

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

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In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Remaining Debtors.	:	<b>Obj. Deadline: April 18, 2019 at 4:00 p.m. (ET)</b>
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**NOTICE OF APPLICATION**

**PLEASE TAKE NOTICE** that on March 29, 2019, Drinker Biddle & Reath LLP (“Drinker Biddle”), filed the **Tenth Monthly Fee Application of Drinker Biddle & Reath LLP, Counsel for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses, for the Period From November 1, 2018 Through November 30, 2018** (the “Application”), which seeks approval for compensation for professional services rendered in the amount of \$97,459.50 and reimbursement for the expenses it incurred in the amount of \$877.13 during the period from November 1, 2018 through November 30, 2018.

**PLEASE TAKE FURTHER NOTICE** that any objection or response to the relief sought in the Application must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **April 18, 2019 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response or objection upon the following: (i) counsel for the Liquidating Trust, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801 (Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.); (ii) the Fee Examiner, Frejka PLLC, 420 Lexington Avenue, Suite 310, New York, New York 10170 (Attn: Elise S. Frejka); and (iii) 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.) (collectively, the “Notice Parties”).

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<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE FEE APPLICATION MAY BE PAID WITHOUT FURTHER HEARING OR ORDER OF THE COURT. A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE TIMELY FILED.**

Dated: March 29, 2019  
Wilmington, Delaware

**DRINKER BIDDLE & REATH LLP**

/s/ Steven K. Kortanek

Steven K. Kortanek (Del. Bar No. 3106)  
Patrick A. Jackson (Del. Bar No. 4976)  
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*Counsel for the Ad Hoc Noteholder Group*

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

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In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Remaining Debtors.	:	<b>Obj. Deadline: April 18, 2019 at 4:00 p.m. (ET)</b>
	:	

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**COVER SHEET TO THE TENTH MONTHLY FEE  
APPLICATION OF DRINKER BIDDLE & REATH LLP, COUNSEL FOR  
THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM  
NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

Name of Applicant:	Drinker Biddle & Reath LLP
Authorized to Provide Services to:	Ad Hoc Noteholder Group
Date of Retention:	April 5, 2018, <i>nunc pro tunc</i> to February 1, 2018 [D.I. 915]
Period for which Compensation/ Reimbursement is Sought:	November 1, 2018, through November 30, 2018
Total Compensation Sought as Actual, Reasonable and Necessary:	\$97,459.50
80% of Compensation Sought as Actual, Reasonable and necessary:	\$77,967.60
Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$877.13
Total Compensation approved by interim Order to date:	\$0.00
Total Expenses approved by interim Order to date:	\$0.00

<sup>1</sup> 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.

Total Allowed compensation paid to date: \$1,339,514.40

Total Allowed expenses paid to date: \$26,945.64

Blended Rate in this application for  
all timekeepers: \$565

Blended Rate in this application for  
all attorneys: \$754

This is an:  X  monthly \_\_\_ interim \_\_\_ final application

**PRIOR MONTHLY FEE APPLICATIONS**

<b>Date Filed &amp; Docket No.</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved (by CNO)</b>	
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses (100%)</b>
8/23/18 D.I. 2408	2/1/18 – 2/28/18	\$319,585.50	\$1,186.37	\$255,668.40	\$1,186.37
10/23/18 D.I. 2862	3/1/18 – 3/31/18	\$290,240.25	\$3,572.88	\$232,192.20	\$3,572.88
10/29/18 D.I. 2907	4/1/18 – 4/30/18	\$189,046.00	\$5,844.35	\$151,236.80	\$5,844.35
11/05/18 D.I. 2931	5/1/18 – 5/31/18	\$203,093.00	\$3,158.13	\$162,474.40	\$3,158.13
11/5/18 D.I. 2954	6/1/18 – 6/30/18	\$189,579.50	\$4,889.80	\$151,663.60	\$4,889.80
11/15/18 D.I. 3003	7/1/18 – 7/31/18	\$144,208.00	\$1,590.23	\$115,366.40	\$1,590.23
11/16/18 D.I. 3027	8/1/18 – 8/31/18	\$147,585.00	\$2,715.17	\$118,068.00	\$2,715.17
11/16/18 D.I. 3029	9/1/18 – 9/30/18	\$191,055.75	\$3,988.71	\$152,844.60	\$3,988.71
2/21/09 D.I. 3430	10/1/18 – 10/31/18	\$180,927.50	\$4,355.04	\$0.00	\$0.00
<b>TOTAL</b>		<b>\$1,855,320.50</b>	<b>\$31,300.68</b>	<b>\$1,339,514.40</b>	<b>\$26,945.64</b>

**PRIOR INTERIM FEE APPLICATIONS**

<b>Date Filed &amp; Docket No.</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved (by Order)</b>	
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses (100%)</b>
N/A	N/A	N/A	N/A	N/A	N/A
<b>TOTAL</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

**SUMMARY OF BILLING BY PROFESSIONAL RENDERING  
SERVICE FROM NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

<b>Name of Professional Person</b>	<b>Position of the Applicant Year of Obtaining License to Practice</b>	<b>Billing Rate</b>	<b>Hours Billed</b>	<b>Total Compensation</b>
James H. Millar	Partner (Corporate Restructuring Group)	\$990.00	1.0	\$990.00
Steven K. Kortanek	Partner (Corporate Restructuring Group) DE bar since 1992	\$805	59.50	\$47,897.50
James G. Lundy	Partner (Litigation Group)	\$805	0.30	\$241.50
Timothy R. Casey	Partner (Corporate Restructuring Group)	\$800	14.70	\$11,760.00
Patrick A. Jackson	Associate (Corporate Restructuring Group) DE bar since 2007	\$605	12.00	\$7,260.00
Joseph Argentina	Associate (Corporate Restructuring Group) NJ bar since 2009 PA bar since 2009 DE bar since 2010	\$495	4.00	\$1,980.00
Kevin H. DeMaio	Associate (Litigation Group)	\$420	3.30	\$1,386.00
Cathy M. Greer	Paralegal (Corporate Restructuring Group)	\$335	76.90	\$25,761.50
Cathlyn Cantelmi-Tigani	Paralegal (Corporate Restructuring Group)	\$305	0.60	\$183.00
<b>GRAND TOTAL:</b>			<b>172.30</b>	<b>\$97,459.50</b>
<b>BLENDED HOURLY RATE:</b>		<b>\$565</b>		

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY**

<b>CODE</b>	<b>PROJECT CATEGORY</b>	<b>ACTUAL HOURS</b>	<b>TOTAL FEES</b>
B110	Case Administration	13.00	\$5,152.50
B120	Asset Analysis and Recovery	1.00	\$805.00
B150	Meetings of and Communications with Creditors	16.50	\$12,882.50
B161	Fee Application	25.60	\$11,689.00
B170	Fee/Employment Objections	0.10	\$60.50
B175	Fee Application of Others	12.20	\$7,010.00
B210	Business Operations	1.30	\$1,046.50
B220	Employee Benefits/Pensions	0.30	\$241.50
B230	Financing/Cash Collateral	6.90	\$5,554.50
B235	Creditor Information Sharing/1102 Matters	50.10	\$18,074.50
B280	Sale Motion/363 State	1.60	\$1,248.00
B310	Claims Administration/Objections/Bar Date	1.70	\$1,553.50
B320	Plan and Disclosure Statement	38.10	\$29,022.00
B440	Adversary Proceedings and Bankruptcy Litigation	1.20	\$966.00
B445	Court Hearings/Preparation/Agenda	2.70	\$2,153.50
<b>TOTAL:</b>		<b>172.30</b>	<b>\$97,459.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Non-Attorney Overtime		\$19.50
Telecommunication Services		\$54.93
Outside Photocopying Services – B/W, Envelope services; Draft and efile affidavit of service	Reliable	\$133.90
Outside Photocopying Services – Hourly transcript copy	Reliable	\$69.60
Outside Photocopying Services – Hourly transcript copy	Reliable	\$22.80
Outside Photocopying Services – Hourly transcript copy	Reliable	\$126.00
Express Delivery Services, 8/21/18 – Downtown delivery pickup	Parcels Inc.	\$7.50
Hand Delivery, Mailout/Envelope services; Draft and efile affidavit of service	Reliable	\$115.30
Hand Delivery, Mailout/Envelope services; Draft and efile affidavit of service	Reliable	\$59.80
Hand Delivery, Mailout/Envelope services; Draft and efile affidavit of service	Reliable	\$135.90
Hand Delivery, Mailout/Envelope services; Draft and efile affidavit of service	Reliable	\$131.90
		<b>\$877.13</b>



