

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: April 9, 2018 at 4:00 pm (ET)

NOTICE OF SECOND MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that the **Second Monthly Application of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period from January 1, 2018 Through and Including January 31, 2018** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware (the "Court"). The Application seeks allowance of interim fees in the amount of \$2,070,919.00² and interim expenses in the amount of \$50,328.32.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **April 9, 2018 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 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14140 Ventura Boulevard #302, Sherman Oaks, California 91423, Attn: Bradley Sharp; (ii) counsel for 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.

² The fees set forth herein reflect reductions of \$59,669.72, consisting of (a) a voluntary write-off in the amount of \$7,849.22 for fees and expenses and (b) non-working travel time discount in the amount of \$51,820.50.

Debtors, Gibson, Dunn & Crutcher LLP, 333 S. Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Elise S. Frejka, Frejka PLLC, 135 East 57th Street – 6th Floor, New York, New York 10022; (ix) any other party that has requested to be a Notice Party; and (x) 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.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER, PURSUANT TO SECTIONS 331 AND 105(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2016(a), AND LOCAL RULE 2016-2, ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF 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 THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES, WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.

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Dated: March 19, 2018
Wilmington, Delaware

/s/ Sean M. Beach

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)

Edmon L. Morton (No. 3856)

Ian J. Bambrick (No. 5455)

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Counsel to the Debtors and Debtors in Possession

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: April 9, 2018 at 4:00 pm (ET)

**SUMMARY OF SECOND MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE INTERIM PERIOD FROM JANUARY 1, 2018
THROUGH AND INCLUDING JANUARY 31, 2018**

Name of Applicant:

Gibson, Dunn & Crutcher LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

December 4, 2017 (Order entered January 23,
2018 *nunc pro tunc* to December 4, 2017)

Period for which compensation and reimbursement
is sought:

January 1, 2018 through and including
January 31, 2018

Amount of Interim Compensation sought as
actual, reasonable and necessary:

\$2,070,919.00²

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 fees set forth herein reflect reductions of \$59,669.72, consisting of (a) a voluntary write-off in the amount of \$7,849.22 for fees and expenses and (b) non-working travel time discount in the amount of \$51,820.50.

Amount of Interim Expense Reimbursement \$50,328.32
 sought as actual, reasonable and necessary:

This is an/a: _____ interim ___ final application
 ___X___ monthly

This application includes 15.4 hours and \$6,513.50 in fees incurred in connection with the preparation of Fee Applications.

Prior applications:

Date Filed/ Docket No.	Period Covered	Requested		Approved to Date		Court Order/ CNO Filed
		Fees	Expenses	Fees	Expenses	
02/16/2018 D.I. 616	12/04/2017 thru 12/31/2017	\$1,592,603.25	\$47,306.52	\$1,274,082.60	\$47,306.52	03/14/2018 D.I. 747
Total		\$1,592,603.25	\$47,306.52	\$1,274,082.60	\$47,306.52	

INTERIM COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours	Total Compensation
Conn, Jennifer L.	Partner. Joined the Firm as an Associate in 2000. Member of NY Bar since 1996. Primary practice area: Securities Enforcement, Securities Litigation.	\$1215	\$1260	167.20	\$210,672.00
Wise, J. Eric	Partner since 2008. Joined Firm as a Partner in 2008. Member of NY Bar since 1999. Primary practice area: Business Restructuring & Reorganization	\$1195	\$1215	65.30	\$79,339.50
Arnold, Dennis B.	Partner. Joined the Firm in 1988. Member of CA Bar since 1976. Primary practice area: Uniform Commercial Code, Real Estate, Banking, Creditors' Rights, Remedies.	\$1095	\$1210	28.50	\$34,485.00
Garza, Oscar	Partner since 1999. Joined Firm as an Associate in 1990. Member of CA Bar since 1990. Primary practice area: Business Restructuring & Reorganization	\$1155	\$1205	100.70	\$121,343.50
Montgomery, Cromwell R.	Partner. Joined the Firm as an Associate in 2001. Member of CA Bar since 1997. Primary practice area: Finance	\$1150	\$1205	0.90	\$1,084.50

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours	Total Compensation
Fuchs, Douglas Michael	Partner. Joined the Firm as an Associate in 2007. Member of CA Bar since 1998. Primary practice area: Securities Enforcement, Securities Litigation.	\$1150	\$1155	34.70	\$40,078.50
Hoffman, Matthew A.	Partner since 2012. Joined Firm as an Associate in 2003. Member of CA Bar since 2003. Primary practice area: Insurance	\$1095	\$1155	11.50	\$13,282.50
Schwing, Austin V.	Partner since 2011. Joined Firm as an Associate in 2000. Member of CA Bar since 2000. Primary practice area: Litigation	\$1025	\$1155	0.70	\$808.50
Kelsey, Matthew K.	Partner since 2013. Joined Firm as Of Counsel in 2008. Member of NY Bar since 2004. Primary practice area: Business Restructuring & Reorganization	\$1025	\$1085	272.20	\$295,097.00
More', Farshad E.	Partner since 2013. Joined Firm as an Associate in 2003. Member of CA Bar since 2003. Primary practice area: Real Estate	\$1035	\$1080	0.80	\$864.00
Shapiro, Jesse I.	Partner since 2014. Joined Firm as an Associate in 2005. Member of NJ Bar since 2000; member of NY Bar since 2001; member of CA Bar since 2006. Primary practice area: Real Estate	\$995	\$1080	9.80	\$10,584.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours	Total Compensation
Cripps Jr., Jesse A.	Partner since 2011. Joined Firm as an Associate in 2002. Member of CA Bar since 2003. Primary practice area: Labor & Employment	\$995	\$1045	10.20	\$10,659.00
Newman, Samuel A.	Partner since 2009. Joined Firm as an Associate in 2001. Member of CA Bar since 2001. Primary practice area: Business Restructuring & Reorganization	\$995	\$1010	240.80	\$243,208.00
Dubeck, Matthew B.	Partner since 2017. Joined Firm as an Associate in 2007. Member of D.C. Bar since 2006; member of CA Bar since 2007. Primary practice area: Mergers and Acquisition and Corporate Governance	\$940	\$995	37.00	\$36,815.00
Smith, Katherine V.A.	Partner since 2015. Joined Firm as an Associate in 2006. Member of CA Bar since 2006. Primary practice area: Labor and Employment	\$925	\$995	0.60	\$597.00
Balick, Allison	Associate. Joined the firm in 2009. Member of the CA Bar since 2009.	\$905	\$875	1.80	\$1,575.00
Barshop, Melissa Leigh	Associate. Joined the firm in 2006. Member of the CA Bar since 2006.	\$825	\$875	4.60	\$4,025.00
Denny, Daniel B.	Associate. Joined firm as an associate in 2005. Member of CA Bar since 2005.	\$835	\$875	286.20	\$250,425.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours	Total Compensation
Levin, Douglas G.	Associate. Joined the firm as an associate in 2009. Member of CA Bar since 2009.	\$835	\$875	169.20	\$148,050.00
Weiner, Genevieve G.	Associate. Joined firm as an associate in 2007. Member of CA Bar since 2007.	\$825	\$875	42.60	\$37,275.00
Porcelli, Matthew P.	Associate. Joined the firm as an associate in 2009. Member of NJ and NY Bars since 2009.	\$835	\$860	128.40	\$110,424.00
Long, Ian T.	Associate. Joined firm as an associate in 2015. Member of CA Bar since 2013.	\$715	\$820	124.40	\$102,008.00
Hayden, Patrick J.	Associate. Joined firm as an Associate in 2017. Member of NY Bar since 2015.	\$745	\$815	105.50	\$85,982.50
Phan, Tiffany X.	Associate. Joined firm as an Associate in 2013. Member of CA Bar since 2013.	\$675	\$760	8.40	\$6,384.00
Cassidy, Dylan S.	Associate. Joined firm as an Associate in 2015. Member of NY Bar since 2016.	\$695	\$755	206.60	\$155,983.00
Kole, Lauren M.	Associate. Joined firm as an Associate in 2015. Member of NY Bar since 2016.	\$695	\$755	7.60	\$5,738.00
Alexander, Thomas H.	Associate. Joined firm as an Associate in 2015. Member of CA Bar since 2015.	\$565	\$660	23.70	\$15,499.50
Coe-Odess, Matthew S.	Associate. Joined firm as an Associate in 2016. Member of CA Bar since 2016.	\$495	\$595	12.10	\$7,199.50

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours	Total Compensation
Lau, Katherine A.	Associate. Joined firm as an Associate in 2017. Member of CA Bar since 2017.	\$425	\$525	60.80	\$31,920.00
Hoxie, Deborah D.	Paralegal	\$445	\$465	1.60	\$744.00
Amponsah, Duke K.	Paralegal	\$425	\$440	9.10	\$4,004.00
Santos, F. Pamela	Paralegal	\$405	\$420	102.10	\$42,882.00
Bui, Darren N.	eDiscovery Analyst	\$405	\$405	3.00	\$1,215.00
Karnes, Christopher	eDiscovery Analyst	\$405	\$405	0.80	\$324.00
Roymisher, Leonid	eDiscovery Analyst	320	\$405	24.60	\$9,963.00
Watts, Nicholas Colbert	Paralegal	260	\$335	1.00	\$335.00
Raber, Steven	Research Analyst	250	\$270	2.00	\$540.00
Edwards, Carla M.	Research Analyst	250	\$260	0.40	\$104.00
Scott, Spencer E.	Research Analyst	\$715	\$260	4.70	\$1,222.00
			Sub-Total	2,312.10	\$2,122,739.50
			Non-Working Travel Discount		(\$51,820.50)
			Total		\$2,070,919.00
			Blended Rate:		\$895.69

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Recovery Analysis	0.00	\$0.00
Asset Sales	60.60	\$54,069.00
Asset Valuation	56.30	\$68,757.50
Assumption and Rejection of Leases and Contracts	23.70	\$17,679.00
Avoidance Action Analysis	0.00	\$0.00
Budgeting	1.40	\$1,360.00
Business Operations	13.00	\$12,128.00
Case Administration	71.40	\$59,079.50
Claims Administration and Objections	0.00	\$0.00
Corporate Governance and Board Matters	264.40	\$233,948.50
Communications and Meetings with Creditors	64.50	\$51,766.50
Employee Matters and Benefits	38.40	\$34,408.50
Employment and Fee Applications (Gibson)	90.30	\$61,591.50
Employment and Fee Applications (Other Professionals)	20.20	\$18,275.00
Financing, Cash Collateral and Cash Management	142.30	\$138,917.00
Hearings	266.50	\$255,618.00
Insurance	12.70	\$14,232.00
Litigation	887.60	\$820,515.50
Plan and Disclosure Statement	0.00	\$0.00
Plan Exclusivity	0.00	\$0.00
Real Estate	10.30	\$6,519.00
Relief from Stay and Adequate Protection	17.60	\$16,806.50
Reporting	7.70	\$6,492.50
SEC/State AG Matters	157.40	\$145,895.50
Tax	0.90	\$1,039.50
Travel – Non-Working Time	104.90	\$103,641.00
TOTAL	2312.10	\$2,122,739.50

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses
Certified Copies	\$0.00
Conference Call Charges	\$303.64
Court fees	\$384.00
Data Line Charges	\$137.89
Document Retrieval Services	\$32.80
eDiscovery Database Hosting Fee	\$0.00
Filing Fees	\$0.00
In House Duplication	\$5,950.80
Investigation	\$0.00
Lodging	\$7,881.86
Meals	\$2,226.45
Messenger and Courier Expense	\$48.84
On-Line Research (Lexis)	\$0.00
On-Line Research (Westlaw)	\$14,975.20
On-Line Research (Main)	\$0.00
Outside Process Server	\$0.00
Searches (UCC & Others)	\$0.00
Specialized Research	\$2,020.84
Telephone Charges	\$204.82
Transcript/Digesting	\$3,524.10
Travel – Air & Rail	\$8,361.60
Travel – Parking	\$207.20
Travel – Taxi & Other Modes/Miles	\$4,068.28
TOTAL	\$50,328.32

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

In re:

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

Debtors.

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: April 9, 2018 at 4:00 pm (ET)

**SECOND MONTHLY APPLICATION OF GIBSON, DUNN & CRUTCHER LLP
AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE INTERIM PERIOD FROM
JANUARY 1, 2018 THROUGH AND INCLUDING JANUARY 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing Employment and Retention of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 358] (the “Retention Order”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “Interim Compensation Order”), the law firm of Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) hereby applies (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as co-counsel to Woodbridge Group of Companies, LLC and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”), in the amount of \$2,070,919.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$50,328.32 for the

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interim period January 1, 2018 through and including January 31, 2018² (the “Interim Fee Period”). In support of this Application, Gibson Dunn respectfully represents as follows:

BACKGROUND

1. On December 4, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Gibson Dunn was retained to represent the Debtors as bankruptcy co-counsel in connection with these chapter 11 cases, *nunc pro tunc* to the Petition Date. In addition, prior to December 4, 2017, Gibson Dunn served as general bankruptcy co-counsel as described in the *Debtors’ Application for an Order Approving the Employment and Retention of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 122], as supplemented by the declarations filed at Docket Nos. 214 and 313 (as supplemented, the “Employment Application”). The Retention Order authorizes Gibson Dunn to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. After the reconciliation described in the Employment Application, the Remaining Advance Payment (as defined in the Employment Application) is \$382,918.74.

4. All services for which compensation is requested herein by Gibson Dunn were performed for or on behalf of the Debtors.

(a) SUMMARY OF SERVICES RENDERED

5. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period, showing the amount of \$2,070,919.00 due for fees. This amount has been reduced with a voluntary write-off of \$4,825.04 and non-working travel discount in the amount of \$51,820.50.

6. The services rendered by Gibson Dunn during the Interim Fee Period are grouped into the categories set forth in Exhibit A. 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.

² The fees set forth herein reflect reductions of \$59,669.72, consisting of (a) a voluntary write-off in the amount of \$7,849.22 for fees and expenses and (b) non-working travel time discount in the amount of \$51,820.50.

(b) DISBURSEMENTS

7. Attached hereto as Exhibit B is a detailed statement of expenses paid by Gibson Dunn during the Interim Fee Period, showing the amount of \$50,328.32 for reimbursement of expenses. This amount has been reduced with a voluntary write-off of \$3,024.18. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Gibson Dunn to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

8. Costs incurred for overtime and computer assisted research are not included in Gibson Dunn’s normal hourly billing rates and, therefore, are itemized and included in Gibson Dunn’s disbursements. Pursuant to 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”), Gibson Dunn represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

(c) VALUATION OF SERVICES

9. Attorneys and paraprofessionals of Gibson Dunn have expended a total of 2,312.10 hours in connection with this matter during the Interim Fee Period.

10. The amount of time spent by each of these persons providing services to the Debtors for the Interim Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Gibson Dunn’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Gibson Dunn for the Interim Fee Period as counsel for the Debtors in these cases is \$2,122,739.50.

11. Gibson Dunn believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 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 chapter 11 of the Bankruptcy Code.

13. This Application covers the interim fee period from January 1, 2018 through and including January 31, 2018. Gibson Dunn has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Interim Fee Period, for which Gibson Dunn will file subsequent monthly fee applications.

CONCLUSION

WHEREFORE, Gibson Dunn requests that allowance be made to it in the sum of \$2,070,919.00 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$50,328.32 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

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Dated: March 19, 2018
Wilmington, Delaware

/s/ Samuel A. Newman

GIBSON, DUNN & CRUTCHER LLP
Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
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-and-

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Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

CERTIFICATION OF SAMUEL A. NEWMAN

I, Samuel A. Newman, certify as follows:

1. I am a Partner in the applicant firm, Gibson, Dunn & Crutcher LLP (“Gibson Dunn”), and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Gibson Dunn to Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in connection with their chapter 11 cases, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Gibson Dunn.

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

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct.

Dated: March 19, 2018



Samuel A. Newman

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: April 9, 2018 at 4:00 pm (ET)

NOTICE OF SECOND MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that the **Second Monthly Application of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period from January 1, 2018 Through and Including January 31, 2018** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware (the "Court"). The Application seeks allowance of interim fees in the amount of \$2,070,919.00² and interim expenses in the amount of \$50,328.32.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **April 9, 2018 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 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14140 Ventura Boulevard #302, Sherman Oaks, California 91423, Attn: Bradley Sharp; (ii) counsel for 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.

² The fees set forth herein reflect reductions of \$59,669.72, consisting of (a) a voluntary write-off in the amount of \$7,849.22 for fees and expenses and (b) non-working travel time discount in the amount of \$51,820.50.

Debtors, Gibson, Dunn & Crutcher LLP, 333 S. Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Elise S. Frejka, Frejka PLLC, 135 East 57th Street – 6th Floor, New York, New York 10022; (ix) any other party that has requested to be a Notice Party; and (x) 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.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER, PURSUANT TO SECTIONS 331 AND 105(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2016(a), AND LOCAL RULE 2016-2, ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF 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 THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES, WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.

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Dated: March 19, 2018
Wilmington, Delaware

/s/ Sean M. Beach

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Betsy L. Feldman (No. 6410)
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
333 South Grand Avenue
Los Angeles, California 90071
Tel: (213) 229-7000
Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)
Matthew K. Kelsey (NY No. 4250296)
Matthew P. Porcelli (NY No. 5218979)
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
Fax: (212) 351-4035

Counsel to the Debtors and Debtors in Possession

Exhibit A

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

March 19, 2018

Invoice No. 2018032650

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

For Services Rendered and Costs/Charges Advanced Through January 31, 2018

	Services Rendered	Costs/ Charges	Totals
98743-00005	Asset Sales	\$ 54,069.00	\$ 54,069.00
98743-00006	Asset Valuation	68,757.50	68,757.50
98743-00007	Assumption and Rejectio	17,679.00	17,679.00
98743-00009	Budgeting (Case)	1,360.00	1,360.00
98743-00010	Business Operations	12,128.00	12,128.00
98743-00011	Case Administration	59,079.50	59,079.50
98743-00013	Corporate Governance an	233,948.50	233,948.50
98743-00014	Communications and Meet	51,766.50	51,766.50
98743-00015	Disbursements	0.00	50,328.32
98743-00016	Employee Matters and Be	34,408.50	34,408.50
98743-00017	Employment and Fee Appl	61,591.50	61,591.50
98743-00018	Employment and Fee Appl	18,275.00	18,275.00
98743-00019	Financing, Cash Collate	138,917.00	138,917.00
98743-00020	Hearings	255,618.00	255,618.00
98743-00021	Insurance	14,232.00	14,232.00
98743-00022	Litigation	820,515.50	37.42
98743-00025	Real Estate	6,519.00	6,519.00
98743-00026	Relief from Stay and Ad	16,806.50	16,806.50
98743-00027	Reporting	6,492.50	6,492.50
98743-00028	SEC/State AG Matters	145,895.50	145,895.50
98743-00029	Tax	1,039.50	1,039.50
98743-00030	Travel (Non-Working Tim	103,641.00	103,641.00

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Jane Chun, Telephone: (213) 229-7253
 Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: March 19, 2018

Invoice No. 2018032650

Due and Payable Upon Receipt

Totals	\$2,122,739.50	\$ 50,365.74	\$2,173,105.24
Premium/Discount			-51,820.50
Current Balance Due			<u>\$2,121,284.74</u>

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

March 19, 2018

Invoice No. 2018032650

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

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98743-00028	SEC/State AG Matters	145,895.50	0.00	145,895.50
98743-00029	Tax	1,039.50	0.00	1,039.50
98743-00030	Travel (Non-Working Tim	<u>103,641.00</u>	<u>0.00</u>	<u>103,641.00</u>
	Totals	\$2,122,739.50	\$ 50,365.74	\$2,173,105.24
	Premium/Discount			-51,820.50
	Current Balance Due			<u>\$2,121,284.74</u>

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

ASSET SALES
 98743-00005

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	8.90	\$1,085.00	\$ 9,656.50
DANIEL B. DENNY	0.60	875.00	525.00
GENEVIEVE G. WEINER	0.30	875.00	262.50
MATTHEW P. PORCELLI	50.20	860.00	43,172.00
DYLAN S. CASSIDY	0.60	755.00	<u>453.00</u>

Total Services \$ 54,069.00

Total Services, Costs/Charges 54,069.00

BALANCE DUE \$ 54,069.00

ASSET SALES
98743-00005

Detail Services:

01/08/18			
0.70	Kelsey, Matthew K	Conference with M. Porcelli re asset sales (.2); review correspondence with SCP team re same (.5).	
1.50	Porcelli, Matthew P	Discuss asset sale motion with M. Kelsey (.2); correspondence with SCP re same (.1); revise asset sale motion (1.2).	
01/09/18			
5.10	Porcelli, Matthew P	Continue revising draft of scheduled sales motion (4.0); call with SCP re sales motion (.4); draft summary email re same (.3) send draft email to M. Kelsey, E. Wise, S. Newman, and D. Denny for comment (.4).	
01/10/18			
0.80	Porcelli, Matthew P	Revise draft sale motion to convert from scheduled properties motion to general sale procedures motion.	
01/12/18			
0.40	Kelsey, Matthew K	Conference with M. Porcelli re ordinary course asset sales motion.	
0.40	Porcelli, Matthew P	Conference with M. Kelsey re ordinary course asset sales motion.	
01/16/18			
0.50	Kelsey, Matthew K	Correspondence with M. Porcelli re ordinary course sale motion and issues (.3); conferences with D. Denny re same (.2).	
0.30	Weiner, Genevieve G	Confer with M. Porcelli re broker issues.	
2.70	Porcelli, Matthew P	Call with SCP re title insurance companies (.2); correspondence with SCP re title insurance companies (.3); revise scheduled sales motion (1.0); correspondence with SCP re information requests for sale motion and updates for same (.9); correspondence with G. Weiner re brokerage commissions referenced in sale motion (.3).	
01/17/18			
1.40	Porcelli, Matthew P	Call with M. Jerbich (A&G Realty) re property marketing (.2); correspondence with SCP and M. Kelsey re same (.2); call with Fidelity re ordinary course sales motion (.2); follow-up correspondence with Fidelity re same (.8).	

