12/19/18	Sabin, Jeffrey S.	Review of correspondence re: final revisions to and approval of Sarachek Settlement (.2); note to clients re: outline of issues for weekly all-hands call re: plan effective date matters (.2)	0.40



March 11, 2019

Invoice No. 2064996

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/20/18	Sabin, Jeffrey S.	Review/revisions to memo to client re: Amended Cap (.2); telephone conferences with numerous Unitholders re: Plan effective date timing (.7)	0.90
Professional Services Total			\$9,088.50

Investigate conduct, assets, liabs, financial cond, bus ops, case cont

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/19/18	Edmonson, Jamie L.	Review email from J. Sabin and attached article with respect to SEC charges against 13 unregistered brokers who sold Woodbridge securities	0.30
Professional Services Total			\$229.50

Other services

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/17/18	Edmonson, Jamie L.	Telephone call with J. Sabin and A. Currie regarding Sarachek settlement, fee cap	0.30
12/17/18	Edmonson, Jamie L.	Review email from J. Sabin and attached revised proposed settlement of Sarachek matters	0.40
Professional Services Total			\$535.50

Communications with Unitholders

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/05/18	Edmonson, Jamie L.	Review email from J. Sabin regarding status plan going effective, sale closings, Sarachek (.2); review email from C. Pinney regarding same (.1)	0.30
12/13/18	Edmonson, Jamie L.	Review email from C. White regarding certain debtor entities (.2); review list of debtors (.2); emails with C. White regarding same (.1)	0.50
12/15/18	Edmonson, Jamie L.	Review J. Sabin email to R. Blackburn and C. Pinney and attached draft stipulation to resolve Sarachek litigation, pro hac motion, appeals	0.60
12/28/18	O'Brien, Daniel A.	Return creditor inquiries	0.70
Professional Services Total			\$1,526.00



March 11, 2019

Invoice No. 2064996

Sabin, Jeffrey S.

Client.Matter: 138278.425957

Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

Retention and fee applications

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/06/18	O'Brien, Daniel A.	Review final report for third interim fee application (0.4); emails with J. Edmonson regarding same (0.2); emails with E. Frejka regarding same (0.1)	0.70
12/06/18	Edmonson, Jamie L.	Review email from E. Frejka and attached final report with respect to third quarterly fee applications (.4); emails with D. O'Brien regarding same (.2)	0.60
12/18/18	Ceres, Anne C.	Review email from Dan O'Brien (0.1); download documents, scan exhibits and prepare for efilng, notarize attorney verification(0.2); efile Ninth Monthly Fee Application of Venable LLP for Allowance of Compensation and Reimbursement of Expenses from October 1-31, 2018 with the Bankruptcy Court(0.2); print copies, prepare labels and serve by first class mail(0.3)	0.80
12/18/18	Edmonson, Jamie L.	Begin drafting ninth monthly fee application for Venable (.8); draft COS for same (.2); draft notice of same (.2); emails with Y. Singh regarding further revisions needed to bill (.2)	1.40
12/18/18	Edmonson, Jamie L.	Review November prebill for accuracy, compliance Local Rules	0.60
12/18/18	Edmonson, Jamie L.	Finalize ninth monthly fee application, notice and COS for filing and service (.5); emails with A. Ceres and D. O'Brien regarding filing (.1)	0.60
12/20/18	Edmonson, Jamie L.	Prepare CNO for second request for reimbursement of Committee member expenses	0.60
12/20/18	Edmonson, Jamie L.	Begin preparation of tenth monthly fee application for November 2018	1.30
Professional Services Total			\$4,536.50

Hearing attendance

<u>DATE</u>	<u>TKPR</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
12/17/18	Edmonson, Jamie L.	Review agenda for Wednesday's hearing	0.30
12/19/18	Edmonson, Jamie L.	Prepare for hearing, including review of motions, replies, COC with respect to Sarachek pro hac revocation settlement (1.2); attend hearing (2.1)	3.30
Professional Services Total			\$2,754.00



March 11, 2019

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Sabin, Jeffrey S.

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Representing Unit Holders in the Woodbridge Group of Companies Chapter 11 Case

SUMMARY OF SERVICES

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ceres, Anne C.	0.80	225.00	180.00
Currie, Andrew	0.70	835.00	584.50
Edmonson, Jamie L.	11.80	765.00	9,027.00
O'Brien, Daniel A.	1.40	650.00	910.00
Sabin, Jeffrey S.	7.30	1245.00	9,088.50
	22.00		\$19,790.00
Total Fees Billed			\$19,790.00

TASK CODE SUMMARY

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Fee Amount</u>
WB05	Communications with Debtors/advisors/other committees	1.40	1,120.00
WB06	Plan formulation consultation and analysis	7.30	9,088.50
WB07	Investigate conduct, assets, liabs, financial cond, bus ops, case cont	0.30	229.50
WB08	Other services	0.70	535.50
WB10	Communications with Unitholders	2.10	1,526.00
WB11	Retention and fee applications	6.60	4,536.50
WB12	Hearing attendance	3.60	2,754.00
Total		22.00	\$19,790.00



Remittance Copy

March 11, 2019

Woodbridge Group of Companies
14225 Ventura Blvd. #100
Sherman Oaks, CA 91423

INVOICE SUMMARY

Client/Matter No. 138278.425957
Sabin, Jeffrey S.

Invoice No. 2064996

Services rendered for the period through 12/31/18 in connection with Woodbridge Unitholders' Committee

Fees	\$19,790.00
Disbursements	<u>\$0.00</u>
Total Fees and Disbursements	\$19,790.00

Payor: P90167613 / Woodbridge Group of Companies

**INVOICES ARE PAYABLE UPON RECEIPT
PLEASE RETURN THIS COPY WITH YOUR REMITTANCE**

US Electronic Payments	Bank Address	International Wires	Payment By Check	Federal ID: 52-0517250
PNC Bank Venable LLP Account No.: 5501006999 ACH ABA No.: 054000030 Wire ABA No.: 031000053	PNC Bank One East Pratt St. Baltimore, MD 21202	Please add: Swift Identifier PNCCUS33	Venable LLP Post Office Box 62727 Baltimore, MD 21264-2727	For Billing Inquiries Contact: Finance@Venable.com 410.528.2805

CERTIFICATE OF SERVICE

I, Jamie L. Edmonson, hereby certify that on the 27th day of March, 2019, a true and correct copy of the *Eleventh Monthly Fee Application of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period From December 1, 2018 Through December 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.
Jamie L. Edmonson (No. 4247)

NOTICE PARTIES

Woodbridge Group of Companies
c/o Development Specialists, Inc.
Bradley D. Sharp
333 South Grand Avenue
Suite 4070.19
Log Angeles, CA 90071
(Debtor)

Klee, Tuchin, Bogdanoff & Stern
LLP
Michael L Tuchin, Esq.
David A. Fidler, Esq.
1999 Avenue of the Stars
39th Floor
Los Angeles, CA 90067
(Debtors Counsel)

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

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

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

Bradford J. Sandler, Esq.
Colin R. Robinson, Esq.
Pachulski Stang Ziehl & Jones LLP
919 Market Street, 17th FL.
Wilmington, De 19801
(Counsel for the Committee)

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

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

James H. Millar, Esq.
Michael P. Pompeo, Esq.
Drinker Biddle & Reath LLP
1177 Avenue of the Americas
41st Floor
New York, NY 10036
(Counsel to Ad Hoc Noteholder Group)

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

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