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT DELAWARE

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In re:	:	Chapter 11
	:	
WOODBIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
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Remaining Debtors.	:	Obj. Deadline: April 18, 2019 at 4:00 p.m. (ET)
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TENTH MONTHLY FEE APPLICATION OF  
DRINKER BIDDLE & REATH LLP, COUNSEL FOR  
THE AD HOC NOTEHOLDER GROUP FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES, FOR THE PERIOD FROM  
NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018

Drinker Biddle & Reath LLP (“**Drinker Biddle**”), counsel to the Ad Hoc Noteholder Group (the “**Noteholder Group**”), respectfully represents:

I. INTRODUCTION

1. This is Drinker Biddle’s tenth fee application (the “**Application**”) for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “**Interim Compensation Order**”) [D.I. 261]. In support of this

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<sup>1</sup> 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.

Application, Drinker Biddle submits the Declaration of Steven K. Kortanek, attached hereto as “Exhibit B” (“Kortanek Declaration”).

2. By way of this Application, Drinker Biddle seeks allowance and payment of compensation for legal services rendered by Drinker Biddle for the period November 1, 2018 through November 30, 2018 (the “Application Period”) in the amount of **\$97,459.50** and reimbursement of its actual and necessary expenses in the amount of **\$877.13**. This Application, together with any supplemental filings, complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and Drinker Biddle has made reasonable efforts to comply with any applicable requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “U.S. Trustee Guidelines”).

## II. JURISDICTION AND STATUTORY PREDICATES

3. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

## III. BACKGROUND

4. On December 4, 2017 (the “Petition Date”), certain of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Other Debtors filed subsequently. The Debtors have at all times continued to manage and operate their assets as

debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases are being jointly administered for procedural purposes.

5. Drinker Biddle formerly represented the Ad Hoc Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates (the "Movant Committee") in these chapter 11 cases [D.I. 471].

6. On January 23, 2018, the Bankruptcy Court for the District of Delaware entered an order [D.I. 357] (the "January 23 Order") approving a settlement of, among other things, the Movant Committee's motion for appointment of an official committee of noteholders [D.I. 85].

7. In accordance with the January 23 Order, the Ad Hoc Noteholder Group was formed on February 1, 2018 (the "Formation Date") [D.I. 470]. A detailed disclosure of the Noteholder Group's membership and investments was filed with the Bankruptcy Court on May 2, 2018, at Docket No. 1707. The Noteholder Group is comprised of nine members whose investments in Woodbridge's fraudulent scheme total \$9.8 million. From its inception, the Noteholder Group has carefully limited its membership to noteholder victims without any potential conflicts of interest, such as with brokers or Woodbridge "unit" investors. As with the members of the other two committees in these cases (the Official Committee of Unsecured Creditors and the Unitholder Group), the members of the Noteholder Group serve without compensation.

8. On March 19, 2018, the Noteholder Group filed the *Application of the Ad Hoc Noteholder Group for Entry of an Order Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as Its Counsel Nunc Pro Tunc* to January 23, 2018 [D.I. 783] (the "Retention Application").

9. This Court (the "Court") entered an order approving the Retention Application on April 5, 2018 [D.I. 915].

10. On October 26, 2018, the Court entered its *Opinion on Confirmation* (the “**Confirmation Opinion**”) [D.I. 2901] and its *Findings Of Fact, Conclusions Of Law, And Order Confirming The First Amended Joint Chapter 11 Plan Of Liquidation Of Woodbridge Group Of Companies, LLC And Its Affiliated Debtors* (the “**Confirmation Order**”) [D.I. 2903].

11. On February 19, 2019, the Debtors filed the *Notice Of Confirmation Of, And Effective Date Of, First Amended Joint Chapter 11 Plan Of Liquidation Of Woodbridge Group Of Companies, LLC And Its Affiliated Debtors* [D.I. 3421], declaring that the Effective Date under the Plan occurred on February 15, 2019. The Noteholder Group, along with the other two committees, were dissolved upon the Effective Date pursuant to the Plan.

#### **IV. SERVICES RENDERED DURING THE APPLICATION PERIOD**

12. By way of this Application, Drinker Biddle seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker Biddle as counsel to the Noteholder Group during the Application Period.

13. All services for which compensation is requested by Drinker Biddle were performed solely for or on behalf of the Noteholder Group. As set forth in the Retention Application, Drinker Biddle’s services to the Noteholder Group included professional advice and representation in connection with multiple tasks and matters in these complex Chapter 11 Cases. The Retention Order authorized Drinker Biddle to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

14. Drinker Biddle has received no payment to date and no promises for payment from any source other than the estates for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases. There is no agreement or understanding between Drinker Biddle and any other person for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

15. Drinker Biddle's detailed fee statement and time records for the Application Period is attached hereto as "Exhibit A" (the "**Billing Detail**"). The Billing Detail for the Application Period contains a detailed chronological narrative of the time spent (divided among standardized billing categories promulgated by the American Bar Association and the Office of the U.S. Trustee), the dates and descriptions of the services rendered, and the identity of the attorneys and other professional timekeeper who provided such services on behalf of the Noteholder Group during the Application Period.

16. A summary of actual and necessary expenses incurred by Drinker Biddle during the Application Period is included in the attached Billing Detail. These expenses were incurred for items not included in Drinker Biddle's hourly rates. Drinker Biddle submits that all such expenses are reasonable, necessary and actual expenses that were appropriately incurred in furtherance of the performance of the firm's services.

#### **V. DESCRIPTION OF CERTAIN PROJECT CATEGORIES**

17. To assist the Court and interested parties in the review of the fees sought by Drinker Biddle, the firm highlights below its professional services in the more material project categories covered during the Application Period, those in which the dollar value amount exceeds \$6,000.00.

##### **Meetings of and Communications with Creditors (B150)**

18. Drinker Biddle, along with the Noteholder Group's financial advisors, prepared for and presented at official meetings of the Noteholder Group during the Application Period on November 12 and November 20, as well as related communications with the Noteholder Group Co-Chairs. The firm's services in this project category also included work on read-ahead materials and other deliverables to assist the members of the Noteholder Group in the performance of their duties.

<b>Total Hours: 16.50</b>	<b>Total Fees: \$12,882.50</b>
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**Fee Application (B161)**

19. During the Application Period, the firm prepared and filed its: fourth, fifth, sixth and seventh monthly fee applications. The value of these preparation-related fees was 1.7% of the associated fee application totals.

<b>Total Hours: 25.60</b>	<b>Total Fees: \$11,689.00</b>
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**Fee Applications of Others (B175)**

20. During the Application Period, Drinker Biddle performed necessary services in connection with the filing and prosecution of fee applications for the Noteholder Group's financial advisors, as well as services in connection with the review and tracking of fee applications of other estate professionals, among other things. Drinker Biddle also performed services at the request of the other estate parties in connection with the evaluation and proposed resolution of the final fee application of SierraConstellation.