01/19/18	1.10 Porcelli, Matthew P	Revise scheduled sales motion (.9); send to SCP with cover email re revised scheduled sales motion (.2).
01/22/18	0.20 Denny, Daniel B	Teleconference with M. Porcelli re draft sale motion and rejection motion (.1); teleconference with M. Kelsey and M. Porcelli re draft sale motion and rejection motion (0.1);
	4.50 Porcelli, Matthew P	Conference with M. Staglik (SCP) re updating information for scheduled sales motion (.5); correspondence with M. Staglik (SCP) re updating information for scheduled sales motion (.6); revise scheduled sales motion to incorporate information from SCP and other revisions (1.5); correspondence with D. Denny, S. Newman, M. Kelsey re motion and filing status (.5); call with M. Kelsey and D. Denny re same (.3); send motions to official committee and ad hoc noteholder committee (.5); respond to inquiries from official committee and correspondence with SCP re same (.6).
01/23/18	2.90 Porcelli, Matthew P	Call with SCP to discuss open issues from scheduled sales motion (.5); review official committee comments to scheduled sales motion (.5); draft summary of same (.9); correspondence with S. Newman, M. Kelsey, and D. Denny re same (.3); revise motion to incorporate certain comments from same (.7).
01/24/18	0.20 Denny, Daniel B	Correspondence with M. Kelsey re draft sale motion.
	2.10 Porcelli, Matthew P	Revise ordinary course sales motion to incorporate additional comments from committee (.6); revise proposed order to conform to revised motion (1.3); correspondence with M. Kelsey, D. Denny, and S. Newman re same (.2).
01/25/18	4.20 Porcelli, Matthew P	Call with UCC counsel to discuss sale motion (.2); incorporate comments from YCST re sale motion (.7); correspondence with YCST re same (.3); review precedents for individual property sale motions (.5); draft form of individual property sale order (2.0); send drafts to YCST and UCC with cover notes (.5).
01/26/18	0.90 Kelsey, Matthew K	Review asset sale motion (.3); conference with M. Porcelli re issues (.3); call with Committee re comments and issues (.3).
	1.10 Porcelli, Matthew P	Call with Pachulski and FTI re asset sales motion (.4); correspondence with M. Kelsey and S. Newman re same (.3); circulate to working group draft motion and order in connection with same (.4).

0.60	Cassidy, Dylan S	Call with creditors' committee re ordinary course sales motion.
01/27/18		
1.50	Porcelli, Matthew P	Begin draft of single property sale motion for Franklin property.
01/28/18		
2.00	Porcelli, Matthew P	Continue draft of single property sale motion.
01/29/18		
0.30	Kelsey, Matthew K	Correspondence with M. Porcelli re draft property sale motion.
3.30	Porcelli, Matthew P	Correspondence with M. Kelsey, D. Denny, and S. Newman re Franklin sale motion (.2); review single asset sale motion precedents from YCST (.9); continue drafting single property sale motion (2.2).
01/30/18		
1.00	Kelsey, Matthew K	Revise draft motion to sell property (.7); conferences with I. Bambrick (YCST) and M. Porcelli re same (.3).
7.00	Porcelli, Matthew P	Finalize initial draft of Franklin sale motion (1.1); send draft motion to M. Kelsey (.1); call with I. Bambrick (YCST) to discuss Franklin sale motion (.3); review additional precedents from YCST re single asset sale motions (.5); revise sale motion to incorporate comments from M. Kelsey (4.8); correspondence with M. Kelsey re same (.2).
01/31/18		
5.10	Kelsey, Matthew K	Further revise motion to sell Franklin property (1.8); correspondence with F. Chin (Board) and B. Sharp (DSI) re property sale issues (.5); revise draft order and draft declaration for sale motion (.8); conference with M. Porcelli re comments to sale motion (.8); review comments to sale motion from J. Sabin (Venable) (.5); conference with M. Porcelli re additional changes to sale motion (.2); review motion to shorten time (.3); conference with D. Denny re notice parties for sale motion(.2).
0.20	Denny, Daniel B	Teleconference with M. Kelsey re notice parties for sale motion.

8.60 Porcelli, Matthew P

Meet with M. Kelsey to discuss finalization of sale motion (.8); revise sale motion (.9); correspondence with F. Chin (Board) and B. Sharp (DSI) re sale motion (.2); draft proposed order re sale motion (1.0); send drafts of sale motion materials to committees with cover email (.2); review unitholder group comments (.3); discuss unitholder comments on sale motion with M. Kelsey (.2); revise draft of sale motion to accommodate unitholder comments (.6); correspondence with M. Staglik (SCP) re exhibits to sale motion (1.0); correspondence with Garden City Group re service of sale motion (.5); call with M. Sorenson (DSI) to discuss sale motion (.5); draft declaration for B. Sharp (DSI) in support of sale motion (1.5); correspondence with title insurer re sale motion (.4); finalize sale motion per comments from I. Bambrick (YCST) (.3); recirculate final drafts of sale motion materials to Gibson Dunn and YCST groups (.2).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

ASSET VALUATION
 98743-00006

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER L. CONN	12.70	\$1,260.00	\$ 16,002.00
J. E. WISE	23.90	1,215.00	29,038.50
SAMUEL A. NEWMAN	0.60	1,010.00	606.00
DENNIS B. ARNOLD	19.10	1,210.00	<u>23,111.00</u>
Total Services			\$ 68,757.50
Total Services, Costs/Charges			68,757.50
BALANCE DUE			<u>\$ 68,757.50</u>

ASSET VALUATION
98743-00006

Detail Services:

01/02/18		
2.10	Conn, Jennifer L	Telephone call with D. Arnold re valuation targets and methodology (.6); review property information (.3); telephone call with F. Chin (Woodbridge), D. Arnold re valuation issues (.5); ; telephone call with D. Arnold re 552 value methodology issues (.4); email with D. Arnold and E. Wise re same (.2).
2.90	Arnold, Dennis B	Assess strategic alternatives for appraisal of Colorado assets (.5); call with E. Wise to clarify appraisal assets (.3); participate in call with appraiser re California and Colorado assets (.3); correspondence with J. Conn re Colorado assets and abandonment issues (.5); correspondence with J. Conn re 552 value methodology issues (.4); correspondence with SCP re additional California assets (.3); participate in call with J. Conn re valuation targets and methodology (.6).
01/03/18		
1.80	Conn, Jennifer L	Telephone call with R. Fulgham (SCP), D. Arnold re additional assets (.4); review property data (.4); correspondence with D. Arnold re new batch of California assets to appraise (.2); telephone call with D. Arnold re additional assets (.3); email with F. Chin (Board) re same (.1); telephone call with E. Wise re property and build expenses (.4)
5.10	Wise, J. E	Conference call with J. Conn re property and build expenses (.4); review analysis of the same (4.7).
1.40	Arnold, Dennis B	Call with J. Conn re additional assets (.4); e-mail to E. Wise re inclusion of assets encumbered by 3rd-party liens (.3); call with R. Fulgham (SCP) and J. Conn re additional assets (.4); e mails re additional assets to appraise (.3).
01/04/18		
0.10	Conn, Jennifer L	Correspondence with D. Arnold re property analysis.
0.70	Arnold, Dennis B	Correspondence with J. Conn re additional California assets to appraise (.1); review file re same (.5); follow up with SCP re same (.1).
01/08/18		
0.80	Arnold, Dennis B	Correspondence with appraisal expert (.3); follow-up on amendment re E/D issue (.5).

01/11/18		
1.30	Conn, Jennifer L	Telephone call with F. Chin (Board), D. Arnold, E. Wise re strategy for additional properties at 1/18 hearing (.8); review property value data (.5).
5.40	Wise, J. E	Conference call with F. Chin (Board), J. Conn and D. Arnold re strategy for additional properties at 1/18 hearing (.8); prepare spreadsheet of values from hard cost spending (4.6).
0.60	Newman, Samuel A	Call with D. Arnold re contractor's refusal to provide requested information (.4); correspondence with D. Arnold re status of same (.2).
1.50	Arnold, Dennis B	Call with S. Newman re contractor's refusal to provide requested information (.3); correspondence with R. Fulgham (SCP) re missing input from contractor (.1); follow-up e-mails with S. Newman re contractor (.1); participate in call with F. Chin (Board), E. Wise and J. Conn re strategy for additional properties at 1/18 hearing (.8); follow up with debtor and co-counsel to try to obtain contractor's cooperation (.2).
01/12/18		
0.80	Conn, Jennifer L	Review property data re preliminary values (.5); correspondence with D. Arnold, E. Wise, R. Fulgham (SCP) re valuation issues (.3).
5.10	Wise, J. E	Update spreadsheet of values from hard cost data.
0.40	Arnold, Dennis B	Correspondence with client and valuation expert re status of data requests to contractor on assets under development (.3); read E. Wise e mail on construction costs (.1).
01/13/18		
0.20	Conn, Jennifer L	Correspondence with D. Arnold, F. Chin (Board) re status of property appraisals.
01/14/18		
0.60	Arnold, Dennis B	Correspondence with client and valuation expert re status of requested information.
01/15/18		
0.40	Arnold, Dennis B	Correspondence with client and valuation expert re status of requested information.
01/16/18		
0.30	Arnold, Dennis B	Correspondence with working group re preparation of valuation testimony on additional assets (.1); review spreadsheet re assets under development (.2).
01/17/18		
0.20	Arnold, Dennis B	Review emails from valuation expert on status of data from general contractor on assets under development.

01/18/18		
0.30	Arnold, Dennis B	Follow up correspondence with expert re valuation issues.
01/22/18		
0.20	Arnold, Dennis B	Follow up re vesting data request on office asset.
01/23/18		
0.40	Arnold, Dennis B	Analyze West Third Street property to confirm status as asset of debtor.
01/24/18		
0.80	Conn, Jennifer L	Telephone call with D. Arnold, E. Wise re valuation testimony for final DIP hearing.
0.90	Arnold, Dennis B	Correspondence with appraiser on timing of draft report (.2); participate in call with J. Conn and E. Wise to address valuation testimony for final DIP hearing (.7).
0.30	Arnold, Dennis B	Call with S. Newman re valuation issues.
01/25/18		
0.60	Conn, Jennifer L	Review draft expert report (.5); correspondence with M. Kemper (Province), D. Arnold, E. Wise re same (.1).
0.40	Arnold, Dennis B	Review draft expert report.
01/26/18		
1.50	Conn, Jennifer L	Emails with D. Arnold, E. Wise re property values (.3); review draft expert report (.5); correspondence with D. Arnold, E. Wise, F. Chin (Board) re report (.1); telephone call with D. Arnold, E. Wise re strategic issues for upcoming final DIP hearing (.6).
2.00	Arnold, Dennis B	Calls with appraiser re timing for weekend call (.3); participate in call with E. Wise and J. Conn to discuss legal and strategic issues for upcoming final DIP hearing (.5); prepare chart of values compared to "debt" (.5); identify potential issues with validity of debt amounts (.3); conduct analysis to identify "debt" amounts on new batch of assets (.5); correspondence with M. Porcelli re same (.2).
01/27/18		
1.30	Conn, Jennifer L	Review property debt analysis (.5); correspondence with D. Arnold, E. Wise re same (.2); telephone call with D. Arnold re same (.5); emails to S. Newman re same (.1).
0.10	Wise, J. E	Conference call re adequate protection with F. Chin (Woodbridge) and D. Arnold.

2.00 Arnold, Dennis B Call with incoming CEO of debtors re valuation (.3); correspondence with J. Conn re "value added" replacement lien under 552 (.2); review valuation materials (.3); prepare for call with valuation expert (.1); participate in conference call with valuation expert to walk through methodology and opinions (.5); review subsequent chart with estimated costs to complete (.1); telephone conference with J. Conn re same (.5).

01/28/18
 1.50 Conn, Jennifer L Correspondence with E. Wise, D. Arnold re alternative adequate protection approaches (.3); telephone call with E. Wise, D. Arnold, re alternative approaches to create adequate protection cushion (1.2).

1.20 Wise, J. E Call with D. Arnold and J. Conn re adequate protection issues.

1.20 Arnold, Dennis B Participate in conference call with E. Wise, J. Conn re alternative approaches to create adequate protection cushion.

0.10 Arnold, Dennis B Telephone conference E. Wise re data report.

01/29/18
 0.20 Conn, Jennifer L Telephone call with S. Beach (YCST) re data report.

1.10 Wise, J. E Draft correspondence re adequate protection to D. Arnold and J. Conn.

0.70 Arnold, Dennis B Follow up on transfers of interests in 8124 W. 3rd debt (.2); review spreadsheet data on assignments to 8124 W. 3rd Street debt (.1); analyze new spreadsheet sent by E. Wise (.2); review estimate of needed amounts under DIP loan and question re pace of sales (.2).

01/30/18
 1.30 Wise, J. E Review documents re adequate protection package.

0.50 Arnold, Dennis B Review incoming email from E. Wise re adequate protection cushion (.1); review file to verify debt on 8124 W. 3rd (.3); correspondence with E. Wise re reduction of equity total on one asset (.1).

01/31/18
 0.50 Conn, Jennifer L Telephone call with F. Chin (Board), D. Arnold, E. Wise, M. Kemper (Province) re preparation for final DIP hearing.

4.60 Wise, J. E Conference call with F. Chin (Board) re adequate protection (.5); revise Excel spreadsheet re same (3.5); correspondence with D. Arnold and J. Conn re same (.6).

0.90 Arnold, Dennis B

Participate in call with F. Chin (Board), J. Conn, E. Wise and M. Kemper (Province) re preparation for final DIP hearing (.6); review data analysis from E. Wise and transmittal to expert witness (.2); send e mail to E. Wise re possible shift in asset groupings in draft report (.1).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

ASSUMPTION AND REJECTION OF LEASES AND C
 98743-00007

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	2.40	\$1,085.00	\$ 2,604.00
DANIEL B. DENNY	0.20	875.00	175.00
DOUGLAS G. LEVIN	0.40	875.00	350.00
IAN T. LONG	0.90	820.00	738.00
MATTHEW P. PORCELLI	10.20	860.00	8,772.00
KATHERINE A. LAU	9.60	525.00	<u>5,040.00</u>

Total Services \$ 17,679.00

Total Services, Costs/Charges 17,679.00

BALANCE DUE \$ 17,679.00

ASSUMPTION AND REJECTION OF LEASES AND C
98743-00007

Detail Services:

01/02/18		
0.90	Long, Ian T	Draft notice of withdrawal of assumption motion.
01/15/18		
0.40	Kelsey, Matthew K	Correspondence with M. Porcelli re contracts to be assumed and contracts to be rejected.
2.10	Porcelli, Matthew P	Review precedent lease rejection motions from YCST (1.7); correspondence with M. Kelsey re contracts to be assumed or rejected (.4).
01/16/18		
0.20	Denny, Daniel B	Teleconference with K. Lau re draft rejection motion.
3.60	Porcelli, Matthew P	Finalize review of form lease rejection motions (.5); begin draft of motion to reject former headquarters lease (1.9); correspondence with D. Denny re same (.2); send partial draft with cover email and precedents to K. Lau (1.0).
1.20	Lau, Katherine A	Revise motion to reject lease of nonresidential real property (1.0); teleconference with D. Denny re draft rejection motion (.2).
01/17/18		
3.60	Lau, Katherine A	Draft motion to reject lease of debtors' organizational headquarters (2.0); draft proposed order to reject lease of debtors' organizational headquarters (1.6).
01/18/18		
1.60	Lau, Katherine A	Revise motion to reject lease of former headquarters (.9); correspondence with M. Staglik (SCP) re rejection of lease and anticipated vacating date.(.7).
01/19/18		
0.40	Kelsey, Matthew K	Correspondence with M. Porcelli and K. Lau re rejection of lease.
0.90	Porcelli, Matthew P	Comment on draft lease rejection motion (.5); correspondence with K. Lau and M. Kelsey re same (.4).
1.10	Lau, Katherine A	Revise motion to reject former headquarters lease (.7); correspondence with M. Porcelli and M. Kelsey re same (.4).