<b>Total Hours: 12.20</b>	<b>Total Fees: \$7,010.00</b>
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**Creditor Information Sharing/1102 Matters (B235)**

21. For the noteholder victim constituency of the Noteholder Group, Drinker Biddle continued its role during the Application Period as the primary non-debtor source of direct phone and email communications responding to noteholder inquiries. Noteholders made a large number of email, website and telephone inquiries to the Noteholder Group, and the Noteholder Group's professionals responded. Drinker Biddle's blended rate for such communications was (as in prior months) maintained at a very low figure, \$360 per hour for November, as most such communications and responses continued to be handled by non-lawyer paraprofessionals.

<b>Total Hours: 50.10</b>	<b>Total Fees: \$18,074.50</b>
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**Plan and Disclosure Statement (B320)**

22. Drinker Biddle, along with the Noteholder Group's financial advisors, reviewed effective date considerations and planning during the Application Period. The Noteholder Group also reviewed and prepared an objection and joinder of Noteholder Group with respect to the Sarachek/Rochelle motion for stay pending appeal. In addition, the firm responded to numerous plan-specific inquiries from noteholders during the Application Period.

<b>Total Hours: 38.10</b>	<b>Total Fees: \$29,022.00</b>
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**VI. BASIS FOR RELIEF**

23. Section 330 of the Bankruptcy Code authorizes courts to award professional persons employed pursuant to section 327 of the Bankruptcy Code reasonable compensation for the actual and necessary services rendered by such professional persons and any paraprofessional person employed by such persons. 11 U.S.C. § 330. Furthermore, courts may also award reimbursement for actual and necessary expenses incurred by such professional persons. *Id.*

24. With respect to the level of compensation, Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

25. Drinker Biddle submits that in accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested by the firm in this Application is 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 this title.

26. The fees charged by Drinker Biddle in these cases are billed in accordance with the normal and customary firm billing rates for the firm's relevant timekeepers and the firm's procedures in effect during the Application Period. The services rendered by Drinker Biddle were necessary and beneficial to the Noteholder Group, consistently performed in a timely manner, and reasonable in light of the value of such services to the Noteholder Group, Drinker Biddle's demonstrated skill and expertise in the bankruptcy field, and the customary compensation charged by comparably-skilled practitioners. Accordingly, Drinker Biddle submits that approval of the requested compensation for professional services and reimbursement of expense sought herein is warranted.

## **VII. NOTICE, PRIOR APPLICATION AND CERTIFICATION**

27. Notice of this Application has been provided in accordance with the Interim Compensation Order. Drinker Biddle submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.



28. No previous application for the relief sought herein has been made to this or any other court.

29. Drinker Biddle has reviewed the requirements of the Local Rules and certifies that this Application complies with the Interim Compensation Order and the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**WHEREFORE**, Drinker Biddle hereby respectfully requests approval of its compensation in the total amount of \$97,459.50 (80% of which is to be currently paid upon the filing of a “Certificate of No Objection”), and expenses incurred in the total amount of \$877.13, for the Application Period from November 1, 2018 through November 30, 2018.

Dated: March 29, 2019  
Wilmington, Delaware

**DRINKER BIDDLE & REATH LLP**

/s/ Steven K. Kortanek

Steven K. Kortanek (Del. Bar No. 3106)  
Patrick A. Jackson (Del. Bar No. 4976)  
Joseph N. Argentina (Del. Bar No. 5453)  
222 Delaware Avenue, Suite 1410  
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-and-

James H. Millar  
Michael Pompeo  
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Telephone: (212) 248-3140  
Facsimile: (212) 248-3141  
james.millar@dbr.com  
michael.pompeo@dbr.com

*Counsel for the Ad Hoc Noteholder Group*

**Exhibit A**

Billing Detail



222 Delaware Ave, Ste. 1410  
Wilmington, DE 19801-1621  
(302) 467-4200 *office*  
(302) 467-4201 *fax*  
TAX I.D. #23-1423089

REMITTANCE ADVICE

To be provided  
To be provided  
Delray Beach, FL 33446

Invoice Number: 15232349  
Invoice Date: 02/22/2019  
Client Number: 218376  
Matter Number: 572666

**Re: In Woodbridge Group of Companies, LLC, et al.**

For services through November 30, 2018

Current Fees 97,459.50

Current Expenses 877.13

**Total Amount Due This Invoice \$98,336.63**

**Wire or ACH Payments:**

Beneficiary: DRINKER BIDDLE & REATH LLP  
Credit Account #: 6232743478  
ABA: 036076150  
SWIFT.: CTZIUS33  
Bank: Citizens Bank  
Bank Address: 1 Citizens Drive  
Riverside, RI 02915  
Reference: 218376/15232349

**Checks:**

Drinker Biddle & Reath LLP  
One Logan Square, Ste. 2000  
Philadelphia, PA 19103-6996

**Please return this remittance copy with your payment.  
Payment for legal services is due within 30 days of invoice date.**



222 Delaware Ave, Ste. 1410  
 Wilmington, DE 19801-1621  
 (302) 467-4200 *office*  
 (302) 467-4201 *fax*  
 TAX I.D. #23-1423089

To be provided  
 To be provided  
 Delray Beach, FL 33446

Invoice Number: 15232349  
 Invoice Date: 02/22/2019  
 Client Number: 218376  
 Matter Number: 572666

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**Re: In Woodbridge Group of Companies, LLC, et al.**

For professional services rendered through November 30, 2018

**Fees**

			<u>Hours</u>	<u>Amount</u>
<b>B110</b>		<b>Case Administration</b>		
11/01/18	CM Greer	Document/file management	0.20	67.00
11/02/18	SK Kortanek	Email exchange J Sabin re: case update call	0.20	161.00
11/02/18	CM Greer	Document/file management	0.50	167.50
11/06/18	CM Greer	Document/file management	1.00	335.00
11/08/18	CM Greer	Document/file management	0.50	167.50
11/09/18	CM Greer	Document/file management	1.00	335.00
11/12/18	CM Greer	Document/file management	0.90	301.50
11/12/18	CM Greer	Review docket and update critical dates calendar	0.50	167.50
11/13/18	CM Greer	Document/file management	0.50	167.50
11/14/18	SK Kortanek	Review docket update, Sarachek/Rochelle pleadings, scheduling order	0.40	322.00
11/14/18	KH DeMaio	Review and update DBR diligence file materials	3.30	1,386.00
11/14/18	CM Greer	Document/file management	0.30	100.50
11/16/18	SK Kortanek	Review docket update	0.20	161.00
11/19/18	CM Greer	Review docket and update docket sheets for main case, adversaries and district court	0.80	268.00
11/20/18	CM Greer	Review docket and update critical dates calendar	1.20	402.00
11/21/18	CM Greer	Document/file management	0.50	167.50
11/21/18	CM Greer	Circulate 11/20/18 hearing transcript	0.10	33.50
11/26/18	CM Greer	Document/file management	0.30	100.50
11/28/18	CM Greer	Document/file management	0.30	100.50
11/29/18	SK Kortanek	Review docket and case calendar update	0.30	241.50
		<b>Total Case Administration</b>	<b>13.00</b>	<b>5,152.50</b>

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			<u>Hours</u>	<u>Amount</u>
<b>B120</b>		<b>Asset Analysis and Recovery</b>		
11/02/18	SK Kortanek	Review SEC settlement motion and orders with Rober Shapiro	0.70	563.50
11/02/18	JG Lundy	Confer with Mr. Kortanek regarding SE bifurcated settlements	0.30	241.50
		<b>Total Asset Analysis and Recovery</b>	<b>1.00</b>	<b>805.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B150</b>		<b>Meetings of and Communications with Creditors</b>		
11/02/18	SK Kortanek	Email exchange J Beynon re: scheduling Unitholder Noteholder call, agenda and read-ahead materials	0.40	322.00
11/03/18	SK Kortanek	Emails with J Beynon and M Fruchter re: Noteholder Group meeting planning	0.50	402.50
11/05/18	SK Kortanek	Email exchange with J Beynon re: Noteholder Group meeting planning, deliverables	0.40	322.00
11/07/18	SK Kortanek	Call with Co-Chair J Beynon re: effective date planning, issues, property sale updates, Noteholder Group agenda and action items for next meeting	0.80	644.00
11/09/18	SK Kortanek	Email exchange P Jackson re: Noteholder Group call planning, materials	0.30	241.50
11/09/18	SK Kortanek	Call J Beynon re: agenda and preparation for Noteholder Group meeting Nov. 12	0.50	402.50
11/11/18	SK Kortanek	Prepare materials for Noteholder Group November 12 meeting	0.80	644.00
11/12/18	SK Kortanek	Finalize and issue memorandum to the Noteholder Group re: November 12, 2018 meeting and recommendations	0.80	644.00
11/12/18	SK Kortanek	Prepare for (0.5) and present at the November 12, 2018 meeting of the Noteholder Group (0.9)	1.60	1,288.00
11/12/18	SK Kortanek	Call M Fruchter, J Beynon and M Sedigh re: approaches, issues and path forward on business plan, diligence and exit issues	1.00	805.00
11/18/18	SK Kortanek	Call with Noteholder Group Co-Chairs	1.10	885.50
11/18/18	SK Kortanek	Prepare for Co-Chair call (0.4); Email exchanges Co-Chairs J Beynon and M Fruchter (0.1)	0.50	402.50
11/19/18	SK Kortanek	Email exchange J Beynon and M Fruchter, Co-Chairs, re: Noteholder Group meeting request for Nov. 20, open issues, positions of the Chairs	0.60	483.00
11/19/18	SK Kortanek	Prepare memo to Noteholder Group re: November 20 meeting, open issues	1.50	1,207.50
11/20/18	SK Kortanek	Present at teleconference meeting of the Noteholder Group	2.00	1,610.00
11/20/18	PA Jackson	Participate in telephonic Ad Hoc Noteholder Group meeting	2.00	1,210.00

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			<u>Hours</u>	<u>Amount</u>
<b>B150</b>		<b>Meetings of and Communications with Creditors</b>		
11/28/18	SK Kortanek	Call from J Beynon re: exit process issue and timing	0.50	402.50
11/29/18	SK Kortanek	Call J Beynon, Co-Chair, re debrief and open issues following weekly Debtor update call	0.40	322.00
11/29/18	SK Kortanek	Call J Beynon re: case update, Noteholder Group meeting matters	0.80	644.00
		<b>Total Meetings of and Communications with Creditors</b>	<b>16.50</b>	<b>12,882.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B161</b>		<b>Fee Application</b>		
11/01/18	CM Greer	Prepare DBR fourth monthly fee application	1.30	435.50
11/02/18	CM Greer	Revise DBR May fee application	0.80	268.00
11/03/18	CM Greer	Prepare DBR June fee application (1.4); Prepare DBR July fee application (1.2); Prepare DBR August fee application (1.2); Prepare DBR September fee application (1.2)	5.00	1,675.00
11/05/18	SK Kortanek	Review and revise May interim fee application for Drinker Biddle	0.60	483.00
11/05/18	CM Greer	Finalize and file DBR fourth fee application; Coordinate service of same	0.30	100.50
11/06/18	SK Kortanek	Assign J Argentina preparation work on Drinker June and July 2018 fee applications	0.20	161.00
11/06/18	SK Kortanek	Review comments from J Argentina re: June interim fee application of Drinker Biddle	0.30	241.50
11/06/18	J Argentina	Review and revise Drinker Biddle & Reath fifth (1.2) and sixth (.9) monthly fee applications.	2.10	1,039.50
11/07/18	SK Kortanek	Confer with C Greer re: Drinker Biddle monthly interim for June 2018	0.20	161.00
11/07/18	CM Greer	Revise DBR June fee application	0.50	167.50
11/08/18	SK Kortanek	Review and revise June monthly interim fee application of Drinker Biddle	0.40	322.00
11/08/18	CE Cantelmi-Tigani	Review and revise Drinker Biddle & Reath LLP's interim fee application	0.60	183.00
11/09/18	J Argentina	Review and revise 8th Monthly Fee Application of Drinker Biddle & Reath as counsel to Ad Hoc Noteholder Committee.	0.80	396.00
11/09/18	J Argentina	Review and revise Seventh Monthly Fee Application of Drinker Biddle & Reath as counsel to Ad Hoc Noteholder Committee.	1.10	544.50
11/09/18	CM Greer	Finalize and file DBR fifth fee application (.5); Coordinate service of same (.1)	0.50	167.50

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			<u>Hours</u>	<u>Amount</u>
<b>B161</b>		<b>Fee Application</b>		
11/13/18	SK Kortanek	Confer with E Frejka re: interim fee application timing, logistics	0.10	80.50
11/14/18	SK Kortanek	Review and revise July monthly interim for Drinker Biddle	0.40	322.00
11/14/18	SK Kortanek	Review CNO and application re: Drinker second interim application	0.10	80.50
11/14/18	CM Greer	Revise DBR sixth monthly fee application	2.00	670.00
11/14/18	CM Greer	Review docket and prepare certificate of no objection re DBR second fee application (.1); File same (.2)	0.30	100.50
11/15/18	SK Kortanek	Review and revise August monthly interim fee application of Drinker Biddle	0.70	563.50
11/15/18	CM Greer	Revise DBR sixth fee application (.4); File same (.2); Coordinate service of same (.1); Revise DBR seventh fee application and notice (1.2); Revise DBR eighth fee application and notice (1.2)	3.10	1,038.50
11/16/18	SK Kortanek	Revise and finalize September monthly application of Drinker Biddle	0.80	644.00
11/16/18	SK Kortanek	Review and revise September fee application of Drinker Biddle	0.80	644.00
11/16/18	SK Kortanek	Review and revise August monthly fee application of Drinker Biddle (0.6); Email exchange C Greer re: August fee application revisions and preparation (01)	0.70	563.50
11/16/18	CM Greer	Finalize and file DBR seventh fee application (.5); Finalize and file DBR eighth fee application (.4); Coordinate service of same (.1)	1.00	335.00
11/21/18	CM Greer	Prepare certificate of no objection re DBR third fee application (.1); File same (.2)	0.30	100.50
11/26/18	CM Greer	Prepare certificate of no objection re DBR fourth fee app	0.10	33.50
11/29/18	CM Greer	File certificate of no objection re DBR fourth fee app (.1); Update fee app chart (.1); Prepare certificate of no objection re DBR fifth fee app (.1)	0.30	100.50
11/30/18	CM Greer	File certificate of no objection re DBR fifth fee app (.1); Update fee app chart (.1)	0.20	67.00
		<b>Total Fee Application</b>	<b>25.60</b>	<b>11,689.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B170</b>		<b>Fee/Employment Objections</b>		
11/16/18	PA Jackson	Email from S. Kortanek re: Sierra Constellation fee order	0.10	60.50
		<b>Total Fee/Employment Objections</b>	<b>0.10</b>	<b>60.50</b>