01/22/18		
0.40	Levin, Douglas G	Correspondences with M. Girello (YCST) re contracts to be assumed (.1); assemble contracts and provide to YCST (.3).
0.50	Lau, Katherine A	Correspondence with R. Reed (Woodbridge) re informing landlord of intent to reject lease.
01/23/18		
0.20	Porcelli, Matthew P	Revise draft rejection notice from R. Reed (Woodbridge).
0.20	Lau, Katherine A	Correspondence with R. Reed (Woodbridge), re confirmation of lease abandonment.
01/25/18		
0.20	Lau, Katherine A	Revise draft of rejection motion (.1); circulate same to Gibson and YCST teams (.1).
01/29/18		
0.30	Kelsey, Matthew K	Correspondence with M. Porcelli re rejection motion.
0.40	Porcelli, Matthew P	Correspondence with M. Kelsey, D. Denny, and S. Newman re lease rejection motion (.2); send motion to committees with cover email (.2);
01/30/18		
0.80	Kelsey, Matthew K	Review comments to assumption motion (.2); correspondence with J. Sabin (Venable) re comments to assumption motion (.1); call with S. Beach (YCST) re assumption motion issues (.3); conference with M. Porcelli and K. Lau re assumption motion comments and issues (.2).
0.90	Porcelli, Matthew P	Call with J. Sabin (Venable) re comments to rejection motion (.2); correspondence with K. Lau, M. Kelsey, and D. Denny re revision of rejection motion (.3); discuss same with M. Kelsey (.2); review revised draft from K. Lau (.2).
1.20	Lau, Katherine A	Correspondence with SCP re vacating former debtor headquarters (.3); revise lease rejection motion in response to ad hoc committee comments (.9).
01/31/18		
0.50	Kelsey, Matthew K	Coordinate with B. Sharp (DSI) and SCP team re status of property under lease (.3); conference with S. Beach (YCST) and I. Long re nunc pro tunc relief and hearing date (.2).
2.10	Porcelli, Matthew P	Revise lease rejection motion (.8); discuss same with M. Kelsey (.3); coordinate with SCP, YCST and client to finalize and arrange for filing of motion (1.0).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

BUDGETING (CASE)
 98743-00009

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SAMUEL A. NEWMAN	1.00	\$1,010.00	\$ 1,010.00
GENEVIEVE G. WEINER	0.40	875.00	<u>350.00</u>
Total Services			\$ 1,360.00
Total Services, Costs/Charges			1,360.00
BALANCE DUE			<u>\$ 1,360.00</u>

BUDGETING (CASE)
98743-00009

Detail Services:

01/02/18		
1.00	Newman, Samuel A	Call with FTI to discuss budget.
01/04/18		
0.10	Weiner, Genevieve G	Email with M. Staglik (SCP) re budgeting issues.
01/15/18		
0.10	Weiner, Genevieve G	Email with S. Newman re budget (.1).
01/16/18		
0.20	Weiner, Genevieve G	Emails with M. Staglik (SCP) re budget issues.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

BUSINESS OPERATIONS
 98743-00010

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SAMUEL A. NEWMAN	3.60	\$1,010.00	\$ 3,636.00
MATTHEW K. KELSEY	2.60	1,085.00	2,821.00
DANIEL B. DENNY	5.80	875.00	5,075.00
GENEVIEVE G. WEINER	0.10	875.00	87.50
THOMAS H. ALEXANDER	0.90	565.00	<u>508.50</u>

Total Services \$ 12,128.00

Total Services, Costs/Charges 12,128.00

BALANCE DUE \$ 12,128.00

BUSINESS OPERATIONS
98743-00010

Detail Services:

12/08/17	0.90	Alexander, Thomas H	Comment on Houlihan Lokey non-disclosure agreement (.6); correspond with M. Dubeck re same agreement (.3).
01/02/18	0.60	Newman, Samuel A	Call with SCP re document retention (.6).
01/07/18	0.30	Kelsey, Matthew K	Correspondence with I. Bambrick (YCST) re critical vendor protocol proposed by Committee counsel.
01/08/18	0.60	Denny, Daniel B	Teleconference with J. Farrace (SCP) re Kirkstead contracts (.2); teleconference with M. Kelsey and S. Beach (YCST) re critical vendor motion and related matters (.4).
	0.20	Denny, Daniel B	Correspondence with L. Weissman (SCP) and K. Lau and working group re title updates.
01/09/18	0.60	Denny, Daniel B	Teleconference with R. Fulgham (SCP) re pending sales (.3); teleconference with M. Dubeck re independent manager and registered agent (.3).
01/15/18	0.10	Denny, Daniel B	Correspondence with S. Newman, A. Mielke (YCST) re utility company correspondence.
01/17/18	0.10	Weiner, Genevieve G	Email with L. Perkins re Stradella Road property and correspondence from creditor attorney re same.
01/22/18	0.20	Denny, Daniel B	Teleconference with JP Fritz (Levene) re A. Rosenfeld and broker services (.2).
01/29/18	3.00	Newman, Samuel A	Conference with B. Sharp (DSI), B. Calvert (DSI), D. Denny, M. Kelsey, S. Beach (YCST) and E. Morton (YCST) re retention issues, insurance, and work in progress (2.3); prepare for meeting with DSI (.7).
	2.30	Kelsey, Matthew K	Meet with B. Sharp (DSI), B. Calvert (DSI), S. Newman, D. Denny, S. Beach (YCST) and E. Morton (YCST) re retention issues, insurance, and work in progress.

3.30 Denny, Daniel B Conference with B. Sharp (DSI), B. Calvert (DSI), S. Newman, M. Kelsey, S. Beach (YCST) and E. Morton (YCST) re retention issues, insurance, and work in progress (2.3); prepare for meetings with DSI,SCP and F. Chin (1.0).

01/30/18

0.80 Denny, Daniel B Teleconference with B. Calvert (DSI) re work in progress (.3); analyze L. Weissman (SCP) request for payments re nondebtors (.5).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

CASE ADMINISTRATION
 98743-00011

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
OSCAR GARZA	1.40	\$1,205.00	\$ 1,687.00
JENNIFER L. CONN	1.30	1,260.00	1,638.00
JESSE I. SHAPIRO	2.90	1,080.00	3,132.00
SAMUEL A. NEWMAN	4.10	1,010.00	4,141.00
JESSE A. CRIPPS	0.30	1,045.00	313.50
MATTHEW K. KELSEY	8.30	1,085.00	9,005.50
DENNIS B. ARNOLD	3.30	1,210.00	3,993.00
DANIEL B. DENNY	20.80	875.00	18,200.00
MELISSA L. BARSHOP	0.60	875.00	525.00
GENEVIEVE G. WEINER	2.10	875.00	1,837.50
DOUGLAS G. LEVIN	0.50	875.00	437.50
IAN T. LONG	0.50	820.00	410.00
MATTHEW P. PORCELLI	2.80	860.00	2,408.00
DYLAN S. CASSIDY	2.70	755.00	2,038.50
KATHERINE A. LAU	8.40	525.00	4,410.00
MATTHEW B. DUBECK	0.20	995.00	199.00
F. PAMELA SANTOS	11.20	420.00	<u>4,704.00</u>
Total Services			\$ 59,079.50
Total Services, Costs/Charges			59,079.50
BALANCE DUE			<u>\$ 59,079.50</u>

CASE ADMINISTRATION
98743-00011

Detail Services:

01/01/18		
0.50	Denny, Daniel B	Revise work in progress chart.
01/02/18		
0.40	Newman, Samuel A	Call with D. Arnold re potential claim treatment of noteholders (.2); lead bi-weekly team status call regarding strategy, assignments, open issues (.2).
2.10	Kelsey, Matthew K	Call with E. Morton re status conference (.4); participate in case status conference (.8); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); review SEC omnibus objection to various matters (.7).
0.20	Arnold, Dennis B	Call with S. Newman re potential claim treatment of noteholders.
2.90	Denny, Daniel B	Revise work in progress chart (2.7); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.20	Barshop, Melissa L	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.20	Weiner, Genevieve G	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
1.70	Porcelli, Matthew P	Call with counsel for party to executory contract subject to assumption motion (.5); correspondence with D. Denny re same (.2); correspondence with counsel to provide update re same (.3); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); review notes in preparation for same (.5).
0.30	Cassidy, Dylan S	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); review materials in preparation for same (.1) .
0.40	Lau, Katherine A	Telephone conference with assistant to R. Pachulski, Committee counsel, re production of assumption motion contracts (.1); participate in bi-weekly team status call regarding strategy, assignments, open issues. (.2); review notes in preparation for same (.1).
01/03/18		
1.30	Newman, Samuel A	Conference with D. Arnold re possible disregard of Fundco debtors claims (.6); correspondence with D. Arnold re same (.2); confer with D. Denny re status of pending matters (.5).

Invoice Date: March 19, 2018

Due and Payable Upon Receipt

Invoice No. 2018032650

0.40	Kelsey, Matthew K	Conferences with I. Bambrick (YCST) and S. Beach (YCST) re proposed agenda and objection deadline for interested parties.
0.60	Arnold, Dennis B	Call with S. Newman re possible disregard of "Fundco Debtors" loan claims.
2.00	Denny, Daniel B	Revise tasks and responsibilities chart (1.0); analyze pending matters (.5); confer with S. Newman re pending matters (.5).
01/04/18		
0.80	Kelsey, Matthew K	Review task and responsibilities chart (.3); call with D. Denny re tasks and responsibilities chart and upcoming and outstanding case issues (.5).
0.50	Arnold, Dennis B	Draft analysis regarding validity of claimed debt amounts on Fundco loans.
1.00	Denny, Daniel B	Call with M. Kelsey re tasks and responsibilities chart and upcoming and outstanding case issues (.5); revise task and responsibilities chart (.5).
2.80	Lau, Katherine A	Prepare summary of status of agreements with R. Shapiro (1.8); revise working list of organized noteholders (.7); draft e-mail to S. Beach (YCST) re the closing of debtor Comerica bank accounts (.3).
01/05/18		
1.00	Denny, Daniel B	Teleconference with I. Bambrick (YCST), A. Mielke (YCST) and B. Feldman (YCST) re task and responsibilities(.4); update task and responsibilities chart (.5); email exchange with working group re schedules and statements diligence (.1).
01/06/18		
0.50	Denny, Daniel B	Revise task and responsibilities chart.
01/07/18		
0.90	Denny, Daniel B	Revise tasks and responsibilities chart.
01/08/18		
0.40	Denny, Daniel B	Revise tasks and responsibilities chart.
0.20	Dubeck, Matthew B	Review updated task and responsibility chart.
2.40	Santos, F. Pamela	Update shared drive re recent pleadings (2.0); correspondence with P. Hayden re same (.4).
01/09/18		
0.80	Santos, F. Pamela	Update working group list (.6); update shared drive re recent transcripts (.2).

01/10/18		
0.20	Arnold, Dennis B	Follow up on debt inquiry launch.
0.50	Santos, F. Pamela	Update shared drive re recent deposition transcripts and pleadings.
0.40	Santos, F. Pamela	Conference with D. Denny re status of projects (.3); correspondence with D. Denny re hearing status (.1).
01/11/18		
0.40	Lau, Katherine A	Correspondence with S. Beach (YCST) re closing of debtors' Comerica bank accounts.
0.50	Santos, F. Pamela	Update shared drive re recent pleadings and deposition transcripts
01/12/18		
0.50	Conn, Jennifer L	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.90	Shapiro, Jesse I	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.5); review materials in preparation for same (.4).
0.50	Newman, Samuel A	Lead bi-weekly team status call regarding strategy, assignments, open issues.
0.90	Kelsey, Matthew K	Prepare for (.4) and participate in bi-weekly team status call regarding strategy, assignments, open issues(.5).
0.50	Arnold, Dennis B	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Denny, Daniel B	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Weiner, Genevieve G	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Levin, Douglas G	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Long, Ian T	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Porcelli, Matthew P	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Cassidy, Dylan S	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.30	Santos, F. Pamela	Correspondence with TSG re notice of errata (M. Beilinson transcript).

01/14/18		
1.40	Lau, Katherine A	Revise list of organized noteholders including Drinker Biddle Rule 2019 update and Womble Bond Dickinson LLP noteholders (1.2); circulate to working group re same (.2).
01/15/18		
1.10	Denny, Daniel B	Revise tasks and responsibilities chart.
01/16/18		
0.50	Denny, Daniel B	Teleconference with M. Kelsey re tasks and responsibilities chart (.3); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.20	Weiner, Genevieve G	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.90	Lau, Katherine A	Correspondence with YCST team re closure of Comerica bank accounts (.7); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.20	Santos, F. Pamela	Update shared drive re recent pleadings.
1.10	Santos, F. Pamela	Review docket re additional notices of appearances.
0.50	Santos, F. Pamela	Update working group list.
01/17/18		
0.70	Santos, F. Pamela	Update shared drive re recent pleadings (.5); distribute same to working group (.2).
01/18/18		
0.10	Arnold, Dennis B	Telephone conference S. Newman re SCP developments.
0.70	Lau, Katherine A	Revise list of organized noteholders to incorporate Utah noteholders' Rule 2019 filing and Ad Hoc Committee of Unitholders' second Rule 2019 filing.
0.50	Santos, F. Pamela	Update shared drive re recent pleadings.
01/19/18		
0.50	Shapiro, Jesse I	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); review materials in preparation for same (.3).
0.30	Arnold, Dennis B	Review materials for (.1); and participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.20	Denny, Daniel B	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.20	Barshop, Melissa L	Participate in bi-weekly team status call regarding strategy, assignments, open issues.

0.20	Weiner, Genevieve G	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.20	Lau, Katherine A	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.10	Santos, F. Pamela	Update shared drive re recent pleadings.
01/20/18		
0.70	Kelsey, Matthew K	Call with S. Newman and S. Beach (YCST) and E. Morton (YCST) re pending case matters.
1.50	Denny, Daniel B	Review tasks and responsibilities chart.
01/22/18		
0.70	Kelsey, Matthew K	Prepare for and participate on status conference with J. Carey.
0.40	Lau, Katherine A	Revise working group list of organized note and unit holders to incorporate the Ad Hoc Committee of Unitholder's third Rule 2019 statement (.4).
0.20	Santos, F. Pamela	Update shared drive and critical dates calendar.
01/23/18		
0.40	Conn, Jennifer L	Review order approving settlement (.2); participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.50	Shapiro, Jesse I	Review case materials in preparation for (.3) and participate in bi-weekly team status call regarding strategy, assignments, open issues (.2).
0.30	Cripps, Jesse A	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); review materials in preparation for same (.1).
0.30	Arnold, Dennis B	Review order approving settlement with SEC and Unsecured Creditors' Committee.
0.70	Denny, Daniel B	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.2); conference with G. Weiner re case status update (.5).
0.10	Barshop, Melissa L	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
1.00	Weiner, Genevieve G	Review order re settlement (.2); conference with D. Denny re status update (.5); comment on changes to WGL list (.3).
0.20	Porcelli, Matthew P	Participate in bi-weekly team status call regarding strategy, assignments, open issues.

0.20	Lau, Katherine A	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.80	Lau, Katherine A	Extended telephone conference with L. Weissman, SCP, and P. Santos re data site and title reports.
1.00	Santos, F. Pamela	Revise working group list per G. Weiner (.2); telephone conference with L. Weissman, SCP, and K. Lau re data site and title reports. (.8).
01/26/18		
0.40	Conn, Jennifer L	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.50	Shapiro, Jesse I	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.4); review materials in preparation for call (.1).
0.40	Newman, Samuel A	Lead bi-weekly team status call regarding strategy, assignments, open issues (.4).
0.50	Kelsey, Matthew K	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.4); review materials in preparation for call (.1).
0.60	Arnold, Dennis B	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.4); review materials in preparation for call (.2).
0.90	Denny, Daniel B	Participate in bi-weekly team status call regarding strategy, assignments, open issues (.4); update tasks and responsibilities chart (.5).
0.40	Porcelli, Matthew P	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
0.40	Cassidy, Dylan S	Participate in bi-weekly team status call regarding strategy, assignments, open issues.
01/29/18		
0.40	Denny, Daniel B	Teleconference with D. Cassidy re case summaries (.1); revise draft working group lists (.3).
0.10	Cassidy, Dylan S	Call with D. Denny re case summaries.
0.40	Santos, F. Pamela	Update shared drive re recent pleadings.
01/30/18		
0.50	Shapiro, Jesse I	Review materials for (.1) and participate in bi-weekly team status call regarding strategy, assignments, open issues (.4).

- 0.50 Kelsey, Matthew K Review tasks and responsibilities chart (.1); participate in bi-weekly team status call regarding strategy, assignments, open issues (.4).
- 3.00 Denny, Daniel B Revise draft working group lists (.6); analyze Woodbridge emails (1.3); Participate in bi-weekly team status call regarding strategy, assignments, open issues (.4); revise draft work in progress (.4); conference with P. Santos re working group list and asset freeze documents (.1); teleconference with R. Shenfeld (SCP) re protocols for information requests (.2).
- 0.10 Barshop, Melissa L Participate in bi-weekly team status call regarding strategy, assignments, open issues (partial).
- 0.20 Lau, Katherine A Participate in bi-weekly team status call regarding strategy, assignments, open issues (partial).
- 1.00 Santos, F. Pamela Correspondence with S. Newman, B. Sharp (DSI), F. Chin re working group list (.3); update shared drive re recent pleadings (.2); update working group list per D. Denny (.5).
- 01/31/18
- 1.40 Garza, Oscar Participate in call with YCST and Gibson Dunn re task list and addressing outstanding issues.
- 1.50 Newman, Samuel A Conference with YCST and Gibson Dunn team re tasks.
- 1.70 Kelsey, Matthew K Prepare for call various pending matters (.4); participate in call with Gibson Dunn and YCST team re various pending matters (1.0); review draft summaries for board, CEO, and CRO (.2); conference with D. Cassidy re same (.1).
- 2.80 Denny, Daniel B Teleconference with I. Bambrick (YCST) re tasks and responsibilities chart (.3); update tasks and responsibilities chart (.8); prepare for call re various pending matters (.5); participate in call with Gibson Dunn and YCST team re various pending matters (1.0); teleconference with D. Cassidy re periodic case summary emails for board and professionals (.2).
- 1.40 Cassidy, Dylan S Summarize recent pleadings (1.3); call with D. Denny re summary (.1).
- 0.60 Santos, F. Pamela Revise working group list (.5); correspondence with D. Denny re same (.1)

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

CORPORATE GOVERNANCE AND BOARD MATTERS
 98743-00013

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER L. CONN	4.10	\$1,260.00	\$ 5,166.00
MATTHEW A. HOFFMAN	1.20	1,155.00	1,386.00
SAMUEL A. NEWMAN	35.30	1,010.00	35,653.00
MATTHEW K. KELSEY	64.60	1,085.00	70,091.00
DENNIS B. ARNOLD	0.10	1,210.00	121.00
DANIEL B. DENNY	53.20	875.00	46,550.00
ALLISON BALICK	1.80	875.00	1,575.00
THOMAS H. ALEXANDER	2.40	636.25	1,527.00
DYLAN S. CASSIDY	32.90	755.00	24,839.50
KATHERINE A. LAU	0.30	525.00	157.50
MATTHEW B. DUBECK	31.50	995.00	31,342.50
F. PAMELA SANTOS	37.00	420.00	<u>15,540.00</u>

Total Services \$ 233,948.50

Total Services, Costs/Charges 233,948.50

BALANCE DUE \$ 233,948.50

CORPORATE GOVERNANCE AND BOARD MATTERS
98743-00013

Detail Services:

12/07/17	0.60	Alexander, Thomas H	Draft amendment to WGC Independent Manager LLC operating agreement.
01/08/18	0.40	Kelsey, Matthew K	Review draft supplemental declaration (.3); conference with M. Neiburg (YCST) re same (.1).
	1.00	Dubeck, Matthew B	Review court filings with respect to operating agreement of WGC Independent Manager.
01/09/18	0.70	Dubeck, Matthew B	E-mail D. Denny re address for corporate notices to WGC Independent Manager (.4); e-mail R. Fulgham (SCP) re same (.1); call with D. Denny re same (.2).
01/10/18	0.50	Dubeck, Matthew B	Call with D. Denny re implementation of Board at WGC Independent Manager (.3); review organizational documents re same (.2).
01/11/18	0.50	Kelsey, Matthew K	Conference with D. Denny re LLC Agreement and amending governance provisions.
01/12/18	1.00	Newman, Samuel A	Participate in call with M. Kelsey and YCST team re corporate governance issues.
	1.00	Kelsey, Matthew K	Participate in call with S. Newman and YCST team re corporate governance issues.
01/13/18	2.10	Kelsey, Matthew K	Participate in call with Gibson Dunn and YCST team re potential governance changes and implementation (1.2); coordinate with D. Denny re draft stipulation resolving trustee motion and implementing corporate governance changes (.4); review draft correspondence re term sheet for potential resolution of trustee motion (.5).
	2.60	Dubeck, Matthew B	Review documents re implementation of Board at WGC Independent Manager (1.0); call with D. Denny re same (.2); call with S. Newman re same (.3); review draft of settlement proposal (1.1).