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			<u>Hours</u>	<u>Amount</u>
<b>B175</b>		<b>Fee Applications of Others</b>		
11/06/18	SK Kortanek	Review monthly interim applications of Conway MacKenzie for June and July 2018	0.40	322.00
11/06/18	CM Greer	Prepare notices re Conway MacKenzie fifth and sixth fee applications	0.40	134.00
11/07/18	CM Greer	Update notices of fee re Conway MacKenzie fifth and sixth fee applications	0.10	33.50
11/09/18	CM Greer	File Conway MacKenzie fifth and sixth fee applications (.4); Coordinate service of same (.1)	0.50	167.50
11/11/18	SK Kortanek	Email exchange M Dundon re: fee reporting, budgeting, projections	0.30	241.50
11/13/18	SK Kortanek	Review SierraConstellation materials	0.70	563.50
11/13/18	SK Kortanek	Call with J Sabin re: SierraConstellation resolution	0.20	161.00
11/14/18	SK Kortanek	Prepare memo to Noteholder Group Co-Chairs re: SierraConstellation proposed resolution	0.40	322.00
11/15/18	SK Kortanek	Follow-on email exchange J Sabin re: SierraConstellation	0.20	161.00
11/15/18	SK Kortanek	Review emails from Co-Chairs M Fruchter and J Beynon re: Noteholder Group response to proposed SierraConstellation resolution	0.20	161.00
11/15/18	SK Kortanek	Call J Sabin re: SierraConstellation matters	0.20	161.00
11/15/18	SK Kortanek	Email exchange C Greer re: SierraConstellation diligence materials	0.20	161.00
11/15/18	SK Kortanek	Review materials on SierraConstellation final compensation proposal	0.70	563.50
11/15/18	SK Kortanek	Prepare memo update to the Noteholder Group re: Sierra Constellation review	0.60	483.00
11/16/18	SK Kortanek	Email J Sabin re: SierraConstellation, board meeting	0.20	161.00
11/19/18	CM Greer	Review docket and update estate professionals' fee application chart	3.20	1,072.00
11/26/18	SK Kortanek	Review 4th combined monthly of Dundon Advisors (July-Oct 2018) (0.4); Confer w C Greer re: Dundon Advisors 4th monthly (0.2)	0.60	483.00
11/26/18	CM Greer	Prepare notice re Dundon fourth fee app	0.10	33.50
11/27/18	PA Jackson	Emails with M. Dundon re: fee application	0.10	60.50
11/28/18	SK Kortanek	Review revised interim fee order for Noteholder Group advisors (0.1); Email exchanges C Greer and P Jackson re: finalizing and filing proposed revised interim fee order on Noteholder Group advisors (0.1)	0.30	241.50



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			<u>Hours</u>	<u>Amount</u>
<b>B175</b>		<b>Fee Applications of Others</b>		
11/28/18	PA Jackson	Draft and coordinate filing and service of cert of counsel submitting corrected interim fee order for Dundon, Conway MacKenzie (.7); review and coordinate filing and service of Dundon monthly fee app (.2)	0.90	544.50
11/28/18	CM Greer	File COC re corrected fees for Conway MacKenzie & Dundon first interim fee app (.2); Coordinate submission to chambers (.1)	0.30	100.50
11/28/18	CM Greer	Finalize and file Dundon fourth fee application (.2); Serve same (.1)	0.30	100.50
11/29/18	SK Kortanek	Confer with P Jackson re: interim compensation applications for Noteholder Group advisors	0.10	80.50
11/29/18	PA Jackson	Confer with S. Kortanek re: interim compensation applications for Noteholder Group advisors	0.10	60.50
11/29/18	PA Jackson	Email to M. Dundon, M. Sedigh re: corrected fee order	0.20	121.00
11/29/18	CM Greer	Prepare certificates of no objection re Conway MacKenzie fifth and sixth fee apps	0.20	67.00
11/30/18	PA Jackson	Emails with M. Dundon, M. Sedigh re: corrected fee order	0.20	121.00
11/30/18	PA Jackson	Review and coordinate filing and service of CNOs for Conway MacKenzie fee application	0.10	60.50
11/30/18	CM Greer	File certificates of no objection re Conway MacKenzie fifth and sixth fee apps	0.20	67.00
		<b>Total Fee Applications of Others</b>	<b>12.20</b>	<b>7,010.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B210</b>		<b>Business Operations</b>		
11/14/18	SK Kortanek	Prepare for (0.2) and participate in weekly Debtors update call (0.6)	0.80	644.00
11/29/18	SK Kortanek	Call M Sedigh re: projections update	0.20	161.00
11/30/18	SK Kortanek	Call with M Sedigh re: real estate projections, diligence	0.30	241.50
		<b>Total Business Operations</b>	<b>1.30</b>	<b>1,046.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B220</b>		<b>Employee Benefits/Pensions</b>		
11/06/18	SK Kortanek	Assign to C Greer analysis of proposed CEO issue, process	0.30	241.50
		<b>Total Employee Benefits/Pensions</b>	<b>0.30</b>	<b>241.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B230</b>		<b>Financing/Cash Collateral</b>		
11/12/18	SK Kortanek	Call M Dundon re: exit facility shop, issues and strategies	0.50	402.50
11/13/18	SK Kortanek	Call with J Sabin re: exit loan facility matters	0.30	241.50

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			<u>Hours</u>	<u>Amount</u>
<b>B230</b>		<b>Financing/Cash Collateral</b>		
11/14/18	SK Kortanek	Review proposed terms of DIP financing amendment (0.4); Email exchanges with M Tuchin, R Pachulski, and J Sabin re DIP amendment (0.2); Emails with Co-Chairs of the Noteholder Group re: DIP amendment (0.3)	0.90	724.50
11/16/18	SK Kortanek	Review data room updates - Hankey proposal and supporting documents, and updated cash flow projection	0.50	402.50
11/17/18	SK Kortanek	Review recap of Hankey financing proposal from M Dundon, and email exchange M Dundon and J Millar re: next actions on exit financing options	0.40	322.00
11/17/18	SK Kortanek	Review email from M Dundon to M Tuchin and B Sharp re initial assessment of Hankey exit financing proposal	0.20	161.00
11/20/18	SK Kortanek	Review financing solicitation process update from M Dundon and M Tuchin	0.40	322.00
11/21/18	SK Kortanek	Calls with J Beynon re: exit lending issues	0.70	563.50
11/26/18	SK Kortanek	Call M Dundon re: loan process matters, next actions, feedback and requests from prospects	0.50	402.50
11/26/18	SK Kortanek	Review update on Hankey proposed terms, DIP extension recap	0.80	644.00
11/26/18	SK Kortanek	Email exchange M Dundon re: exit lending process update, response from the company as to its proposed path forward	0.40	322.00
11/27/18	SK Kortanek	Email exchanges Co-Chair J Beynon re: lending and exit update, process timeline	0.40	322.00
11/27/18	SK Kortanek	Confer with J Millar re: lending and exit matters	0.30	241.50
11/29/18	SK Kortanek	Email exchange M Dundon re: update on exit loan process	0.30	241.50
11/29/18	SK Kortanek	Call M Dundon re: lending process update	0.30	241.50
		<b>Total Financing/Cash Collateral</b>	<b>6.90</b>	<b>5,554.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
11/01/18	PA Jackson	Respond to noteholder inquiries	0.40	242.00
11/01/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.60	871.00
11/02/18	PA Jackson	Call with T. Casey re: noteholder inquiries	0.30	181.50
11/02/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.40	804.00
11/05/18	SK Kortanek	Email exchange M Tuchin and review draft language for creditor websites re: Shapiro consent judgment update (0.4); Email exchange P Jackson and C Greer re: SEC settlement update, documents (0.1)	0.50	402.50

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			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
11/05/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	0.50	167.50
11/06/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.00	335.00
11/07/18	SK Kortanek	Email correspondence exchange with J Young re: confirmation, next steps	0.30	241.50
11/07/18	SK Kortanek	Email exchange P Jackson re: website update addressing Shapiro SEC settlement and consent order	0.20	161.00
11/07/18	PA Jackson	Emails with S. Kortanek re: website update, Shapiro SEC settlement	0.10	60.50
11/08/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.00	670.00
11/09/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.40	804.00
11/12/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.80	938.00
11/13/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.70	904.50
11/14/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.20	1,072.00
11/15/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.00	670.00
11/19/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	1.90	636.50
11/20/18	SK Kortanek	Outline investor talking points	0.50	402.50
11/20/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	4.60	1,541.00
11/21/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.90	971.50
11/26/18	SK Kortanek	Confer with P Jackson re: noteholder communication matters, website update, transition of communication strategies	0.20	161.00
11/26/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.60	1,206.00
11/27/18	PA Jackson	Confer with C. Greer re: noteholder inquiries	0.20	121.00
11/27/18	PA Jackson	Review noteholder inquiries	0.30	181.50
11/27/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	2.00	670.00

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			<u>Hours</u>	<u>Amount</u>
<b>B235</b>		<b>Creditor Information Sharing/1102 Matters</b>		
11/28/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.70	1,239.50
11/29/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.00	1,005.00
11/30/18	SK Kortanek	Confer with T Casey re: revisions to investor communication protocols	0.30	241.50
11/30/18	CM Greer	Return and respond to noteholder inquiry phone calls and emails	3.50	1,172.50
		<b>Total Creditor Information Sharing/1102 Matters</b>	<b>50.10</b>	<b>18,074.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B280</b>		<b>Sale Motion/363 State</b>		
11/15/18	PA Jackson	Email from M. Sedigh re: Owlwood status	0.10	60.50
11/28/18	SK Kortanek	Review Lago Vista sale motion papers	0.40	322.00
11/28/18	SK Kortanek	Email L Shemtob re: Lago Vista sale motion update	0.30	241.50
11/28/18	SK Kortanek	Call from L Shemtob re: Lago Vista sale motion (0.3); Email and call M Sedigh re: Lago Vista (0.2)	0.50	402.50
11/28/18	SK Kortanek	Call D Fidler re: Lago Vista, DIP update	0.20	161.00
11/28/18	PA Jackson	Email from M. Sedigh re: Lago Vista inquiry	0.10	60.50
		<b>Total Sale Motion/363 State</b>	<b>1.60</b>	<b>1,248.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B310</b>		<b>Claims Administration/Objections/Bar Date</b>		
11/05/18	SK Kortanek	Review Loyola settlement order	0.10	80.50
11/14/18	SK Kortanek	Review contributed claims stipulations and emails with D Fidler re: same	0.10	80.50
11/20/18	JH Millar	Review issues regarding claims trading and related matters.	1.00	990.00
11/30/18	SK Kortanek	Email exchange J Argentina re: noteholder IRA transfer issues	0.30	241.50
11/30/18	SK Kortanek	Email exchange D Fidler re: noteholder ownership change procedures, requested by numerous holders	0.20	161.00
		<b>Total Claims Administration/Objections/Bar Date</b>	<b>1.70</b>	<b>1,553.50</b>
			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/01/18	SK Kortanek	Confer with P Jackson re: effective date planning, issues	0.40	322.00
11/01/18	PA Jackson	Confer with S. Kortanek re: Effective Date planning	0.30	181.50
11/02/18	SK Kortanek	Call J Sabin, R , J Beynon, M Sedigh re: projections for effective date issues	0.50	402.50

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/02/18	TR Casey	Telephone conference with P. Jackson regarding Noteholder inquiries on third party claims and distribution issues.	0.10	80.00
11/02/18	TR Casey	Telephone conference with R. Reynoso regarding confirmation of plan and distributions.	0.20	160.00
11/02/18	TR Casey	Email to R. Reynoso regarding confirmation order and opinion.	0.10	80.00
11/05/18	SK Kortanek	Email exchange J Beynon re: Unitholder discussions on pending matters	0.20	161.00
11/05/18	SK Kortanek	Confer with P Jackson re: pre-Effective Date issues	0.40	322.00
11/05/18	SK Kortanek	Emails with J Beynon and M Fruchter re: conferring with Unitholder Committee on pre-Effective Date matters	0.20	161.00
11/05/18	TR Casey	Telephone conference with H. Zaks regarding update and question on contributed claims.	0.30	240.00
11/05/18	TR Casey	Telephone conference with I. Bambrick regarding opt in to contribute claims.	0.10	80.00
11/05/18	TR Casey	Telephone conference with D. Fiddler regarding opt in to contribute claims.	0.20	160.00
11/05/18	TR Casey	Telephone conference with D. Batlano regarding opt in to contribute claims and discussions with D. Fiddler regarding same.	0.20	160.00
11/05/18	TR Casey	Email to D. Fiddler regarding contributed claims.	0.20	160.00
11/05/18	TR Casey	Email to S. Kortanek and P. Jackson regarding contributed claim issues.	0.10	80.00
11/05/18	PA Jackson	Confer with S. Kortanek re: plan effective date planning issues	0.30	181.50
11/06/18	SK Kortanek	Review effective date projections and model from B Sharp (0.5); emails re: same with M Sedigh (0.2)	0.70	563.50
11/06/18	TR Casey	Telephone conference with I. Bassen regarding plan confirmation and distribution.	0.10	80.00
11/06/18	PA Jackson	Emails with S. Kortanek re: effective date status	0.30	181.50
11/07/18	SK Kortanek	Participate in weekly advisors update call, covering effective date considerations and planning	1.10	885.50
11/07/18	SK Kortanek	Email exchanges (common interest) among M Sedigh and J Sabin re: effective date considerations	0.40	322.00
11/07/18	TR Casey	Telephone conference with R. Sprenger regarding plan confirmation, contributed claim, trust, property sales and distributions.	0.30	240.00
11/07/18	TR Casey	Email to M. Gough regarding order confirming the plan.	0.10	80.00

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/07/18	TR Casey	Return call to T. Gattis regarding plan confirmation.	0.10	80.00
11/07/18	TR Casey	Telephone conference with D. Hiller regarding confirmation of the plan and first distribution.	0.10	80.00
11/07/18	TR Casey	Telephone conference with D. Schmidt regarding plan, court approval, contributed claims, trust and distributions.	0.40	320.00
11/07/18	TR Casey	Telephone conference with M. Gough regarding plan confirmation and distributions.	0.10	80.00
11/07/18	PA Jackson	Call with S. Kortanek re: effective date planning issues	0.20	121.00
11/08/18	TR Casey	Telephone conference with T. Konstantidis regarding plan confirmation, trust and distributions.	0.30	240.00
11/08/18	TR Casey	Telephone conference with D. Mekus regarding plan confirmation, net claim and SEC settlement with Mr. Shapiro.	0.40	320.00
11/09/18	TR Casey	Telephone conference with D. Weise regarding plan confirmation, notes he holds, distributions, claims versus third parties, sale of real estate and trust interests.	0.50	400.00
11/09/18	TR Casey	Review motion of certain noteholders for authority to file late proofs of claim.	0.10	80.00
11/09/18	TR Casey	Telephone conference with J. Spriggs regarding plan confirmation.	0.10	80.00
11/12/18	SK Kortanek	Call with M Sedigh re: further diligence on year-end projections	0.40	322.00
11/12/18	SK Kortanek	Review Rochelle parties motion for stay pending appeal	0.40	322.00
11/12/18	SK Kortanek	Call M Sedigh re: projections diligence, repeated information requests, escalation	0.40	322.00
11/12/18	TR Casey	Review LaRochelle Noteholders motion for a stay of confirmation order pending appeal.	0.20	160.00
11/12/18	TR Casey	Review LaRochelle noteholders notice of appeal of plan confirmation order.	0.10	80.00
11/12/18	TR Casey	Emails from/to M. Pompeo regarding plan confirmation.	0.10	80.00
11/13/18	TR Casey	Telephone conference with W. Jones regarding first distribution.	0.10	80.00
11/13/18	TR Casey	Return call to J. Kivett regarding plan confirmation and first distribution.	0.10	80.00
11/13/18	TR Casey	Telephone conference with L. Politi regarding LaRochelle appeal and first distribution.	0.30	240.00
11/13/18	CM Greer	Draft objection to Rochelle motion for stay pending appeal	0.50	167.50
11/14/18	TR Casey	Telephone conference with J. Kivett regarding plan confirmation, trust and distributions.	0.20	160.00