01/14/18		
0.70	Kelsey, Matthew K	Review correspondence relating to status of documents to implement corporate governance restructuring and potential settlement.
5.00	Dubeck, Matthew B	Draft operating agreement to implement Board of Managers with Major Decision authority (3.9); call with D. Denny re same (.1); call with S. Beach (YCST), V. Thomas (YCST) re authority to change manager (.7); review list of proposed Major Decisions (.3).
01/15/18		
2.30	Newman, Samuel A	Correspondence with D. Denny re UCC appointment (.2); correspondence re M. Beilinson re Operating agreement (.4); draft operating agreement (.5); revise LLC Agreement (.8); correspondence with M. Beilinson re LLC Agreement (.4).
2.10	Kelsey, Matthew K	Participate in call with team re implementation of corporate governance (1.0); review Committee counterproposal (.1); call with M. Dubeck re issues relating to same (.5); review response to Committee proposal re trustee motion (.5).
5.20	Dubeck, Matthew B	Review correspondence re implementation of Board without consent of Shapiro (.6); call with M. Kelsey re same (.5); draft A&R LLC agreement of WGC Independent Manager to implement Board (3.0); revise same (.6); draft e-mail to M. Beilinson re corporate governance issues (.5).
01/16/18		
1.00	Newman, Samuel A	Conference with S. Beach (YCST), Gibson Dunn Team re governance issues.
0.70	Newman, Samuel A	Correspondence with M. Dubeck re LLC agreement (.5); call with M. Dubeck re new managers (.2).
2.40	Kelsey, Matthew K	Review changes to management agreements and board appointments (1.4); calls to potential board candidates (1.0).
5.70	Dubeck, Matthew B	E-mail M Hoffman re D&O insurance and governance structure (.1); revise LLC agreement for WGC Independent Manager LLC (1.9); draft written consents of Board re appointment of new managers (2.0); e-mail S. Newman re LLC agreement (.5); call with S. Newman re new managers (.2); revise LLC agreement and consent per comments from J. Peck (1.0).
01/17/18		
1.80	Newman, Samuel A	Revise LLC Agreement (1.2); correspondence Board re structure (.4).
2.70	Kelsey, Matthew K	Prepare for board meeting to constitute new board (1.2) participate in board meeting (1.5).

- 2.20 Denny, Daniel B Conference with M. Beilinson (Beilinson) re corporate governance issues (.5); conference with board members M. Beilinson, J. Peck, R. Gerber, J. Baker re board meeting (1.5); correspondence with M. Dubeck re resolutions for board governance modifications (.2).
- 3.20 Dubeck, Matthew B Revise A&R LLC Agreement, written consent appointing new managers (.8); call with M. Beilinson re same (.1); e-mail S. Newman re same (.1); call with S. Newman re same (.1); review revised written consent appointing new managers (.1); draft agenda for first Board meeting (.1); draft resolutions re appointing fourth director (.3); attend Board meeting (1.1); e-mail D. Denny re minutes of Board meeting (.5).
- 01/18/18
5.10 Kelsey, Matthew K Meet with board re chapter 11 trustee hearing (.8); meet with various stakeholders re governance issues (2.8); call with board re governance issues (1.5).
- 01/19/18
2.10 Conn, Jennifer L Attend Board call re hearing (1.8); correspondence with Board re hearing (.3).
- 3.60 Kelsey, Matthew K Participate at board meetings (1.7); prepare memorandum for board on pressing near-term business issues (.8); review draft governance term sheet (.6); review and comment on press release re governance issues (.5).
- 4.50 Denny, Daniel B Attend teleconference board meeting (1.0); attend second teleconference board meeting (1.0); preparation for board meetings, officer interviews and related matters (2.5).
- 01/20/18
2.00 Conn, Jennifer L Review materials in preparation for board call (.1); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, M. Kelsey) and YCST (S. Beach and E. Morton) re settlement discussions (.5); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, M. Kelsey) and YCST (S. Beach and E. Morton) and Committee counsel (R. Pachulski, J. Morris, B. Sandler) re settlement discussions with Committee counsel (1.1); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, M. Kelsey) and YCST (S. Beach and E. Morton) re settlement discussions with Committee counsel (.3).

- 4.20 Kelsey, Matthew K Teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, J. Conn) and YCST (S. Beach and E. Morton) re settlement discussions (.5); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, J. Conn) and YCST (S. Beach and E. Morton) and Committee counsel (R. Pachulski, J. Morris, B. Sandler) re settlement discussions with Committee counsel (1.1); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny, J. Conn) and YCST (S. Beach and E. Morton) re settlement discussions with Committee counsel (.3); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, D. Denny) and YCST (S. Beach and E. Morton) re settlement discussions (.6); review comments to governance term sheets (.6); call with E. Morton (YCST) re governance issues (.5); correspondence with incoming board re meeting and agenda (.6).
- 0.10 Arnold, Dennis B E mail with S. Newman re board candidate.
- 11.90 Denny, Daniel B Prepare for call with board (.3); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, M. Kelsey, J. Conn) and YCST (S. Beach and E. Morton) re settlement discussions (.5); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, M. Kelsey, J. Conn) and YCST (S. Beach and E. Morton) and Committee counsel (R. Pachulski, J. Morris, B. Sandler) re settlement discussions with Committee counsel (1.1); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, M. Kelsey, J. Conn) and YCST (S. Beach and E. Morton) re settlement discussions with Committee counsel (.3); review and analyze board governance matters related to litigation (.6); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (S. Newman, M. Kelsey) and YCST (S. Beach and E. Morton) re settlement discussions (.6); draft summary of meeting minutes (1.0); collect new board and officer materials re governance and resignations (.3); teleconference with S. Newman re settlement and new board issues (.2); organize board materials for data room (1.2); draft board minutes (4.9); teleconference with K. Lau re board materials (.1); teleconference with P. Santos re board materials (.2); teleconference with K. Brontzas (GCG) re board data room (.2); teleconference with R. Fulgham (SCP) and L. Weissman (SCP) re data room issues (.4).
- 1.40 Dubeck, Matthew B E-mail M. Hoffman re A&R operating agreement, managers (.2); e-mail E. Morton (YCST) re appointment of new managers (.2); draft written consent re same (1.0).

01/21/18

2.90 Newman, Samuel A

Prepare for conference with Board re new Board (.8); participate in call with M. Kelsey, Board re turnover to new board (.7); prepare for call with incoming board (.3); participate in call with incoming board (1.2); teleconference with Board, J. Baker, R. Gerber, and J. Peck, M. Kelsey, D. Denny S. Beach (YCST) and E. Morton (YCST) re documentation of settlement and related matters (.4); teleconference with D. Denny re prospective board materials and related matters (.2); call with M. Dubeck re consent appointing replacement managers (.5); correspondence with M. Dubeck re Board matters (.3); call with M. Dubeck, P. Benvenuti (Board counsel) re same (.4).

4.70 Kelsey, Matthew K

Call with board re turnover to new board (.6); call with incoming board (1.1); review press releases and comments (.5); correspondence with stakeholders (.2); call with E. Morton (YCST) and S. Beach (YCST) re board transition issues (.4); review draft order (.3); review draft governance term sheet (.7); coordinate with unitholder counsel re open term sheet issues (.4); call with board re minutes and procedures (.5).

9.80 Denny, Daniel B

Prepare for prospective board telephonic meeting (.2); teleconference with prospective board, F. Reiss, R. Nevins re chapter 11 cases and issues for prospective board consideration and discussion (1.1); teleconference with GCG re board data room (.2); identify and organize documents for board data room (1.7); teleconference with M. Kelsey re revisions to draft board minutes (.3); conference with P. Santos re board data room (.4); teleconference with board, J. Baker, R. Gerber, and J. Peck, S. Newman, M. Kelsey, S. Beach (YCST) and E. Morton (YCST) re documentation of settlement and related matters (.4); correspondence with M. Kelsey re revised draft board minutes and board information (.4); teleconference with D. Cassidy re CEO candidates (.1); correspondence with M. Hoffman and M. Dubeck re D&O insurance materials (.3); revise draft minutes per M. Dubeck comments (.2); conference with P. Santos re board data room (.5); teleconference with S. Beach (YCST) re board minutes, preparation for hearing and related matters (.3); review and analyze work in progress re prospective board materials (.8); teleconference with S. Newman re prospective board materials and related matters (.2); review, analyze and revise structure and materials re board data room (2.3); teleconference with P. Santos re board data room (.4).

1.70 Cassidy, Dylan S

Revise board minutes (.8); compile list of CEO and CRO candidates (.7); review data site (.2).

- 3.40 Dubeck, Matthew B Revise consent appointing replacement managers (1.6); call with S. Newman re same (.5); review Board minutes (.2); correspondence with M. Dubeck re Board matters (.3); e-mail P. Benvenuti (Board counsel) re Board matters (.4); call with S. Newman, P. Benvenuti (Board counsel) re same (.4).
- 10.00 Santos, F. Pamela Conference with D. Denny re datasite for potential board members (.3); correspondence with D. Denny, S. Newman, M. Kelsey, D. Cassidy, S. Persichilli (GCG) re board datasite (1.5); read process re Merrill datasite (1.3); conference with D. Denny re same (.2); collect materials for datasite (4.5); upload materials for datasite (1.8); conference with D. Denny re additional documents (.2); correspondence with D. Denny, S. Newman, M. Kelsey, K. Lau re status of datasite (.2)
- 01/22/18
- 2.00 Newman, Samuel A Correspondence with Board re management interviews (.8); correspondence with M. Goldberg re on-boarding meeting (.4); correspondence with R. Nevins re on-boarding meeting (.4); correspondence with F. Reiss re on-boarding meeting (.4).
- 2.60 Kelsey, Matthew K Revise board minutes (.9); teleconference with D. Denny re draft board minutes and preparation for prospective board meetings (.2); review settlement term sheet (1.5).
- 10.10 Denny, Daniel B Teleconference with D. Cassidy re board meetings (.2); review and analyze emails re settlement and board issues (.3); organize materials for board data room (.3); review and analyze board materials (.5); attend telephonic board meeting (.4); draft board minutes (2.8); teleconference with prospective board members F. Reiss, R. Nevin and E. Morton re settlement and transition issues (.6); teleconference with M. Goldberg re board data room (.3); conference with K. Lau re board matters (.3); teleconference with M. Kelsey re draft board minutes and preparation for prospective board meetings (.2); teleconference with prospective CRO candidate (.7); teleconference with L. Weissman re data room maintenance and related matters (.4); correspondence with P. Santos re data rooms and title reports (.2); email exchange with L. Perkins re prospective board meetings and property tours (.1); prepare for prospective board meetings and maintenance of board data room (2.8).
- 4.40 Cassidy, Dylan S Call with Moelis re CEO candidates (.5); emails to prospective CEO candidate (.4); review emails and bios and update list of CEO and CRO Candidates (2.4); review documents to be uploaded to board data site (1.1).
- 0.30 Lau, Katherine A Confer with D. Denny re board matters.

- 0.10 Dubeck, Matthew B E-mail E. Morton re written consents (.1).
- 6.50 Santos, F. Pamela Correspondence with R. Nevins (potential board) re access issues (.2); conference with D. Denny re status of board datasite (.2); review correspondence from D. Cassidy, D. Denny, L. Weissman (GCG) re access and additional updates to datasite (1.6); update datasite (1.3); correspondence with S. Newman re status (.3); correspondence with D. Cassidy re status (.1); review correspondence from D. Cassidy, D. Denny re additional documents to upload to datasite (1.3); update datasite (1.5).
- 01/23/18
- 4.00 Kelsey, Matthew K Meet with YCST team re preparing agenda and materials for board meeting (3.3); correspondence with former board and new board re transition, press releases, and corporate resolutions (.7).
- 6.00 Denny, Daniel B Teleconference with S. Newman re prospective CEO candidates (.1); teleconference with prospective board F. Reiss, R. Nevin and M. Goldberg re prospective CEO and CRO candidates (.7); email exchange with S. Newman and M. Kelsey re summary of prospective CEO and CRO candidate meetings (.5); teleconference with G. Weiner re case status re board matters (.1); conference with P. Santos re board minutes and prospective board meetings (.5); teleconference with S. Newman re prospective board meetings (.3); preparation for prospective board meetings (3.2); teleconference with R. Freeman re prospective CEO interview (.2); teleconference with D. Cassidy re prospective board meetings (.2); teleconference with B. Sharp re prospective CRO interview (.2).
- 4.50 Cassidy, Dylan S Draft outline for meeting presentation (2.2); review bios for CEO and CRO candidates and update chart and board data site (1.2); draft proposed meeting agenda (1.1).
- 3.50 Santos, F. Pamela Review correspondence re database (.5); update board database (2.5); conference with D. Denny re board minutes and prospective board meetings (.5).
- 01/24/18
- 1.20 Hoffman, Matthew A Prepare talking points for board meeting re D&O insurance.
- 9.00 Newman, Samuel A Revise Board presentation (1.5); prepare for Board meeting (2); review property information (1.5); correspondence with R. Pachulski (Pachulski) re Board meetings (.8); meet with S. Beach (YSCT), E. Morton (YCST) & M. Kelsey re Board meeting (3.2).

- 5.90 Kelsey, Matthew K Calls with O. Garza re SEC Florida litigation status update to the board (.5); review and revise draft presentation to the board of directors (4.8); call with Moelis re CEO candidates and process (.6).
- 3.20 Denny, Daniel B Correspondence with D. Cassidy re board meetings and D&O matters (.3); teleconference with D. Cassidy re board meetings (multiple) (.8); review and analyze emails re board meetings (2.0); email exchange with M. Porcelli re draft board slides (.1).
- 14.10 Cassidy, Dylan S Call with Moelis in preparation for board meeting (.6); call with SCP to prepare for board meeting (.7); revise board agenda (1.7); revise board presentation outline (.8); draft board powerpoint presentation (4.5); emails and calls with CEO and CRO candidates to schedule interviews (1.1); call with D. Denny re board presentation (.9); upload documents to board site (.5); revise board site (2.1); revise CEO and CRO candidate list (.5); calls with P. Santos to prepare for board meeting (.7).
- 5.00 Santos, F. Pamela Calls with D. Cassidy to prepare for board meeting (.7); update board datasite (2.5); coordinate tomorrow's board meetings and tour (1.8).
- 01/25/18
- 8.00 Newman, Samuel A Participate in onboarding meetings with new board, including meetings with counsel, SCP, Moelis, creditors' committee, ad hoc noteholder group, ad hoc investor group, and potential management candidates.
- 12.50 Kelsey, Matthew K Prepare for board meeting (4.5); participate in onboarding meetings with new board, including meetings with counsel, SCP, Moelis, creditors' committee, ad hoc noteholder group, ad hoc investor group, and potential management candidates (8.0).
- 1.40 Denny, Daniel B Analyze correspondence re board meetings and information requests from board and creditor constituents (1.1); teleconference with D. Cassidy (multiple) re data rooms and document productions (.3).
- 4.90 Cassidy, Dylan S Edit board presentation (.9); calls and correspondence with P. Santos and T. Osburn re board meeting (.6); review and edit FA candidate chart and have documents uploaded to data site (1.6); prepare documents for board presentation (1.2); emails to confirm availability for interviews and meetings and edit agenda (.6).

9.00	Santos, F. Pamela	Coordinate board/committee meetings and site tour (4.7); correspondence with D. Cassidy re same (2.6); conference with D. Cassidy, T. Osborn re board meeting (.7); correspondence with I. Bambrick (YCST), M. Neiburg (YCST) re board datasite (.4); update datasite (.5); correspondence with D. Cassidy re same (.1).
 01/26/18		
5.60	Newman, Samuel A	Prepare for continued board meeting (1.7); continue meeting with Board re management changes and interviews with CEO and CRO candidates and discussions re same (3.0); call with O. Garza and M. Kelsey re inquiries from new independent manager (.2); participate in conference call with P. Benvenuti (board counsel) and O. Garza and M. Kelsey re information requests (.4); follow-up call with O. Garza and M. Kelsey re responses to information requests (.3).
4.90	Kelsey, Matthew K	Continue meeting with Board re management changes and interviews with CEO and CRO candidates and discussions re same (3.0); call with Board counsel re retention issues (.6); call with S. Newman and O. Garza re board counsel document request and issues (.3); conferences with E. Morton (YCST) and S. Beach (YCST) re follow up items for board and review and revise memorandum re same (.9); correspondence with D. Denny re board minutes (.1)
0.30	Denny, Daniel B	Correspondence with M. Kelsey re board minutes (.1); teleconference with I. Bambrick (YCST) re data rooms (.2).
0.60	Cassidy, Dylan S	Correspondence to P. Santos re data sites.
0.80	Cassidy, Dylan S	Update FA and CEO/CRO candidate chart.
 01/27/18		
0.90	Santos, F. Pamela	Update Board datasite per D. Cassidy and M. Porcelli (.5); correspondence with D. Cassidy re same (.4).
 01/29/18		
1.00	Newman, Samuel A	Call with M. Goldberg (Akerman), J. Pomerantz (Pachulski) and M. Litwak (Pachulski) re Ponzi implications.
2.40	Kelsey, Matthew K	Draft board minutes and review comments to same.
1.20	Denny, Daniel B	Revise draft board minutes (.5); correspondence re CEO and CRO contracts (.4); correspondence with Gibson Dunn working group re CEO and CRO retention and contracts (.3).
0.90	Cassidy, Dylan S	Review board data site and have additional documents uploaded (.4); revise board minutes (.5).
0.20	Dubeck, Matthew B	E-mail D. Denny re appointment of CEO and CRO.

01/30/18

- 2.40 Kelsey, Matthew K Prepare for (.7) and participate on call with board and B. Sharp (DSI) re pending case and business matters (.7); review and revise board minutes and distribute same to board (.7); call with S. Newman re governance term sheet, counsel retention issues, and next steps (.3).
- 1.30 Denny, Daniel B Teleconference board meeting with R. Nevins, M. Goldberg, B. Sharp and F. Chin (.7); teleconference with B. Feldman (YCST) re Woodbridge affiliates (.2); teleconference with A. Balick re draft CEO contract (.2); review and analyze CEO contract issues (.2).
- 1.10 Balick, Allison Confer with D. Denny re employment letter (.2); draft employment letter (.9).
- 1.00 Cassidy, Dylan S Summarize noteholder payments for B. Feldman (.2); revise board minutes (.8).
- 1.50 Santos, F. Pamela Update datasites (.5); conference with S. Persichilli (GCG) re status of new committees datasite (.2); review new committees datasite (.2); correspondence with D. Denny re same (.1); correspondence with D. Denny, I. Long re board datasite (.3); correspondence from S. Beach (YCST), S. Newman re committees datasite (.2).

01/31/18

- 0.40 Kelsey, Matthew K Correspondence with M. Dubeck re various governance issues relating to CEO and CRO appointment, compensation, and other issues.
- 1.30 Denny, Daniel B Teleconference with A. Balick re CEO employment agreement (.2); analyze CEO and CRO retention issues (.5); correspond with working group re draft CEO contract (.2); teleconference with M. Dubeck re board resolutions re CEO and CRO (.2); correspondence with working group re board resolutions re CEO and CRO (.2).
- 0.70 Balick, Allison Confer with D. Denny re employment letter (.3); draft employment letter (.4).
- 1.80 Alexander, Thomas H Draft resolutions for Board of WGC Independent Manager LLC authorizing and approving various actions taken at January 26 meeting (.8); call with M. Dubeck re engagement of CEO and CRO (1.0).
- 2.50 Dubeck, Matthew B E-mail D. Denny, M. Kelsey re engagement of CEO and CRO (.4); call with D. Denny re same (.3); call with T. Alexander re same (1.0); review and revise resolutions re same (.5); review and revise CEO employment letter (.3).
- 0.40 Santos, F. Pamela Correspondence with M. Fuentes re executed minutes by M. Kelsey.