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<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/14/18	TR Casey	Email from D. Fiddler regarding D. and F. Bottero opt in on contributed claims.	0.10	80.00
11/14/18	TR Casey	Review Debtor's notices of deposition of certain Noteholders and counsel in connection with the motion for authority to file late proofs of claim.	0.10	80.00
11/14/18	TR Casey	Telephone conference with C. Spira regarding plan confirmation, distributions, claims versus third parties, SEC settlement with Mr. Shapiro and trust interests.	0.40	320.00
11/14/18	TR Casey	Review notice of hearing regarding motion to stay confirmation order.	0.10	80.00
11/14/18	TR Casey	Email to S. Kortanek and P. Jackson regarding contributed claims elections.	0.10	80.00
11/15/18	SK Kortanek	Call with P Jackson re: Effective Date matters	0.20	161.00
11/15/18	SK Kortanek	Confer with P Jackson re: motion for stay pending appeal responses in opposition, hearing	0.30	241.50
11/15/18	SK Kortanek	Call J Sabin re: Effective Date matters, flow of funds, related strategies	0.20	161.00
11/15/18	SK Kortanek	Email exchange M Dundon re: post-Effective Date trust trading matters	0.30	241.50
11/15/18	TR Casey	Emails from/to C. Kim regarding plan confirmation and projected initial distributions.	0.10	80.00
11/15/18	TR Casey	Telephone conference with R. Houchin regarding plan confirmation.	0.10	80.00
11/15/18	PA Jackson	Confer with S. Kortanek re: Effective Date issues (.2), motion for stay pending appeal (.2)	0.40	242.00
11/16/18	SK Kortanek	Call from M Tuchin re: proposed resolution of pending objections and disputes	0.30	241.50
11/16/18	SK Kortanek	Review draft of Debtors opposition to Sarachek/Rochelle motion for stay pending appeal	0.40	322.00
11/16/18	SK Kortanek	Prepare memo to Noteholder Group Co-Chairs proposing settlement authority	0.40	322.00
11/16/18	SK Kortanek	Email exchange Co-Chairs of the Noteholder Group re: scheduling consideration of proposal for review	0.30	241.50
11/16/18	TR Casey	Telephone conference with R. Houchin regarding first distribution.	0.10	80.00
11/19/18	SK Kortanek	Call from J Sabin re: status of stay motion, open issues	0.30	241.50
11/19/18	SK Kortanek	Review Debtors objection to Rochelle/Sarachek stay pending appeal motion	0.40	322.00
11/19/18	SK Kortanek	Draft objection and joinder of Noteholder Group to the Sarache/Rochelle motion for stay pending appeal	0.70	563.50

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/19/18	TR Casey	Emails from and call to D. Weise regarding confirmation of the plan.	0.10	80.00
11/19/18	TR Casey	Review Debtors' opposition to motion for stay of the confirmation order.	0.80	640.00
11/19/18	TR Casey	Review Sharp declaration in opposition to the motion for a stay of the confirmation order.	0.20	160.00
11/20/18	SK Kortanek	Call from J Sabin re: Effective Date modelling, alternatives	0.40	322.00
11/20/18	SK Kortanek	Confer with J Millar re: effective date matters, flow of funds, noteholder liquidity alternatives	0.30	241.50
11/20/18	TR Casey	Emails to/from S. Kortanek, P. Jackson and C. Greer regarding LaRochelle noteholders motion for a stay of the order confirming the plan.	0.10	80.00
11/20/18	PA Jackson	Confer with S. Kortanek re: effective date planning issues	0.20	121.00
11/21/18	TR Casey	Telephone conference with M. Litwin regarding plan confirmation, denial of motion for stay of plan pending appeal, trust and distributions.	0.20	160.00
11/21/18	TR Casey	Telephone conference with M. Altschuler regarding F. Maranuk's noteholder claims, plan confirmation, appeal of confirmation order, trust and distribution.	0.20	160.00
11/21/18	TR Casey	Review transcript of hearing on LaRochelle and other noteholders motion for stay of the order confirming the plan.	0.20	160.00
11/21/18	TR Casey	Email to C. Greer regarding denial of motion for stay.	0.10	80.00
11/24/18	SK Kortanek	Email exchange M Dundon re: post-Effective Date trading and securities matters	0.30	241.50
11/26/18	SK Kortanek	Confer with P Jackson re: effective date matters and flow of funds projections, related issues	0.20	161.00
11/26/18	SK Kortanek	Call M Sedigh re: diligence on real estate, updates, exit cash flow projections	0.50	402.50
11/26/18	SK Kortanek	Call M Dundon re: exit facility process and path forward	0.20	161.00
11/26/18	TR Casey	Emails from/to W. Singleton regarding initial distribution.	0.10	80.00
11/26/18	TR Casey	Review Schedule 3 for net claims of W. Singleton.	0.10	80.00
11/26/18	TR Casey	Emails from/to W. Singleton regarding net claims listed for him in Schedule 3 to the Disclosure Statement.	0.20	160.00
11/26/18	TR Casey	Telephone conference with J. Baron regarding distributions, trust and denial of motion for stay pending appeal.	0.30	240.00
11/26/18	TR Casey	Telephone conference with J. Kivett regarding initial distribution and denial of motion for stay pending appeal.	0.10	80.00



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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/26/18	TR Casey	Telephone conference with B. Tidings regarding claims of J. Ozinga, trust, third party claims and distributions.	0.20	160.00
11/27/18	SK Kortanek	Call Co-Chair J Beynon re: plan exit process update, related issues	0.70	563.50
11/27/18	SK Kortanek	Outline Effective Date issues	0.50	402.50
11/27/18	SK Kortanek	Confer with P Jackson re: considerations and issues for effective date and exit steps	0.60	483.00
11/27/18	TR Casey	Email to S. Kortanek regarding Noteholder inquiries.	0.20	160.00
11/27/18	TR Casey	Telephone conference with D. Schmidt regarding denial of LaRochelle et al. motion for stay pending appeal and proposed distributions.	0.10	80.00
11/27/18	TR Casey	Email from D. Weise regarding net claims and information needed.	0.10	80.00
11/27/18	TR Casey	Review plan, disclosure statement, confirmation opinion and confirmation order regarding net claims.	1.40	1,120.00
11/27/18	TR Casey	Email to D. Weise regarding net claims.	0.20	160.00
11/27/18	TR Casey	Telephone conference with W. Jones regarding plan confirmation, motion for stay and initial distributions.	0.10	80.00
11/27/18	TR Casey	Telephone conference with D. Weise regarding plan documents/orders and net claims.	0.40	320.00
11/27/18	PA Jackson	Calls (.6) and emails (.2) with S. Kortanek re: DIP maturity, effective date planning	0.80	484.00
11/28/18	TR Casey	Return call to D. Weise regarding plan confirmation and net claims; telephone conference with D. Markus regarding plan confirmation, initial distribution and denial of motion for stay pending appeal; return call to S. Chiodini regarding denial of motion for stay and distributions.	0.10	80.00
11/29/18	SK Kortanek	Confer with P Jackson re: exit, plan and financing alternatives, scenario review	0.50	402.50
11/29/18	SK Kortanek	Call with M Dundon and J Beynon re: exit alternatives, analyses	0.70	563.50
11/29/18	SK Kortanek	Review and respond to emails with J Beynon and M Fruchter, Co-Chairs, re: matters concerning plan exit alternatives and post-Effective Date matters	0.60	483.00
11/29/18	TR Casey	Emails from/to S. Ambrose regarding plan update.	0.10	80.00
11/29/18	PA Jackson	Confer with S. Kortanek re: exit plan and financing alternatives, scenario review	0.50	302.50
11/30/18	SK Kortanek	Email exchange P Jackson re: plan matters, alternatives for exit and related analysis	0.30	241.50
11/30/18	SK Kortanek	Review and revise exit proposal draft from P Jackson	0.70	563.50

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			<u>Hours</u>	<u>Amount</u>
<b>B320</b>		<b>Plan and Disclosure Statement</b>		
11/30/18	SK Kortanek	Email exchange with M Dundon and J Beynon re: issue on exit considerations, diligence	0.30	241.50
11/30/18	SK Kortanek	Call Tim Casey re: investor inquiries and communications matters re: effective date and distribution update	0.20	161.00
11/30/18	SK Kortanek	Confer with P Jackson re: review of issues on new exit proposal	0.30	241.50
11/30/18	TR Casey	Telephone conference with R. Vonesh regarding plan confirmation, denial of motion for stay, trust and distributions.	0.20	160.00
11/30/18	TR Casey	Telephone conference with D. Weise regarding plan, net claim and distributions.	0.40	320.00
11/30/18	TR Casey	Telephone conference with S. Ambrose regarding plan, confirmation, distributions, net claim amount, trust and contributed claims.	0.30	240.00
11/30/18	TR Casey	Review order denying LaRoche and other Noteholders motion for a stay pending appeal.	0.10	80.00
11/30/18	TR Casey	Telephone conference with C. Dugger regarding plan update and projected initial distribution amount and timing.	0.10	80.00
11/30/18	TR Casey	Email to S. Ambrose regarding opinion and order confirming plan and Schedule 3 to disclosure statement regarding net claims.	0.10	80.00
11/30/18	TR Casey	Telephone conference with B. McDermid regarding plan confirmation and initial distribution.	0.10	80.00
11/30/18	TR Casey	Telephone conference with R. Sprenger regarding update on plan, motion for stay, claims versus third parties, trust interests and initial distribution.	0.50	400.00
11/30/18	TR Casey	Telephone conference with R. Houchin regarding plan, distribution and investment loss he believes he has.	0.40	320.00
11/30/18	TR Casey	Telephone conference with V. Martinez regarding plan confirmation, projected distributions to Noteholders and timing of initial distribution.	0.10	80.00
11/30/18	TR Casey	Telephone conference with P. McMahon regarding plan confirmation and distribution status.	0.20	160.00
11/30/18	TR Casey	Confer with S. Kortanek regarding investor inquiries, denial of stay motion and appeal of confirmation order.	0.30	240.00
11/30/18	PA Jackson	Confer with S. Kortanek re: effective date planning issues	0.30	181.50
11/30/18	PA Jackson	Emails with S. Kortanek re: exit financing alternatives	0.90	544.50
11/30/18	PA Jackson	Research re: precedent for alternative exit financing proposal	2.50	1,512.50
		<b>Total Plan and Disclosure Statement</b>	<b>38.10</b>	<b>29,022.00</b>

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			<u>Hours</u>	<u>Amount</u>
<b>B440 Adversary Proceedings and Bankruptcy Litigation</b>				
11/16/18	SK Kortanek	Email exchanges Co-Chairs J Beynon and M Fruchter re: further issues on pending objections and proposals requiring Noteholder Group considering	0.40	322.00
11/19/18	SK Kortanek	Review update on Sarachek litigation, preparation matters for November 20 hearing	0.80	644.00
<b>Total Adversary Proceedings and Bankruptcy Litigation</b>			<b>1.20</b>	<b>966.00</b>
			<u>Hours</u>	<u>Amount</u>
<b>B445 Court Hearings/Preparation/Agenda</b>				
11/19/18	SK Kortanek	Email update to the Noteholder Group Co-Chairs re: adjournment of November 20 matters to December 12, related issues and concerns	0.40	322.00
11/20/18	SK Kortanek	Prepare for hearing (0.5) and attend omnibus hearing on Rochelle stay pending appeal motion (1.0)	1.50	1,207.50
11/20/18	SK Kortanek	Review amended hearing agenda for Nov. 20 omnibus, Sarachek stay motion	0.10	80.50
11/20/18	SK Kortanek	Call J Sabin re motion for stay pending appeal	0.30	241.50
11/20/18	SK Kortanek	Call J Beynon, Co-Chair re: motion for stay pending appeal	0.30	241.50
11/20/18	PA Jackson	Emails with C. Greer re: stay hearing	0.10	60.50
<b>Total Court Hearings/Preparation/Agenda</b>			<b>2.70</b>	<b>2,153.50</b>

#### Time and Fee Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
JH Millar	Partner	\$990.00	1.00	\$990.00
SK Kortanek	Partner	\$805.00	59.50	\$47,897.50
JG Lundy	Partner	\$805.00	0.30	\$241.50
TR Casey	Partner	\$800.00	14.70	\$11,760.00
PA Jackson	Associate	\$605.00	12.00	\$7,260.00
J Argentina	Associate	\$495.00	4.00	\$1,980.00
KH DeMaio	Associate	\$420.00	3.30	\$1,386.00
CM Greer	Paralegal	\$335.00	76.90	\$25,761.50
CE Cantelmi-Tigani	Paralegal	\$305.00	0.60	\$183.00
<b>Totals</b>			<b>172.30</b>	<b>\$97,459.50</b>

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### Expenses

Non-Atty OT	19.50
Telecommunication Services	54.93
Outside Photocopying Services - Reliable Wilmington Digital Printing B/W, Envelope services, Draft & Efile	133.90
Outside Photocopying Services - Reliable Wilmington Hourly transcript copy	69.60
Outside Photocopying Services - Reliable Wilmington Hourly transcript copy	22.80
Outside Photocopying Services - Reliable Wilmington Hourly transcript copy	126.00
Express Delivery Services Parcels Inc. 08/21/18 - Downtown delivery pickup	7.50
Hand Delivery - Reliable Wilmington Mailout/Envelope services, Draft and Efile	115.30
Hand Delivery - Reliable Wilmington Mailout/Envelope services, hand delivery	59.80
Hand Delivery - Reliable Wilmington Mailout/Envelope services, Hand delivery	135.90
Hand Delivery - Reliable Wilmington Mailout/Envelope services, Draft and Efile	131.90

Total Current Expenses	\$877.13
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**Total this Invoice**

**\$98,336.63**

Payment for legal services is due within 30 days of invoice date.

**Exhibit B**

Kortanek Declaration

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

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In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Remaining Debtors.	:	<b>Obj. Deadline: April 18, 2019 at 4:00 p.m. (ET)</b>
	:	

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**DECLARATION OF STEVEN K. KORTANEK**

I, Steven K. Kortanek, declare as follows:

1. I am a partner with the law firm of Drinker Biddle & Reath LLP (“**Drinker Biddle**”). I submit this Declaration (the “**Declaration**”) on behalf of Drinker Biddle in support of the *Tenth Monthly Fee Application of Drinker Biddle & Reath LLP, Counsel for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses, for the Period From November 1, 2018 Through November 30, 2018* (the “**Application**”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. Drinker Biddle is a law firm of approximately 600 attorneys, which maintains an office at 222 Delaware Ave., Ste. 1410, Wilmington, DE 19801-1621, among other locations.

3. The Billing Detail attached as “Exhibit A” to the Application contains a separate description and time allotment for each activity performed by each individual attorney and legal assistant.

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<sup>1</sup> 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.

4. All services for which compensation is requested by Drinker Biddle were professional services performed for and on behalf of the Noteholder Group and not on behalf of any other person.

5. In compliance with 18 U.S.C. § 155, neither I nor any member or associate of this firm has entered into any agreement, express or implied, with any other party in interest or any attorney for such other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors or the estates' assets.

6. In compliance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, Drinker Biddle, or any member or associate of Drinker Biddle, on the one hand, and any other person, on the other hand, for division of compensation Drinker Biddle may receive for services rendered in connection with these Chapter 11 Cases, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any member or associate of Drinker Biddle.

Dated: March 29, 2019

/s/ Steven K. Kortanek  
Steven K. Kortanek