0.20 Santos, F. Pamela

Correspondence with S. Newman re Committees datasite status (.1); correspondence with I. Long re same (.1)

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

COMMUNICATIONS AND MEETINGS WITH CREDITO
 98743-00014

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
OSCAR GARZA	0.20	\$1,205.00	\$ 241.00
SAMUEL A. NEWMAN	5.60	1,010.00	5,656.00
MATTHEW K. KELSEY	21.70	1,085.00	23,544.50
DANIEL B. DENNY	14.00	875.00	12,250.00
GENEVIEVE G. WEINER	0.50	875.00	437.50
KATHERINE A. LAU	1.90	525.00	997.50
CHRISTOPHER KARNES	0.80	405.00	324.00
F. PAMELA SANTOS	19.80	420.00	<u>8,316.00</u>

Total Services \$ 51,766.50

Total Services, Costs/Charges 51,766.50

BALANCE DUE \$ 51,766.50

COMMUNICATIONS AND MEETINGS WITH CREDITO
98743-00014

Detail Services:

01/02/18		
0.30	Denny, Daniel B	Analyze comments to committee bylaw provisions.
1.30	Lau, Katherine A	Prepare summary of noteholder diligence for US Trustee.
01/04/18		
0.20	Garza, Oscar	Telephone conference with Cohen re questions related to "Plus" and contact with Woodbridge.
0.70	Kelsey, Matthew K	Review revisions to committee by laws re confidentiality (.3) and propose additional revisions (.4).
01/05/18		
0.60	Kelsey, Matthew K	Review outline in preparation for 341 meeting.
01/06/18		
0.50	Denny, Daniel B	Analyze draft 341 outline (.3); teleconference with S. Beach (YCST) re 341 meeting (.2).
01/08/18		
0.90	Kelsey, Matthew K	Calls with S. Beach (YCST) and S. Newman re proposed meeting with creditor constituencies (.3); draft outline of case issues (.4); call with M. Beilinson re same (.2).
0.10	Denny, Daniel B	Correspondence with S. Persichilli (GCG) re vendor notice issue.
2.80	Santos, F. Pamela	Listen to voicemail messages re investor and utility company inquiries (1.8); update follow-up call log (.7); correspondence with M. Staglik (SCP) re utility company inquiries (.2); correspondence with J. Mercer (Epiq) re investor follow up calls (.1).
01/09/18		
2.50	Kelsey, Matthew K	Call with R. Pachulski re meeting (.5); meet with ad hoc committee counsel re case issues (1.4); conference with Gibson Dunn and SCP team re meeting and strategy (.6).
0.30	Weiner, Genevieve G	Return investor call (Dominic Fucci) re court mailing received.
1.10	Santos, F. Pamela	Listen to voicemail messages re investor inquiries (.6); update follow-up call log (.3); correspondence with M. Staglik (SCP) re property manager inquiry (.1); correspondence with J. Mercer (Epiq), K. Cole (Epiq) re follow-up call log (.1)

01/10/18		
4.00	Kelsey, Matthew K	Meet with ad hoc groups of noteholders and unitholders re trustee motion hearing and additional matters (1.3); meet with creditors' committee re case issues (1.5); conferences with M. Beilinson and L. Perkins re meetings and strategy (1.2).
0.20	Weiner, Genevieve G	Correspondence with J. Mercer (Epiq) re investor call and tracking log.
0.60	Lau, Katherine A	Revise list of organized note and unit holders (.4); correspondence with Garden City Group re creditor requests (.2).
01/11/18		
1.20	Newman, Samuel A	Correspondence with D. Denny re inquiry from counsel for note holder (.3); correspondence with M. Kelsey re meeting with Committee and upcoming issues (.9).
4.30	Kelsey, Matthew K	Participate at 341 meeting (3.5); communications with creditor groups re meeting with Committee and upcoming issues (.8).
3.70	Denny, Daniel B	Participate at 341 meeting (3.5); email exchange with S. Newman and working group re inquiry from counsel for note holder (.2).
1.10	Santos, F. Pamela	Listen to voicemail messages re investor inquiries (.6); update follow-up call log (.3); correspondence with J. Mercer (Epiq) re same (.2).
01/12/18		
0.80	Denny, Daniel B	Teleconference with B. Feldman (YCST) re note holders and redemptions (.3); teleconference with G. Jones (Dykema) re noteholder representation (.5).
1.20	Santos, F. Pamela	Listen to voicemail messages re investor inquiries (.4); correspondence with D. Denny re same (.1); update follow up call log (.2); correspondence with J. Mercer, K. Cole (both Epiq) re same (.1); conference with K. Robinson re interest payment (.3); correspondence with D. Denny re same (.1).
01/15/18		
1.70	Newman, Samuel A	Correspondence with J. Mercer (Epiq) re communications updates (.5); research re Committee correspondence (1.2).
0.30	Kelsey, Matthew K	Correspondence with S. Newman and D. Levin re response to Committee objection to appoint noteholder and unitholder committees.

0.40	Denny, Daniel B	Teleconference with M. Shinderman (Milbank) re new noteholder contact and leave message for S. Kortanek (Drinker) re same (.1); teleconference with M. Beilinson, S. Newman and J. Mercer (Epiq) re communications protocols (.3).
01/16/18		
0.50	Newman, Samuel A	Correspondence with J. Mercer (Epiq), J. Noble (Epiq), K. Brontzas (GCG), P. Santos re communication plan.
2.20	Kelsey, Matthew K	Call with Moelis re Committee objection to retention and issues (.7); review Committee objection and identify issues and responses (1.5).
0.40	Denny, Daniel B	Teleconference with J. Mercer (Epiq) and communications team re communication protocols and case status.
0.50	Santos, F. Pamela	Correspondence with J. Mercer (Epiq), S. Newman, J. Noble (Epiq), K. Brontzas (GCG) re communication plan.
0.80	Santos, F. Pamela	Listen to voicemail messages (.5); update call log (.2); correspondence with J. Mercer, K. Cole re same (.1)
01/17/18		
2.00	Newman, Samuel A	Confer with committee re Woodbridge issues (1); revise press release (1).
3.10	Kelsey, Matthew K	Revise draft response to Committee objection to Moelis objection (2.6); conference with M. Beilinson re declaration in support of Moelis (.5).
0.20	Denny, Daniel B	Correspondence with J. Mercer (Epiq) re communication protocols and company websites.
0.90	Santos, F. Pamela	Listen to voicemail investor inquiries (.5); update follow-up call log (.1); correspondence with D. Denny re Karl Robinson (.2); correspondence with J. Mercer, K. Cole re follow-up call log (.1).
01/18/18		
0.60	Santos, F. Pamela	Listen to voicemail investor inquiries (.4); update follow-up call log (.1); correspondence with J. Mercer, K. Cole re follow-up call log (.1).
01/19/18		
0.30	Denny, Daniel B	Revise draft press release re recent events.
01/21/18		
0.70	Kelsey, Matthew K	Review draft critical vendor motion (.5); review correspondence from Committee and team re issues (.2).
01/22/18		
0.20	Newman, Samuel A	Correspondence with S. Beach (YCST) re noteholder requests.

1.90	Kelsey, Matthew K	Revise draft critical vendor motion (1.2); discussions with C. Robinson (Pachulski) re various comments and concerns (.7).
0.60	Karnes, Christopher	Correspondence with D. Levin re data transfer to outside counsel (.1); create new SFTP site (.2); prepare documents for outside counsel review (.3).
0.40	Santos, F. Pamela	Listen to voicemail messages (.2); update follow-up call log (.1); correspondence with J. Mercer, K. Cole, D. Denny re same (.1).
01/24/18		
0.10	Denny, Daniel B	Email with GCG re creditor inquiry.
0.50	Santos, F. Pamela	Listen to voicemail messages (.3); update follow-up call log (.1); correspondence with J. Mercer (Epiq), K. Cole (Epiq), D. Denny re same (.1)
01/25/18		
0.20	Karnes, Christopher	Correspondence with D. Levin re compressing file to email.
0.20	Santos, F. Pamela	Correspondence with K. Lau re main database preliminary report updates.
01/29/18		
0.50	Kelsey, Matthew K	Call with D. Denny re establishing stakeholder data room and issues.
2.80	Denny, Daniel B	Teleconference with M. Kelsey re data room for committee and ad hoc groups (.5); teleconference with S. Beach (YCST) re data room (.2); conference with P. Santos re organization and maintenance of committee data room (.2); teleconference with K. Robinson re investor questions about bankruptcy case (.4); conference with S. Newman re committee data room (.2); conference with P. Santos re committee data room (.1); analyze materials for committee data room (.3); teleconference with S. Persichilli (GCG) re committee data room (.2); teleconference with D. Cassidy re data room materials (.2); teleconference with S. Persichilli and K. Broutzas (GCG) re case page and website issues (.2); conference with S. Newman re case page and website issues (.1); email S. Beach (YCST) re committee website issues (.2).
1.80	Santos, F. Pamela	Listen to voicemail messages re inquiries (.3); update call log (.2); correspondence with J. Mercer, K. Cole re same (.1); correspondence with G. Weiner re status (.3); correspondence with N. Brosman, S. Newman re settlement call (.3) conference with D. Denny re call log status and settlement call (.2); conference with JJ L'Heureux re Contrarian Capital Management Group offer to purchase investor promissory note (.3); correspondence with S. Newman re same (.1).

3.10	Santos, F. Pamela	Organize files for datasite (.8); update datasite (1.8); correspondence with K. Lau re unidentified commitments (.2); update datasite (.3).
01/30/18		
0.30	Denny, Daniel B	Teleconference with R. Moss (investor/advisor) re case information (.2); conference with P. Santos re committees data room (.1).
1.80	Santos, F. Pamela	Update datasite.
01/31/18		
4.10	Denny, Daniel B	Return calls to investors (.5); teleconference with investor Maria re proof of claim and case information (.2); prepare materials for committee and ad hoc groups data room (3.4).
3.00	Santos, F. Pamela	Create Committees datasite.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

EMPLOYEE MATTERS AND BENEFITS
 98743-00016

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JESSE A. CRIPPS	8.70	\$1,045.00	\$ 9,091.50
MATTHEW K. KELSEY	3.50	1,085.00	3,797.50
KATHERINE V. SMITH	0.60	995.00	597.00
DANIEL B. DENNY	7.90	875.00	6,912.50
IAN T. LONG	9.30	820.00	7,626.00
TIFFANY X. PHAN	8.40	760.00	<u>6,384.00</u>

Total Services \$ 34,408.50

Total Services, Costs/Charges 34,408.50

BALANCE DUE \$ 34,408.50

EMPLOYEE MATTERS AND BENEFITS
98743-00016

Detail Services:

01/04/18		
0.20	Smith, Katherine V	Call with T. Phan re employee releases.
0.70	Denny, Daniel B	Analyze employee and termination issues (.5); teleconference with T. Phan re employee terminations (.2).
0.20	Phan, Tiffany X	Teleconference with D. Denny re employee terminations.
0.30	Phan, Tiffany X	Review materials related to employee terminations.
0.30	Phan, Tiffany X	Confer with R. Fulgham (SCP) re employee terminations.
2.90	Phan, Tiffany X	Draft template release agreement.
0.20	Phan, Tiffany X	Confer with K. Smith re template release agreement.
01/05/18		
0.40	Smith, Katherine V	Revise draft release.
0.90	Denny, Daniel B	Teleconference with T. Phan re separation and release agreements (.3); teleconference with T. Phan and R. Fulgham (SCP) re separation and release agreements (.3); analyze draft release agreements (.3).
3.40	Phan, Tiffany X	Teleconference with D. Denny re release (.3); teleconference with D. Denny and R. Fulgham (SCP) re employee terminations (.3); confer with K. Smith re employee terminations (.2); respond to SCP questions re releases (1.4); revise release (1.2).
01/07/18		
0.10	Cripps, Jesse A	Correspondence with T. Phan employee terminations.
0.20	Phan, Tiffany X	Correspond with J. Cripps re release.
01/09/18		
0.10	Phan, Tiffany X	Correspond with L. Weissman (SCP) re employee releases.
01/15/18		
0.20	Denny, Daniel B	Teleconference with L. Weissman (SCP) and T. Phan re separation and release agreements.
0.20	Phan, Tiffany X	Confer with L. Weissman (SCP) and D. Denny re employee releases.

01/16/18		
0.30	Cripps, Jesse A	Review correspondence from T. Phan, L. Weissman (SCP) re employee separations.
0.20	Phan, Tiffany X	Confer with L. Weissman (SCP) re severance.
01/17/18		
2.60	Cripps, Jesse A	Correspondence with D. Denny re employee separations (.1); teleconference with L. Weissman and R. Shenfeld (SCP) and D. Denny re employee separation issues (.8); teleconference with D. Denny re employee separation issues (.4); analyze documents from client re employee separations (1.0); teleconference with D. Denny re employee separations (.3).
0.60	Kelsey, Matthew K	Conference with D. Denny re employee severance issues.
3.90	Denny, Daniel B	Correspondence with J. Cripps re employee separations (.1); teleconference with L. Weissman and R. Shenfeld (SCP) and J. Cripps re employee separation issues (.8); teleconference with J. Cripps re employee separation issues (.4); analyze employee separation issues (.3); conference with M. Kelsey re employee separation issues (2); teleconference with J. Cripps re employee separations (.3).
01/18/18		
0.40	Cripps, Jesse A	Correspondence with T. Phan re employee separations.
0.20	Phan, Tiffany X	Correspond internally with J. Cripps, re employee releases.
01/19/18		
0.90	Cripps, Jesse A	Correspondence with D. Denny re employee separation issues (.6); teleconference with D. Denny re employee separation issues (.3).
0.70	Kelsey, Matthew K	Correspondence with A. Mielke (YCST) re severance issues (.5); conference with S. Newman re severance issues (.2).
0.30	Denny, Daniel B	Teleconference with J. Cripps re employee separation issues.
01/22/18		
0.30	Cripps, Jesse A	Correspondence with D. Denny re employee separation issues (.2); discuss same with A. Mielke (YCST) (.1).
01/23/18		
0.80	Cripps, Jesse A	Analyze employee separation and payment issues.
01/24/18		
0.60	Cripps, Jesse A	Correspondence with S. Newman re employee severance issues (.4); discuss same with Y&C and S. Newman (.2).

	0.20	Phan, Tiffany X	Review materials re employee releases.
01/26/18			
	1.00	Cripps, Jesse A	Correspondence with A. Mielke re employee separation issues (.6); discuss same with A. Mielke (.4).
01/29/18			
	0.20	Cripps, Jesse A	Correspondence with S. Newman re employee severance issues.
	0.70	Kelsey, Matthew K	Call with S. Beach (YCST) and E. Morton (YCST) and D. Denny re employee separation issues.
	1.60	Denny, Daniel B	Teleconference with M. Kelsey, S. Beach (YCST) and E. Morton (YCST) re employee separation issues (.8); teleconference with I. Long re employee separation issues (.8).
	2.70	Long, Ian T	Call with D. Denny re employee termination issues (.6); analyze employee termination issues, including sending emails to in-house contacts (2.1).
01/30/18			
	1.10	Cripps, Jesse A	Participate on call with M. Kelsey and D. Denny (partial) and YCST team re employee separation issues (.8); review information from company re same (.3).
	1.00	Kelsey, Matthew K	Participate on call with J. Cripps and D. Denny (partial) and YCST team re employee separation issues (.8); review spreadsheets relating to same (.2).
	0.30	Denny, Daniel B	Teleconference (partial) with M. Kelsey and J. Cripps and YCST teams re employee separations.
	4.70	Long, Ian T	Call with SCP Consulting re employee termination issues (1.0); analyze spreadsheets to determine details of employee termination (3.1); team call re employee termination issues (.6).
01/31/18			
	0.40	Cripps, Jesse A	Correspondence with A. Mielke re employee separation issues.
	0.50	Kelsey, Matthew K	Review correspondence from company related to employee payment (.3); coordinate with DSI re employee payments (.2).
	1.90	Long, Ian T	Analyze employee termination issues.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

EMPLOYMENT AND FEE APPLICATIONS – GIBSON
 98743-00017

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER L. CONN	13.10	\$1,260.00	\$ 16,506.00
DOUGLAS FUCHS	0.70	1,155.00	808.50
SAMUEL A. NEWMAN	2.50	1,010.00	2,525.00
MATTHEW K. KELSEY	0.30	1,085.00	325.50
DENNIS B. ARNOLD	0.50	1,210.00	605.00
DANIEL B. DENNY	1.50	875.00	1,312.50
GENEVIEVE G. WEINER	17.50	875.00	15,312.50
DOUGLAS G. LEVIN	1.50	875.00	1,312.50
PATRICK HAYDEN	2.70	815.00	2,200.50
KATHERINE A. LAU	0.50	525.00	262.50
LEONID ROYMISHER	24.60	405.00	9,963.00
F. PAMELA SANTOS	24.90	420.00	<u>10,458.00</u>
Total Services			\$ 61,591.50
Total Services, Costs/Charges			61,591.50
BALANCE DUE			<u>\$ 61,591.50</u>

EMPLOYMENT AND FEE APPLICATIONS – GIBSON
98743-00017

Detail Services:

01/02/18		
0.70	Fuchs, Douglas	Edit Newman declaration (.5); correspondence with G. Weiner re Newman declaration (.2).
0.50	Denny, Daniel B	Conference with G. Weiner re retention applications and hearings.
2.80	Weiner, Genevieve G	Revise supplemental declaration in support of retention (1.8); revise draft responses to UST questions and information requests (.5); call with D. Denny re retention issues (.5).
01/03/18		
2.10	Newman, Samuel A	Confer with G. Weiner re supplemental declaration re retention (.4); participate in call with R. O'Quinn (DLA), G. Weiner re information for supplemental declaration (.3); correspondence with G. Weiner re retention (.3); prepare for follow up call with J. Sabin (Venable) (.5); participate in follow up call with J. Sabin (Venable), M. Kelsey (.6).
0.90	Weiner, Genevieve G	Confer with S. Newman re supplemental declaration in support of retention (.3); participate (partial) in call with S. Newman and R. O'Quinn (DLA) re information for supplemental declaration (.1); revise supplemental declaration (.3); correspondence with I. Bambrick (YCST) re supplemental declaration (.1); correspondence with D. Fuchs re supplemental declaration (.1).
01/04/18		
0.10	Denny, Daniel B	Correspondence with G. Weiner re billing guidelines.
1.80	Weiner, Genevieve G	Call with attorneys from YCST re supplemental declaration in support of retention (.8); revise supplemental declaration (.5); revise chart of responses for UST (.5).
01/05/18		
0.20	Denny, Daniel B	Teleconference with G. Weiner re supplemental declaration and retention application.
0.10	Weiner, Genevieve G	Call with D. Denny re retention application.
01/08/18		
0.10	Weiner, Genevieve G	Call with P. Hayden re billing guidelines.
01/09/18		
0.10	Weiner, Genevieve G	Correspondence to S. Newman re follow-up inquiry from UST re retention application.

0.80	Santos, F. Pamela	Conference with G. Weiner re status of interested parties list (.3); revise interested parties list (.5).
01/10/18		
0.20	Weiner, Genevieve G	Emails with D. Denny and S. Newman re status of retention applications and hearing on same.
01/11/18		
0.20	Weiner, Genevieve G	Correspondence with I. Bambrick (YCST) and S. Beach (YCST) re follow-up on Gibson Dunn retention application.
2.50	Santos, F. Pamela	Read supplemental ordinary course professionals (.6); update interested parties list per G. Weiner (1.6); conference with G. Weiner re same (.3).
01/12/18		
0.40	Denny, Daniel B	Review UST comments to supplemental declaration and related matters (.2); conference with S. Newman and G. Weiner re retention issues (.2).
0.30	Weiner, Genevieve G	Confer with D. Denny and S. Newman re retention application and related issues (.2); confer with P. Santos re interested parties list (.1).
4.60	Santos, F. Pamela	Conference with G. Weiner re additional interested parties list and notices of appearances (.1); update interested parties list (.9); draft notices of appearances chart (3.0); update interested parties list (.6).
01/15/18		
0.40	Newman, Samuel A	Analysis of retention applications.
0.10	Denny, Daniel B	Correspondence with G. Weiner re supplement to retention application.
0.10	Weiner, Genevieve G	Email to P. Santos re fee application.
01/16/18		
0.20	Weiner, Genevieve G	Internal correspondence related to monthly fee application and related issues.
1.30	Santos, F. Pamela	Begin drafting first monthly fee application.
01/17/18		
0.20	Denny, Daniel B	Teleconference with S. Newman and G. Weiner re retention issues.

3.30	Weiner, Genevieve G	Call with P. Hayden re billing procedures (.1); call with I. Bambrick at YCST re status of Gibson Dunn retention (.1); correspondence with B. Feldman and I. Bambrick (both YCST) re revised Gibson Dunn order (.2); review revised order (.1); direction to K. Lau re draft declaration (.2); revise supplemental declaration in support of retention (1.6); correspondence with S. Newman and D. Fuchs re information for same (1.0).
0.50	Lau, Katherine A	Draft second supplemental declaration of S. Newman in support of Gibson Dunn Retention Application.
4.00	Santos, F. Pamela	Revise exhibits for first monthly fee application.
01/18/18		
6.00	Santos, F. Pamela	Continue revising exhibits for first monthly fee application.
01/22/18		
0.10	Weiner, Genevieve G	Email with I. Bambrick (YCST) re revisions to retention order.
01/23/18		
1.20	Weiner, Genevieve G	Correspondence with S. Newman and P. Benvenuti (Board counsel) re retention materials (.2); review transcript and entered order on Gibson Dunn retention (.5); review and compile retention materials for P. Benvenuti (Board counsel) (.5).
01/26/18		
0.50	Weiner, Genevieve G	Correspondence with S. Newman and GPS re document collection for independent counsel investigation (.3); correspondence with P. Benvenuti (Board counsel) re documents requested (.2).
01/27/18		
0.30	Weiner, Genevieve G	Correspondence with S. Newman re information for independent counsel (.1); direction to IT re data collection for same (.2).
8.00	Roymisher, Leonid	Analyze and process ESI data collection (1.0); parse files, metadata and extracted text (1.0); Run de-duplication process (.5); manually image documents with automated exceptions errors (4.0); Run OCR process to extract searchable text from record set (.5); create snapshots of finalized results to legal team for review (.1); Load the processed data into review database (.2); index the database to allow full text searches (.6); provide results in snapshot files in preparation of document review and production (.1).
01/28/18		
1.00	Conn, Jennifer L	Telephone call with S. Newman, O. Garza, G. Weiner re Board counsel (0.7); emails with G. Weiner re same (0.3).

- 1.20 Weiner, Genevieve G Emails with various GDC attorneys and GPS group re investigation issues (.5); call with GDC team re issues related to investigation. (.7)
- 6.30 Roymisher, Leonid Analyze and process ESI data collection (1.0); parse files (1.0), metadata and extracted text (.5); Run de-duplication process (2.2); manually image documents with automated exceptions errors (.5); Run OCR process to extract searchable text from record set (.3); create snapshots of finalized results to legal team for review (.2); Load the processed data into review database (.2); index the database to allow full text searches (.3); provide results in snapshot files in preparation of document review and production (.1).
- 01/29/18
- 4.10 Conn, Jennifer L Telephone call with P. Hayden re document review for Board counsel (.1); telephone call with S. Newman re requests from Board counsel (.1); telephone call with S. Newman, P. Benvenuti (Board counsel) re same (.5); telephone call with G. Weiner re document review for Board counsel request (.1); telephone call with G. Weiner, D. Levin, D. Cassidy, P. Hayden re same (.5); emails with litigation support re document collection for review (.3); telephone call with M. Hewett re Board counsel request (.3); telephone call with S. Newman, M. Hewett re Board counsel request (1.2); review documents regarding engagements (.5); emails with document review team re document collection and review status (.2); emails with G. Weiner regarding documents (.3).
- 0.30 Kelsey, Matthew K Coordinate with P. Benvenuti (KB) re information for board review of counsel.
- 1.70 Weiner, Genevieve G Internal GDC call re document review (with J. Conn, D. Levin and P. Hayden) (.4); call with J. Conn re same (.2); emails with P. Benvenuti (Board counsel) re document requests and responses to same (.3); draft document tracking chart re production to date (.6); emails with GDC team re document production status (.2).
- 1.50 Levin, Douglas G Telephone conference with J. Conn, G. Weiner and P. Hayden re review of documents concerning Woodbridge representation (.4); correspondences re same with same individuals (.4); begin to review same documents (.5); telephone conferences and correspondences re document review with P. Hayden and D. Cassidy (.2).
- 0.70 Hayden, Patrick Review internal GDC e-mails for production to Board counsel (.3); call with J. Conn, G. Weiner and D. Levin re same (.4).

10.30	Roymisher, Leonid	Analyze and process ESI data collection (1.0); parse files, metadata and extracted text (1.0); Run de-duplication process (0.7); manually image documents with automated exceptions errors (6.0); Run OCR process to extract searchable text from record set (.5); create snapshots of finalized results to legal team for review (.1); Load the processed data into review database (.3); index the database to allow full text searches (.6); provide results in snapshot files in preparation of document review and production (.1).
01/30/18		
2.00	Conn, Jennifer L	Telephone call with M. Hewett re inquiry from Board counsel (0.3); telephone call with D. Arnold re inquiry from Board counsel (0.5); emails with G. Weiner re inquiry from Board counsel (0.2); emails with M. Hewett, S. Newman, M. Schonfeld re same (0.2); review engagement letters, documents for production (0.8).
0.50	Arnold, Dennis B	Call with S. Newman re board inquiry and scope of document request.
0.90	Weiner, Genevieve G	Review correspondence records for production to Board counsel.
1.70	Santos, F. Pamela	Correspondence with G. Weiner re status of first monthly fee application (.2); revise draft of first monthly fee application (1.5).
01/31/18		
6.00	Conn, Jennifer L	Telephone call with G. Weiner re requests from Board counsel (.3); emails with M. Hewett, D. Fuchs, R. Blume re same (.1); review correspondence related to same (.1); telephone call with M. Porcelli re document collection (.2); review documents relating to representation/requests (.5); telephone call with M. Hewett, M. Schonfeld, D. Arnold, S. Newman re response to Board counsel inquiry (1.5); telephone call with M. Schonfeld, P. Benvenuti (Board counsel) re same (1.0); telephone call with M. Schonfeld re Board counsel inquiry (.3); telephone call with S. Newman re same (.1); telephone call with M. Schonfeld, M. Hewett re response to Board inquiry (1.3); telephone call with S. Newman re same (.3); emails with G. Weiner, litigation support re document collection (.2); emails with M. Hewett, D. Fuchs, R. Blume re Board counsel inquiry (.1).
1.50	Weiner, Genevieve G	Call with J. Conn re requests from Board counsel (.2); review records and provide to J. Conn (.3); emails with doc review team (D. Levin, P. Hayden) re investigation issues (.3); emails and call with GPS re targeted email search/retrieval (.5); review draft search terms (.2).

- 2.00 Hayden, Patrick Emails with G. Weiner re investigation issues and search terms (.2); draft search terms for review of GDC e-mails (1.8).
- 4.00 Santos, F. Pamela Draft exhibits to fee application.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

EMPLOYMENT AND FEE APPLICATIONS – OTHERS
 98743-00018

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DOUGLAS FUCHS	0.30	\$1,155.00	\$ 346.50
SAMUEL A. NEWMAN	3.20	1,010.00	3,232.00
MATTHEW K. KELSEY	1.70	1,085.00	1,844.50
DANIEL B. DENNY	3.10	875.00	2,712.50
GENEVIEVE G. WEINER	11.30	875.00	9,887.50
F. PAMELA SANTOS	0.60	420.00	<u>252.00</u>

Total Services \$ 18,275.00

Total Services, Costs/Charges 18,275.00

BALANCE DUE \$ 18,275.00

EMPLOYMENT AND FEE APPLICATIONS – OTHERS
98743-00018

Detail Services:

01/02/18			
0.10	Weiner, Genevieve G	Email with counsel for Moelis re status of hearing on retention applications.	
01/03/18			
0.30	Fuchs, Douglas	Emails with local counsel re fee application for Snell & Wilmer.	
0.50	Weiner, Genevieve G	Revise interested parties list (.3); correspondence with A. Steinberg (Moelis) re interested parties list (.2).	
01/04/18			
0.10	Weiner, Genevieve G	Emails with I. Bambrick (YCST) and B. Feldman (YCST) re Navigant engagement.	
01/05/18			
0.20	Weiner, Genevieve G	Email with B. Feldman (YCST) re supplemental disclosures re professional rates (.1); review new application for UCC securities counsel (.1).	
01/08/18			
0.20	Weiner, Genevieve G	Call with JP with Levine Neal re potential retention of broker client by debtors.	
01/09/18			
0.20	Weiner, Genevieve G	Direction to P. Santos re additional parties for interested parties list.	
01/11/18			
0.80	Weiner, Genevieve G	Correspondence with A. Steinberg (Moelis) and P. Sheridan (Moelis) re additional information for interested parties list (.2); review information re interested parties list (.2); correspondence with R. Collum at GCG re same (.2); direction to P. Santos re updates to interested parties list and additional conflict searches (.2).	
01/12/18			
0.40	Kelsey, Matthew K	Review revised order approving Province application.	
0.50	Denny, Daniel B	Conference with G. Weiner (multiple) re SCP retention issues (.2); teleconference with G. Weiner re other professional retentions and preparation for hearing re trustee motions (.3).	

0.70	Weiner, Genevieve G	Emails with R. Shenfeld (SCP) and S. Newman (Gibson Dunn) re SCP retention (.2); email to UST office re Moelis engagement letter (.1); teleconferences (multiple) with D. Denny re other professional retentions and preparation for hearing re trustee motions (.3); correspondence with D. Denny re SCP retention (.1).
01/14/18		
1.00	Kelsey, Matthew K	Prepare for and call with Moelis and counsel re Committee objection to retention and hearing preparation.
01/15/18		
0.50	Weiner, Genevieve G	Emails with R. Shenfeld (SCP) re SCP retention (.2); email to J. Fritz (Levene Neal) re broker retention (.1); correspondence with S. Newman and Moelis team re objection to Moelis retention (.2).
01/16/18		
0.70	Newman, Samuel A	Conference with M. Beilinson (Woodbridge), YCST Team, Gibson Dunn Team re Moelis retention (.5); correspondence with G. Weiner re same (.2).
0.40	Denny, Daniel B	Teleconference with G. Weiner re Moelis retention.
4.80	Weiner, Genevieve G	Emails with Moelis team re Moelis retention (.2); call with Gibson Dunn and Moelis team re response to committee objection (.4); call with D. Denny re Moelis (.4); review objection (.5); draft response in support of Moelis retention (2.1); multiple calls with J. Fritz (Levene) re broker retention (.3); correspondence with L. Perkins re broker retention issues (.2); review ordinary course sales motion re broker retention issues (.3); call with M. Porcelli (Gibson Dunn) re issues related to same (.2); call with I. Bambrick at YCST re professional retention issues (.2).
0.60	Santos, F. Pamela	Draft reply in support of Moelis motion per G. Weiner.
01/17/18		
2.00	Denny, Daniel B	Review revisions to draft response to Moelis retention application.
0.20	Weiner, Genevieve G	Correspondence with M. Kelsey re finalization of Beilinson Declaration in support of Moelis retention.
01/19/18		
0.30	Weiner, Genevieve G	Email with YCST re Navigant retention (.1); review email from J. Fritz (Levene) re broker retention and proposed agreement (.2).
01/20/18		
0.10	Weiner, Genevieve G	Correspondence with S. Newman re interested parties list for new CEO search.

01/22/18		
0.10	Weiner, Genevieve G	Email with D. Denny re status of broker retention.
01/23/18		
0.10	Weiner, Genevieve G	Confer with B. Feldman (YCST) re Navigant retention.
01/29/18		
0.50	Newman, Samuel A	Conference with P. Benvenuti (KB) re retention.
0.20	Weiner, Genevieve G	Correspondence with D. Denny (Gibson Dunn) and I. Bambrick (YCST) re retention materials for new CEO and CRO.
01/30/18		
2.00	Newman, Samuel A	Research re engagement and retention issues.
0.30	Kelsey, Matthew K	Conference with PSZJ re fee examiner (.1); review fee examiner filing (.2).
0.20	Weiner, Genevieve G	Emails with I. Bambrick at YCST re CRO retention materials.
01/31/18		
0.20	Denny, Daniel B	Teleconference with G. Weiner re retention motions for CEO and CRO.
2.00	Weiner, Genevieve G	Draft 363 motion and related documents seeking to engage DSI (1.8); confer with D. Denny re retention of CEO and CRO (.2).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

FINANCING, CASH COLLATERAL, AND CASH MAN
 98743-00019

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER L. CONN	2.40	\$1,260.00	\$ 3,024.00
CROMWELL R. MONTGOMERY	0.90	1,205.00	1,084.50
J. E. WISE	38.30	1,215.00	46,534.50
JESSE I. SHAPIRO	4.40	1,080.00	4,752.00
SAMUEL A. NEWMAN	2.30	1,010.00	2,323.00
MATTHEW K. KELSEY	18.50	1,085.00	20,072.50
DENNIS B. ARNOLD	4.50	1,210.00	5,445.00
DANIEL B. DENNY	2.90	875.00	2,537.50
MELISSA L. BARSHOP	4.00	875.00	3,500.00
GENEVIEVE G. WEINER	0.60	875.00	525.00
MATTHEW P. PORCELLI	34.20	860.00	29,412.00
THOMAS H. ALEXANDER	20.40	660.00	13,464.00
KATHERINE A. LAU	2.50	525.00	1,312.50
MATTHEW B. DUBECK	3.90	995.00	3,880.50
F. PAMELA SANTOS	2.50	420.00	<u>1,050.00</u>

Total Services \$ 138,917.00

Total Services, Costs/Charges 138,917.00

BALANCE DUE \$ 138,917.00

FINANCING, CASH COLLATERAL, AND CASH MAN
98743-00019

Detail Services:

01/02/18

- | | | |
|------|---------------------|---|
| 0.40 | Shapiro, Jesse I | Review title reports for DIP collateral properties. |
| 1.50 | Kelsey, Matthew K | Review DIP and DIP order (.2); conference with M. Porcelli re same (.1); correspondence with Buchalter re DIP financing and issues (.3); conferences with E. Wise and D. Arnold re DIP hearing and issues (.4); coordinate with T. Alexander re mark up to confidentiality agreement (.2); review correspondence with E. Morton re potential DIP objection, request to extend objection deadline, and issues to be raised by potential objection and coordinate re same (.3). |
| 0.20 | Arnold, Dennis B | Call with S. Newman re possibility of disre inter-company debt. |
| 0.40 | Arnold, Dennis B | Edit email re amendment of DIP loan agreement. |
| 0.10 | Denny, Daniel B | Telephone conference with M. Barshop re DIP Loan matters. |
| 0.30 | Barshop, Melissa L | Conference with D. Denny re open DIP financing items (.2); correspondence with P. Arrow, W. Brody, J. Vargas, et al. (Buchalter, counsel to DIP lender) re title reports and open post-closing DIP documentation (.1). |
| 0.20 | Weiner, Genevieve G | Correspondence with T. Alexander and K. Lau (Gibson Dunn) re Non-Disclosure Agreement for potential DIP lenders. |
| 4.60 | Alexander, Thomas H | Correspond with M. Dubeck re Stonehill access agreement (.8); revise Stonehill access agreement per discussion with M. Dubeck (1.1); call with J. Farrace (SCP) to discuss Stonehill access agreement (.3); correspond with M. Stern and P. Malek re Stonehill access agreement revised draft (.3); comment on _____ Non-Disclosure Agreement (1.3); comment on King Street Capital Non-Disclosure Agreement (.4); summarize results of review for M. Kelsey (.4). |
| 0.70 | Dubeck, Matthew B | Review Non-Disclosure Agreement, access agreement for DIP financing. |

01/03/18

- | | | |
|------|------------------------|---|
| 0.20 | Montgomery, Cromwell R | Review mechanics lien related correspondence. |
| 0.70 | Kelsey, Matthew K | Review mark up to Non-Disclosure Agreement. |

- 1.10 Arnold, Dennis B Review emails re proposed amendment to eliminate automatic event of default when mechanic's liens are recorded (.5); confer with D. D. Denny re DIP loan and mechanic's liens and intercompany claims (.6).
 - 0.60 Denny, Daniel B Teleconference with D. Arnold re DIP loan and mechanic's liens and intercompany claims.
 - 1.00 Barshop, Melissa L Various email correspondence with D. Arnold re mechanics' lien filings and impact under DIP facility (.7); conference with E. Wise re same (.3).
 - 0.40 Weiner, Genevieve G Review Non-Disclosure Agreement with financing parties (.2); correspondence with T. Alexander re Non-Disclosure Agreement (.1); correspondence with K. Lau re new Non-Disclosure Agreement (.1).
 - 2.50 Alexander, Thomas H Correspond with J. Farrace (SCP) re Stonehill access agreement (.3); revise King Street Capital Non-Disclosure Agreement (.8); call with E. Wise to discuss revisions to King Street Capital Non-Disclosure Agreement cleansing provisions (.2); comment on Fortress Non-Disclosure Agreement (.8); correspond with M. Dundon for purposes of collecting signature page to Arena Non-Disclosure Agreement (.4).
- 01/04/18
- 0.40 Kelsey, Matthew K Coordinate with E. Wise re alternative DIP financing providers, data room, and open issues relating to outstanding potential sales.
 - 0.80 Arnold, Dennis B Correspondence with working group re events of default.
 - 0.20 Denny, Daniel B Correspondence with I. Bambrick (YCST) re noteholder information re adequate protection.
 - 0.20 Barshop, Melissa L Email correspondence with D. Arnold and E. Wise re mechanics' lien filings and impact under DIP facility.
 - 0.90 Alexander, Thomas H Call with R. Shenfeld at SCP to discuss issues relating to Stonehill access agreement (.3); correspond with M. Stern at Stonehill re call to discuss access agreement issues (.3); correspond with M. Dubeck, R. Shenfeld (SCP) and J. Farrace (SCP) separately re next steps relating to Stonehill access agreement (.3).
- 01/05/18
- 0.10 Montgomery, Cromwell R Review Deed of Trust related correspondence.
 - 4.80 Wise, J. E Provide comment to Non-Disclosure Agreements (3.5); correspondence with T. Alexander re same (1.3).
 - 1.90 Shapiro, Jesse I Comment on revised form of Deed of Trust (.9); review loan agreement re same (1.0).

0.50	Kelsey, Matthew K	Conference with E. Wise re alternative DIP financing, Non-Disclosure Agreement, and data room.
0.40	Arnold, Dennis B	Follow up on mechanics lien amendment to loan agreement (.3); brief call with S. Newman re same (.1).
0.40	Barshop, Melissa L	Email correspondence with J. Shapiro re draft mortgage (.1); telephone conference with E. Wise re mechanics' lien and ancillary DIP loan documents (.3).
1.00	Porcelli, Matthew P	Meet with E. Wise to discuss status of preparations for final financing hearing (.3); correspondence with E. Wise re same (.7).
5.40	Alexander, Thomas H	Correspond with J. Husak at MVA Law re _____ Non-Disclosure Agreement comments (.3); correspond with R. Shenfeld (SCP) re issues in Stonehill access agreement (.3); correspond with E. Wise and M. Kelsey re aforementioned Stonehill access agreement issues; correspond with E. Wise re due diligence and data room status for particular investors (.2); call with D. Braun re King Street Capital Non-Disclosure Agreement (.5); call with M. Dubeck to discuss Stonehill access agreement issues and _____ Non-Disclosure Agreement financing lockup language (.4); call with J. Farrace (SCP) re _____ Non-Disclosure Agreement (.3); review and revise Stonehill access agreement per discussions with R. Shenfeld (SCP) (2.4); call with R. Shenfeld (SCP), M. Dubeck and M. Stern at Stonehill to discuss issues relating to Stonehill access agreement (.6); correspond with E. Wise and M. Kelsey re Stonehill access agreement status and issues raised by R. Shenfeld (SCP) (.4).
0.40	Lau, Katherine A	Coordinate payment of title company invoices for review of title reports for remaining properties.
2.00	Dubeck, Matthew B	Review Non-Disclosure Agreement for prospective DIP lenders (.5); e-mail T. Alexander re same (.3); call with T. Alexander re same (.3); call with R. Shenfeld (SCP), T. Alexander re same (.3); call with Stonehill Capital re same (.6).
01/07/18		
1.80	Wise, J. E	Conference with R. Shenfeld (SCP) re data room issues (.8); conference call with potential DIP lender (1.0).
1.60	Alexander, Thomas H	Revise King Street Capital Non-Disclosure Agreement per comments from E. Wise (.8); call with E. Wise, P. Malek and M. Stern to discuss _____ Non-Disclosure Agreement issues (.3); correspond with J. Husak re _____ Non-Disclosure Agreement financing lockup provision (.2); correspond with R. Shenfeld (SCP) to discuss results of Stonehill access agreement call (.3).

0.50	Dubeck, Matthew B	E-mail R. Shenfeld (SCP), T. Alexander, E. Wise re Stonehill access agreement.
01/08/18		
0.20	Montgomery, Cromwell R	Review trust deed.
3.80	Wise, J. E	Correspondence re access agreement for potential DIP Lender (1.2); correspondence to Committee counsel re potential DIP lender (.5); attention to contractual restriction and trading issues (2.1).
0.60	Kelsey, Matthew K	Review alternative DIP providers and issues with Non-Disclosure Agreement.
0.20	Denny, Daniel B	Teleconference with M. Barshop re mechanic's liens and DIP loan.
0.40	Barshop, Melissa L	Revise markup to deed of trust and distribute to W. Brody (Buchalter, DIP lender's counsel) and team (.1); conference with J. Vargas (Buchalter, DIP lender's counsel) re mechanics liens (.2); correspondence with D. Denny, E. Wise and D. Arnold re mechanics liens (.1).
4.20	Porcelli, Matthew P	Review final DIP financing open items and proposed order (.8); draft proposed final order and send to E. Wise (3.4).
1.30	Alexander, Thomas H	Correspond with M. Dubeck re _____ comments to Non-Disclosure Agreement (.2); correspond with E. Wise re comments to King Street Capital Non-Disclosure Agreement (.2); review and revise _____ Non-Disclosure Agreement per comments from M. Dubeck (.6); call with J. Farrace (SCP) to discuss King Street Capital Non-Disclosure Agreement cleansing concept (.3).
0.50	Lau, Katherine A	Coordinate payment of title report invoices with SCP.
0.50	Dubeck, Matthew B	Review revised Non-Disclosure Agreement for potential DIP lender (.3); e-mail T. Alexander re same (.2).
01/09/18		
0.20	Montgomery, Cromwell R	Review trust deed related comments.
4.40	Wise, J. E	Calls with potential DIP lender (.6); conference call with J. Farrace (SCP) and R. Shenfeld (SCP) re data site and Non-Disclosure Agreement (.9); correspondence with working group re same (.8); conference with L. Weissman (SCP) re data room (.5); analysis of final order (.5); analysis of data site (1.1).
1.10	Shapiro, Jesse I	Comment on revised form of Deed of Trust (.8); telephone conference M. Barshop re same (.3).

- 2.80 Porcelli, Matthew P Discuss DIP objections with E. Wise (.2); send draft DIP order to YCST (.1); summarize all filed DIP objections for E. Wise (2.5).
- 1.50 Alexander, Thomas H Call with J. Farrace (SCP), R. Shenfeld (SCP) and E. Wise to discuss King Street Capital Non-Disclosure Agreement cleansing concept and status of data room (.3); review and revise King Street Capital Non-Disclosure Agreement per comments from E. Wise (1.2).
- 01/10/18
- 0.20 Montgomery, Cromwell R Review Trust Deed related comments.
- 5.80 Wise, J. E Attention to matters relating to data room (2.5); conference with J. Farrace (SCP) (.5); conference with R. Shenfeld (SCP) (.5); review access agreement for potential DIP Lender (1.7); conference with potential DIP lender (.6).
- 0.50 Shapiro, Jesse I Analysis of Deed of Trust revisions (.4); email communication and telephone conference M. Barshop re same (.1).
- 0.30 Arnold, Dennis B Revise definition of "permitted liens" (.2); prepare redline of changes and transmit to M. Barshop, Esq (.1).
- 0.50 Barshop, Melissa L Review and revise comments to mortgage (.2); and correspondence with J. Shapiro re same (.1); correspondence with D. Arnold re revision to loan agreement (.1); correspondence with J. Vargas (Buchalter, DIP lender's counsel) re same (.1).
- 2.80 Porcelli, Matthew P Review DIP approval next steps (1.0); review DIP objection deadlines and all filed objections (.8); draft email summary of objections and proposed responses and send to E. Wise (1.0).
- 0.50 Alexander, Thomas H Call with E. Wise to discuss Arena Non-Disclosure Agreement (.2); correspond with L. Perkins and J. Farrace (SCP) re execution of _____ Non-Disclosure Agreement (.3).
- 01/11/18
- 0.20 Newman, Samuel A Correspondence with D. Denny re Plus and adequate protection diligence issues.
- 0.40 Kelsey, Matthew K Coordinate with E. Wise and SCP team re data room and potential alternative DIP providers.
- 0.10 Denny, Daniel B Correspondence with D. Arnold and working group re Plus and adequate protection diligence issues.

01/12/18		
1.70	Kelsey, Matthew K	Conferences with L. Perkins (SCP), and M. Litvak (Pachulski) re DIP financing and adequate protection issues and response to objections to DIP financing (1.2); review term sheet for competing DIP (.5).
0.50	Denny, Daniel B	Teleconference with A. M. Porcelli re DIP financing open items.
0.30	Denny, Daniel B	Teleconference with M. Porcelli re final DIP hearing, sale motion and lease rejection.
0.50	Porcelli, Matthew P	Call with D. Denny to discuss DIP financing open items.
1.30	Porcelli, Matthew P	Call with D. Denny re final DIP hearing, sale motion and lease rejection (.3); review articles and cases addressing same (1.2); continue drafting reply statement in support of DIP approval (1.3)
01/15/18		
1.20	Wise, J. E	Conference call re data room and related matters with Kramer Levin.
0.50	Kelsey, Matthew K	Coordinate with E. Wise and L. Perkins (SCP) re approach to response to objections (.3); review draft chart responding to objections (.2).
0.10	Denny, Daniel B	Analyze draft interim DIP order from M. Porcelli.
3.10	Porcelli, Matthew P	Call with E. Wise to discuss status of DIP motion (.3); finish drafting and revising potential reply to filed objections (1.9); correspondence with E. Wise, S. Newman, M. Kelsey, and YCST re same (.2); draft third interim DIP order (.5); revise draft order based on information from SCP (.2).
01/16/18		
5.20	Wise, J. E	Analysis of revised order as third interim order (1.0); correspondence re DIP proposal (.8); analysis of term sheet (1.1); read DIP objections (2.3).
0.90	Kelsey, Matthew K	Conference with E. Wise re DIP hearing and issues (.4); conferences with E. Wise re alternative DIP proposal and issues (.5).
0.60	Kelsey, Matthew K	Coordinate with M. Porcelli and K. Lau re preparation for TRO hearing and key case summaries.
0.30	Arnold, Dennis B	E mails re potential new term sheet for replacement financing.

2.80	Porcelli, Matthew P	Coordinate with M. Kelsey and K. Lau re preparation for TRO hearing and key case summaries (.6); call with counsel for Richardson Company re settlement of limited objection (1.0); follow-up correspondence with counsel for Richardson Company re settlement of limited objection (.2); review data room files (.2); send summary email to E. Wise re information raised in discussion with Richardson counsel (.3); send third interim DIP order to DIP lender counsel (.5).
1.60	Alexander, Thomas H	Comment on _____ Non-Disclosure Agreement.
1.40	Lau, Katherine A	Coordinate payment of title report invoices (.8); coordinate with M. Porcelli and M. Kelsey re preparation for TRO hearing and key case summaries (.6).
0.20	Dubeck, Matthew B	Conference with T. Alexander re Non-Disclosure Agreement for potential DIP lender.
01/17/18		
2.60	Wise, J. E	Correspondence with M. Kelsey and M. Porcelli re objections to DIP financing (.4); conference with M. Porcelli re DIP objections (.9); review DIP objections (1.3).
2.80	Wise, J. E	Review DIP term sheet proposal (1.6); correspondence re same (1.2).
1.10	Newman, Samuel A	Confer with E. Wise re DIP (.6); confer with C. Hehn re DIP (.5).
4.20	Kelsey, Matthew K	Prepare for Trustee hearing, hearing on Moelis application, and hearing on final DIP (2.7); conferences with SCP re DIP budget and cash needs (1.5).
0.50	Denny, Daniel B	Correspond with T. Alexander re latest DIP lender Non-Disclosure Agreement status and summarize confidentiality clauses in Non-Disclosure Agreement with respect to Company confidentiality obligations.
0.10	Denny, Daniel B	Teleconference with M. Porcelli re objection to DIP motion and Kirkstead issues.
0.10	Barshop, Melissa L	Review revisions to deeds of trust.
6.50	Porcelli, Matthew P	Correspondence with YCST re third interim DIP order and supporting supplemental declaration (.9); call with E. Wise re Hehn group objection (.2); call with Hehn group to resolve objection (.5); draft summary email and compile supporting documentation to resolve objection (1.8); draft script for M. Kelsey in connection with presentation of request for approval of third interim DIP order (2.6); calls with J. Farrace (SCP) re DIP financing (.5).

0.50	Alexander, Thomas H	Correspond with D. Denny re latest DIP lender Non-Disclosure Agreement status and summarize confidentiality clauses in Non-Disclosure Agreement with respect to Company confidentiality obligations.
01/18/18		
1.50	Wise, J. E	Draft script for DIP hearing.
0.90	Kelsey, Matthew K	Correspondence with SCP re DIP financing and budget issues.
0.10	Arnold, Dennis B	Correspondence with working group re new term sheet.
1.00	Porcelli, Matthew P	Review noteholder objection from J. Barkley (.2); revise third interim DIP script to incorporate response to objection and update numbers therein (.8).
01/19/18		
2.80	Wise, J. E	Correspondence with working group re DIP budget and testimony re cash needs.
0.50	Shapiro, Jesse I	Review deeds of trust.
0.60	Kelsey, Matthew K	Coordinate with E. Wise and L. Perkins (SCP) re DIP financing issues.
0.20	Arnold, Dennis B	Call with J. Conn re timing on next DIP advance.
0.20	Barshop, Melissa L	Review credit agreement in connection with change of management and correspondence with E. Wise re same (.1); correspondence with W. Brody (Buchalter, DIP lender's counsel) re open DIP-related matters (.1).
0.70	Porcelli, Matthew P	Review DIP credit agreement for change of control provisions (.5); email M. Kelsey, E. Wise, and D. Denny re same (.2).
0.20	Lau, Katherine A	Telephone conference with J. Okerlund, Vice President of National Commercial Services at Fidelity National Title re title report status and next steps.
01/20/18		
1.60	Wise, J. E	Conference call with J. Baker, L. Perkins (SCP), S. Beach (YCST) re DIP testimony (.6); correspondence re same (.5); prepare for call (.5).
0.50	Kelsey, Matthew K	Coordinate with E. Wise and J. Conn re DIP financing hearing and issues.
01/21/18		
0.30	Conn, Jennifer L	Telephone call with L. Perkins re hearing on DIP financing (.2); email with Committee's and SEC's counsel re hearing on DIP financing (.1).

- 1.00 Newman, Samuel A Participate in call with SCP Team and Gibson Dunn Team re DIP cash flows and issue.
- 1.70 Kelsey, Matthew K Prepare for call re DIP cash flows and issue (1.4); participate in call with SCP and Gibson Dunn teams re DIP cash flows and issue (1.0); coordinate with E. Wise and J. Conn re witness for DIP hearing and issues (.3).
- 01/22/18
- 1.90 Conn, Jennifer L Emails with counsel for Committee, SEC re hearing on DIP financing (.2); correspondence with team re hearing, proposed settlement (.4); correspondence with M. Neiburg (YSCT) re exhibits (.1); telephone call with M. Kelsey re hearing on DIP financing (.2); telephone call with E. Wise re hearing on DIP financing (.3); telephone call with E. Wise re hearing on DIP financing (.1); telephone call with L. Perkins re hearing on DIP financing (.1); correspondence with team re hearing on DIP financing (.2); telephone call with L. Perkins re hearing on DIP financing (.1); correspondence with S. Newman, M. Kelsey re hearing on DIP financing (.2).
- 0.50 Porcelli, Matthew P Review next steps for DIP financing.
- 01/23/18
- 0.20 Conn, Jennifer L Correspondence with D. Arnold, E. Wise re DIP advance.
- 0.40 Kelsey, Matthew K Coordinate with SCP and FTI re cash flow analysis and DIP budget.
- 0.30 Arnold, Dennis B Call with S. Newman re final DIP hearing and scope of adequate protection needed for 2/13 hearing.
- 0.10 Denny, Daniel B Teleconference with M. Barshop re deeds of trust.
- 0.20 Barshop, Melissa L Correspondence with D. Denny re execution of mortgages (.2).
- 1.50 Porcelli, Matthew P Call with E. Wise to discuss DIP slides (.2); draft slides for board re DIP financing package and terms (1.3).
- 01/24/18
- 0.50 Kelsey, Matthew K Coordinate with M. Porcelli re request from W. Brody (Buchalter) re DIP financing issues.
- 0.10 Denny, Daniel B Correspondence with M. Porcelli and working group re cash flow projections.
- 0.20 Barshop, Melissa L Conference with E. Wise re DIP credit agreement (.1); correspondence with W. Brody (Buchalter, DIP lender's counsel) re open credit agreement items (.1).

3.20	Porcelli, Matthew P	Call with SCP, FTI, and YCST re cash management (1.2); revise slides for management presentation on DIP financing for M. Kelsey and S. Newman (2.0).
01/26/18	2.00 Porcelli, Matthew P	Call with D. Arnold re adequate protection property debt breakdown (.3); review noteholder data re same (1.2); draft requests for SCP and Garden City Group re same (.5).
01/28/18	0.10 Arnold, Dennis B	Telephone conference with F. Chin (Board) re final DIP hearing testimony.
01/29/18	0.70 Kelsey, Matthew K	Call with D. Braun (Kramer Levin) re competing DIP proposal and issues (.3); call with J. Pomerantz (PSZJ) and C. Nelson (FTI) re competing DIP proposals and status (.4).
01/30/18	0.60 Kelsey, Matthew K	Review adequate protection issues and potential DIP modifications.
0.30	Arnold, Dennis B	Call with J. Conn re open issues on DIP hearing.
0.20	Barshop, Melissa L	Conference with D. Denny re deeds of trust for DIP financing (.1); correspondence with P. Santos re same (.1).
2.00	Santos, F. Pamela	Correspondence with M. Barshop re revisions to deed of trust (.2); revise deeds of trust (1.8).
01/31/18	0.60 Kelsey, Matthew K	Review adequate protection issues.
0.30	Barshop, Melissa L	Prepare summary for debtor's board of directors of the requirement under DIP financing to deliver deeds of trust with respect to the collateral properties.
0.30	Porcelli, Matthew P	Correspondence with E. Wise re adequate protection properties.
0.50	Santos, F. Pamela	Revise deeds of trust (.3); correspondence with M. Barshop re same (.2).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

HEARINGS
 98743-00020

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
OSCAR GARZA	2.90	\$1,205.00	\$ 3,494.50
JENNIFER L. CONN	31.80	1,260.00	40,068.00
SAMUEL A. NEWMAN	60.10	1,010.00	60,701.00
MATTHEW K. KELSEY	36.80	1,085.00	39,928.00
DENNIS B. ARNOLD	0.10	1,210.00	121.00
DANIEL B. DENNY	55.20	875.00	48,300.00
DOUGLAS G. LEVIN	12.90	875.00	11,287.50
IAN T. LONG	4.50	820.00	3,690.00
MATTHEW P. PORCELLI	5.00	860.00	4,300.00
PATRICK HAYDEN	13.50	815.00	11,002.50
DYLAN S. CASSIDY	42.90	755.00	32,389.50
F. PAMELA SANTOS	0.80	420.00	<u>336.00</u>

Total Services \$ 255,618.00

Total Services, Costs/Charges 255,618.00

BALANCE DUE \$ 255,618.00

HEARINGS
98743-00020

Detail Services:

01/02/18

1.10 Kelsey, Matthew K Review list of matters for proposed agendas for Jan 10 and Jan 18 hearings (.2); telephone conference with D. Denny re scheduling conference (.5); review correspondence from various interested parties re hearing agenda proposals (.4).

1.50 Denny, Daniel B Telephone conference with M. Kelsey re scheduling conference (.5); attend telephonic court scheduling conference (.7); review hearing agendas (.3).

01/06/18

1.20 Garza, Oscar Conference call with Gibson Dunn and YCST team re strategy and responses to pending trustee motions and hearing.

5.90 Conn, Jennifer L Emails with team re evidence matrix (.3); review revised objection (.7); review Perkins deposition transcript, exhibits (2.0); correspondence with team re hearing preparation (.5); telephone call with S. Newman, M. Kelsey, O. Garza, D. Denny, S. Beach re preparation for Jan 10 hearing (1.2); telephone call with I. Long re hearing preparation (.1); review revised evidence matrix (.5); telephone call with P. Hayden re witness outline (.3); review exhibit list (.5); review stipulation (.3).

2.50 Denny, Daniel B Teleconference with S. Newman, M. Kelsey, J. Conn, O. Garza, I. Long, D. Levin, and S. Beach and E. Morton (YCST) re preparation for Jan 10 hearing (1.2); prepare for Jan 10 hearing (1.3).

1.40 Levin, Douglas G Telephone conference with Gibson Dunn and YCST teams re preparing for hearing on trustee motions (1.1); follow-up telephone conference with O. Garza re same (.3).

1.10 Long, Ian T Team call in preparation for trustee hearing.

01/07/18

2.10 Long, Ian T Draft M. Beilinson direct examination for trustee hearing.

6.50 Hayden, Patrick Prepare witness outline for January 10 hearing.

01/08/18

0.10 Arnold, Dennis B Review correspondence re January 10 hearing.

2.40 Denny, Daniel B Prepare for Jan 10 hearing re trustee motions.

0.80	Santos, F. Pamela	Conference with D. Denny re materials for hearing (.1); prepare hearing binders for S. Newman and D. Denny (.7).
01/09/18		
11.90	Conn, Jennifer L	Prepare for hearing (1.0); correspondence with team re outlines (.3); prepare for hearing (2.0); meet with M. Beilinson (.8); meetings with team (.8); meet with L. Perkins (1.0); meet with M. Beilinson (.7); correspondence with P. Hayden (.2); meet with D. Cassidy (.5); telephone call with I. Long, D. Cassidy (.3); meet with L. Perkins (.5); review evidence list, revised matrix (.5); review hearing outline (.3); review revised exhibits (1.0); correspondence with opposing counsel (.2); prepare for hearing (1.8).
12.00	Newman, Samuel A	Prepare for trustee hearing, including addressing discovery and evidence issues, review new deposition transcript, witness preparation, and internal conferences re argument and issues.
12.30	Kelsey, Matthew K	Prepare for trustee hearing, including addressing discovery and evidence issues, review new deposition transcript, witness preparation, and internal conferences re argument and issues.
10.10	Denny, Daniel B	Conference with L. Perkins (CRO) and S. Newman re preparation for Jan 10 hearing (.5); prepare for January 10 hearing (9.3); teleconference with J. Mercer (Epiq), communications team re communications and January 10 hearing matters (.3).
0.80	Levin, Douglas G	Correspondences with D. Cassidy, I. Long and D. Denny re preparing same hearing outline.
6.60	Cassidy, Dylan S	Draft hearing outline (2.0); prepare for hearing (4.6).
01/10/18		
9.30	Conn, Jennifer L	Prepare for hearing on trustee motions (evidentiary issues and cross examination) (1.8); attend hearing on trustee motions (6.5); conference with S. Newman, M. Kelsey, D. Denny, D. Cassidy, S. Beach (YCST) and E. Morton (YCST) re post-hearing matters (1.0).
12.00	Newman, Samuel A	Prepare for hearing on trustee motions (lead Gibson Dunn attorney) (4.5); attend hearing on trustee motions as lead Gibson Dunn attorney (6.5); conference with D. Denny, M. Kelsey, J. Conn, D. Cassidy, S. Beach (YCST) and E. Morton (YCST) re post-hearing matters (1.0).
9.50	Kelsey, Matthew K	Prepare for hearing on trustee motions focusing on witness preparation (Perkins and Beilinson) (2.0); attend hearing on trustee motions (6.5); conference with S. Newman, M. Kelsey, J. Conn, D. Cassidy, S. Beach (YCST) and E. Morton (YCST) re post-hearing matters (1.0).

10.30	Denny, Daniel B	Prepare for hearing on trustee motions (witness preparation and argument outline (2.5); attend hearing re trustee motions (6.5); conference with S. Newman, M. Kelsey, J. Conn, D. Cassidy, S. Beach (YCST) and E. Morton (YCST) re post-hearing matters (1.0); draft hearing summary for working group (.3).
6.30	Levin, Douglas G	Participate in hearing on motions to appoint trustee (partial) (5.6); draft presentation for use in closing argument (.7).
7.90	Cassidy, Dylan S	Prepare to assist with evidence issues for hearing (.4); attend hearing re trustees motions (6.5); conference with S. Newman, M. Kelsey, J. Conn, D. Denny, S. Beach (YCST) and E. Morton (YCST) re post-hearing matters (1.0).
01/11/18		
0.60	Kelsey, Matthew K	Coordinate with S. Beach (YCST) and I. Bambrick (YCST) re status of matters scheduled to go forward on January 18 hearing, objection deadlines, and open issues with retentions.
1.30	Hayden, Patrick	Review 01/10/2018 hearing transcript in preparation of Perkins witness outline for 01/18/2018 hearing.
1.40	Hayden, Patrick	Conference call with J. Conn, D. Denny, D. Levin, and I. Long re 01/10/2018 hearing and preparation for 01/18/2018 hearing.
3.60	Hayden, Patrick	Review transcript of 01/10/2018 hearing in preparation of Perkins witness outline for 01/18/2018 hearing.
01/12/18		
1.70	Garza, Oscar	Conference call with S. Newman, M. Kelsey and D. Denny re Settlement discussions and strategy for Hearing on Trustee Motion (1.0); review filed documents and evidence produced to date re Trustee hearing (.7).
0.30	Conn, Jennifer L	Correspondence with team re hearing preparation.
1.00	Newman, Samuel A	Prepare for trustee hearing.
5.00	Newman, Samuel A	Draft trustee motion hearing closing.
0.70	Kelsey, Matthew K	Call with ad hoc committee attorneys re motions to appoint official committees and issues.
0.90	Kelsey, Matthew K	Call with S. Beach (YCST) re omnibus hearing, potential objections, and trustee motion issues (.7); call with O. Garza and S. Newman re trustee motion, hearing, and issues (.2).
0.70	Hayden, Patrick	Call with I. Long re witness outlines for 01/18/2018 hearing.

01/13/18	1.30 Long, Ian T	Analyze January 10th hearing for potential arguments to be addressed in Beilinson direct examination.
01/14/18	0.50 Conn, Jennifer L	Emails with P. Hayden re hearing preparation (.1); correspondence with team re hearing preparation (.2); correspondence with team re testimony outlines (.2).
01/15/18	0.80 Denny, Daniel B	Prepare for January 18 hearing re review of transcripts.
01/16/18	0.40 Conn, Jennifer L	Correspondence with A. Mielke (YCST) re hearing preparation (.2); correspondence with L. Perkins (SCP) re same (.1); telephone call with M. Kelsey, S. Newman re same (.1).
	1.70 Denny, Daniel B	Correspondence with D. Cassidy and working group re Greenspan examination (.6); prepare for January 18 hearing (1.1).
	0.10 Levin, Douglas G	Telephone conference with Gibson Dunn attorneys (J. Conn, S. Newman, M. Kelsey, D. Cassidy, I. Long, D. Denny) re preparing for hearing.
01/17/18	3.10 Newman, Samuel A	Confer with J. Sabin (Venable) re trustee trial (.8); discuss settlement options with J. Baker (.8); prepare for Trustee trial (1.5).
	2.00 Denny, Daniel B	Prepare for January 18 hearing on trustee motions.
01/18/18	15.00 Newman, Samuel A	Prepare for trustee trial (1.8); attend hearing re chapter 11 trustee motions and witness examinations (lead partner) (6.1); attend chambers conference re chapter 11 trustee motions (.4); conference with Gibson Dunn and YCST trial working group re recent developments (1.0); conference with L. Perkins and R. Shenfeld (SCP), D. Denny and M. Kelsey re recent develops re trustee motions and hearing (.5); conference with M. Shinderman (Milbank), D. Denny and ad hoc noteholder group re recent developments (.5); conference (various meetings) with R. Pachulski and working group (PSZJ and FTI) and D. Denny and M. Kelsey, and D. Baddley and SEC working group (1.0); teleconference with WGC board meeting (1.7); conference with Gibson Dunn working group re hearing preparation and settlement options (2.0).

- 17.20 Denny, Daniel B Prepare for Beilinson examination and Greenspan cross-examination (2.5); attend hearing re chapter 11 trustee motions and witness examinations (lead associate) (6.1); attend chambers conference re chapter 11 trustee motions (.4); analyze trial issues (.5); conference with Gibson Dunn and YCST trial working group re recent developments (1.0); conference with L. Perkins and R. Shenfeld (SCP), S. Newman and M. Kelsey re recent develops re trustee motions and hearing (.5); conference with M. Shinderman (Milbank), S. Newman and ad hoc noteholder group re recent developments (.5); conference (various meetings) with R. Pachulski and working group (PSZJ and FTI) and S. Newman and M. Kelsey, and D. Baddley and SEC working group (1.0); teleconference with WGC board meeting (1.7); conference with Gibson Dunn working group re hearing preparation and settlement options (2.0); prepare for Jan 19 hearing on trustee motions (1.0).
- 4.30 Levin, Douglas G Attend via teleconference hearing on motions to appoint Chapter 11 trustees, including in connection with preparing closing argument and summarizing status of the hearings in other pleadings (e.g., Response to OSC in Florida SEC enforcement action) (partial attendance) (4.0); telephone conference and correspondences with D. Denny and I. Long re status of same hearing (.3).
- 5.00 Porcelli, Matthew P Attend via teleconference hearing on motions to appoint Chapter 11 trustees, including in connection with debtor in possession financing issues (partial attendance) (4.0); discuss same with E. Wise (1.0).
- 7.00 Cassidy, Dylan S Prepare for trustee trial (.9); attend hearing re chapter 11 trustee motions and witness examinations including with respect to providing assistance on evidentiary and witness matters (6.1).
- 9.60 Cassidy, Dylan S Update Greenspan cross based on hearing (4.3); prepare exhibits for hearing (1.7); revise Beilinson and Perkins outlines (3.6).
- 01/19/18
- 3.50 Conn, Jennifer L Prepare for trustee motion hearing (1.5); attend trustee motion hearing (2.0).
- 6.00 Newman, Samuel A Prepare for trustee trial (3.5); participate in trustee trial (2.0); participate in chambers conference (.5).
- 4.60 Kelsey, Matthew K Prepare for continued hearing on chapter 11 trustee motion (2.1); attend continued hearing on chapter 11 trustee motion (2.0); chambers conference related to same (.5).
- 4.00 Denny, Daniel B Prepare for hearing (1.5); attend chambers conference prior to hearing (.5); attend hearing re Greenspan examination and chapter 11 trustee motions (2.0).

3.60	Cassidy, Dylan S	Prepare for hearing (1.1); attend hearing (2.0); attend chambers conference related to hearing (.5).
01/22/18		
2.40	Kelsey, Matthew K	Prepare for DIP hearing, including drafting script and communications with B. Sandler (Pachulski) re Committee position and issues.
0.60	Denny, Daniel B	Attend telephonic chambers conference.
1.20	Cassidy, Dylan S	Prepare for hearing on trustee motions.
01/23/18		
4.00	Newman, Samuel A	Prepare for trustee trial.
2.00	Newman, Samuel A	Attend Trustee trial.
4.70	Kelsey, Matthew K	Prepare for (2.7) and attend hearing for Trustee settlement and DIP hearing (2.0).
2.10	Denny, Daniel B	Attend by CourtCall court hearing re settlement, retentions and critical vendors.
7.00	Cassidy, Dylan S	Prepare for (5.0) and participate in hearing on trustee motions (2.0).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

INSURANCE
 98743-00021

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW A. HOFFMAN	10.30	\$1,155.00	\$ 11,896.50
SAMUEL A. NEWMAN	0.50	1,010.00	505.00
DANIEL B. DENNY	0.50	875.00	437.50
MATTHEW B. DUBECK	1.40	995.00	<u>1,393.00</u>
Total Services			\$ 14,232.00
Total Services, Costs/Charges			14,232.00
BALANCE DUE			<u>\$ 14,232.00</u>

INSURANCE
98743-00021

Detail Services:

01/15/18			
0.60	Hoffman, Matthew A		Correspondence with L. Perkins (SCP), M. Belinson (Woodbridge) and broker re insurance for new directors (.3); analyze indemnity issues (.3).
01/16/18			
0.70	Hoffman, Matthew A		Analysis of D&O coverage for new managers (.5); correspondence with S. Newman, M. Dubeck and broker re same.
01/17/18			
0.80	Hoffman, Matthew A		Continue analysis of D&O coverage for new managers.
		0.50	Newman, Samuel A Correspondence with M. Hoffman re D&O insurance.
01/18/18			
0.30	Hoffman, Matthew A		Correspondence with broker re insurance for new managers.
01/19/18			
0.40	Hoffman, Matthew A		Correspondence with S. Newman, M. Kelsey, D. Denny and broker re D&O coverage for new managers.
01/20/18			
0.50	Hoffman, Matthew A		Correspondence with S. Newman, M. Kelsey, D. Denny and broker re D&O issues.
01/21/18			
1.50	Hoffman, Matthew A		Analysis of D&O insurance for new managers.
01/22/18			
3.60	Hoffman, Matthew A		Correspondence with S. Newman, D. Denny and M. Dubeck re impact of bankruptcy proceedings on D&O insurance needs (2.5); call with P. Benvenuti re indemnity and D&O issues (.4); correspondence with S. Newman, M. Dubeck, M. Kelsey and broker re D&O insurance (.7).
		0.50	Denny, Daniel B Teleconference with M. Hoffman re D&O insurance matters.
		1.40	Dubeck, Matthew B Call with M. Hoffman re D&O insurance (.9); e-mail P. Benvenuti re same (.1); call with P. Benvenuti, M. Hoffman re same (.4).

01/23/18			
0.90	Hoffman, Matthew A	Analyze settlement order (.3); correspondence with S. Newman, M. Dubeck, M. Kelsey and D. Denny re changes to D&O (.6).	
01/24/18			
0.10	Hoffman, Matthew A	Conference with M. Dubeck re intersection of D&O and indemnity.	
01/25/18			
0.40	Hoffman, Matthew A	Correspondence with S. Newman, M. Dubeck, M. Kelsey and broker re D&O insurance issues.	
01/29/18			
0.30	Hoffman, Matthew A	Correspondence with B. Calvert re D&O coverage.	
01/30/18			
0.20	Hoffman, Matthew A	Correspondence with B. Calvert re D&O issues.	

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

LITIGATION
 98743-00022

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
OSCAR GARZA	57.50	\$1,205.00	\$ 69,287.50
JENNIFER L. CONN	95.30	1,260.00	120,078.00
DOUGLAS FUCHS	26.00	1,155.00	30,030.00
JESSE I. SHAPIRO	2.50	1,080.00	2,700.00
SAMUEL A. NEWMAN	71.80	1,010.00	72,518.00
JESSE A. CRIPPS	1.20	1,045.00	1,254.00
MATTHEW K. KELSEY	70.40	1,081.88	76,164.00
DANIEL B. DENNY	77.60	875.00	67,900.00
GENEVIEVE G. WEINER	9.80	875.00	8,575.00
DOUGLAS G. LEVIN	86.90	875.00	76,037.50
IAN T. LONG	109.20	820.00	89,544.00
MATTHEW P. PORCELLI	19.40	860.00	16,684.00
PATRICK HAYDEN	89.00	815.00	72,535.00
LAUREN M. KOLE	7.60	755.00	5,738.00
DYLAN S. CASSIDY	120.50	755.00	90,977.50
KATHERINE A. LAU	34.40	525.00	18,060.00
STEVEN RABER	2.00	270.00	540.00
F. PAMELA SANTOS	0.80	420.00	336.00
SPENCER E. SCOTT	4.70	260.00	1,222.00
NICHOLAS C. WATTS	1.00	335.00	<u>335.00</u>
Total Services			\$ 820,515.50

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
MESSENGER AND COURIER EXPENSE	\$ <u>37.42</u>
Total Costs/Charges	<u>37.42</u>
Total Services, Costs/Charges	820,552.92
BALANCE DUE	<u>\$ 820,552.92</u>

Invoice Date: March 19, 2018

Due and Payable Upon Receipt

Invoice No. 2018032650

Invoice Date: March 19, 2018

Due and Payable Upon Receipt

Invoice No. 2018032650

LITIGATION
98743-00022

Detail Services:

12/28/17		
4.40	Kelsey, Matthew K	Finalize filing of TRO adversary proceeding and motion to enforce the automatic stay (3.2); review correspondence from Committee re TRO complaint (.3); review filed TRO complaint (.9).
01/01/18		
2.00	Newman, Samuel A	Conference with working group re trustee litigation.
0.60	Kelsey, Matthew K	Coordinate with E. Morton (YCST) and Gibson Dunn team re Trustee motion and issues re emergency hearing.
0.20	Denny, Daniel B	Correspondence with A. Schwartz (Homer) and working group re non-debtor entities in SEC action (.1); correspond with D. Levin re revised draft note holder committee statement (.1).
1.00	Denny, Daniel B	Analyze memorandum of law in support of TRO.
0.60	Levin, Douglas G	Revise Debtors' Response to motion to appoint Noteholder committee in order to incorporate comments of D. Denny (.5); correspondences re revised draft with M. Kelsey, S. Newman and D. Denny (.1).
01/02/18		
5.10	Garza, Oscar	Review UCC and SEC's motions to appoint Chapter 11 Trustee (2.3); telephone conference with M. Kelsey re update on Court's scheduling hearing and tasks related to UCC's Trustee motion (.9); review evidence for each trustee motion and strategy to oppose (.5); participate in litigation prep call with Gibson Dunn team re litigation strategy (1.4).
1.80	Conn, Jennifer L	Attend team status call (.3); telephone call with Gibson Dunn team re litigation strategy (1.5).
1.80	Fuchs, Douglas	Correspondence with J. Freis, E. Rubinstein re _____ matter (.7); correspondence with L. Perkins (SCP) re documents discovered by R. Reed (Woodbridge) (.4); correspondence with J. Conn re Reed documents (.1); correspondence with S. Newman re strategy concerning pending litigation matters (.3); correspondence with SCP re pending litigation matters (.3).
1.00	Newman, Samuel A	Participate in call with Gibson Dunn team re litigation strategy.

- 1.70 Kelsey, Matthew K Review SEC objection to TRO (1.3); conference with E. Morton (YCST) re SEC objection and issues (.4).
- 5.80 Long, Ian T Strategize with team re impact of scheduling conversation with Court (.4); analyze SEC motion to appoint a trustee (1.0); analyze cases contained therein (.2); correspondence with D. Cassidy and M. Kelsey re analysis of case law and issues (.3); begin editing objection to trustee appointment to incorporate SEC arguments (1.3); analyze cases cited in unsecured creditor committee's motion to appoint a trustee (1.5); draft summaries of cases for deposition preparation (1.1).
- 1.90 Porcelli, Matthew P Finish review of committee trustee motion and related filings (1.5); begin review of SEC trustee motion (.4).
- 0.50 Hayden, Patrick Conduct legal research re amending pleadings in adversary proceedings.
- 3.40 Cassidy, Dylan S Review SEC trustee motion (.6); edit trustee motion objection to incorporate response to SEC Motion (2.8).
- 2.40 Cassidy, Dylan S Summarize cases cited in SEC and Committee trustee motions (2.1); correspondence with M. Kelsey and I. Long re analysis of case law and issues (.3).
- 01/03/18
- 5.50 Garza, Oscar Address SEC's request for additional time to depose independent management (.4); address questions re adverse interest and potential use of adverse interest against third party (.4); telephone conference with S. Newman re strategy and responsibilities re trustee motions (.2); continue analysis of motions to appoint chapter 11 trustees and opposition thereto (1.7); analyze additional opposition alternatives to chapter 11 trustee motions (2.1); review proposed stipulation re adverse inference issues (.2); review research re adverse inference (Fifth Amendment) and related arguments (.5).
- 5.60 Conn, Jennifer L Correspondence with team re discovery (.1); telephone call, correspondence with M. Staglik (SCP) (.1); telephone call with D. Fuchs re document preservation (.3) telephone call with D. Denny (.4); telephone call with M. Kelsey, D. Denny re discovery and Trustee motion trial preparation (.4); telephone call with L. Kole (.1); telephone call with P. Hayden (.2); correspondence with team (.3); emails re evidence matrix (.3); correspondence with P. Hayden (.2); review declaration (1.3); review research on trustee motion (1.0) review documents for deposition preparation (.7); correspondence with L. Kole, D. Denny, K. Lau re exhibits for deposition preparation (.2).

- 1.80 Fuchs, Douglas Telephone conference and correspondence with J. Conn re document preservation (.3); telephone conference and correspondence with R. Reed re opinion letters (.4); telephone conference and correspondence with S. Newman re litigation matters (.1); correspondence with L. Perkins and J. Fries re _____ matter (.3); correspondence with E. Rubinstein re _____ matter (.4); review S. Newman declaration (.2); correspondence with SCP re document preservation (.1).
- 6.60 Newman, Samuel A Prepare for meet and confer conference re trustee hearing (.7); participate in meet and confer conference call with D. Baddley (SEC), S. Schiff (SEC), R. Koonin (SEC), N. Jacobson (SEC), and D. Denny (.6); attend telephonic scheduling conference (.7); prepare for conference call re Arizona Corporation Commission (.7); participate in conference call re Arizona Corporation Commission motion and oral argument with T. Sabo (SW Law), D. Fuchs, R. Reed (Woodbridge), D. Jonson (Wyrick), M. Fischer (SW Law), A. King (SW Law) (.8); participate in team call re evidence matrix for depositions (1.0); telephone conference with D. Fuchs re litigation matters (.1); correspondence with D. Fuchs re same (.4); correspondence with D. Fuchs re S. Newman declaration (.4); telephone conference with O. Garza re strategy and responsibilities re trustee motions (.4) correspondence with O. Garza re same (.3); correspondence with D. Denny re scheduling depositions with SEC and Committee (.5).
- 10.10 Kelsey, Matthew K Call with J. Sabin (Venable) re trustee motions and unitholder issues (.8); calls with S. Beach (YCST) and E. Morton (YCST) re scheduling conference issues and various SEC discovery issues (1.2); participate on scheduling conference (.6); review and revise draft objection to Trustee motion (5.7); conference with J. Conn and D. Denny re discovery and Trustee motion trial preparation (.4); review summary of case law re trustee motion (1.0); call with S. Kortanek (DBR) and P. Jackson (DBR) re scheduling matters and chapter 11 trustee motion (.4).

- 6.50 Denny, Daniel B Analyze correspondence re rescheduling motions January 10 and 18 and related matters (.7); correspondence with S. Newman and working group re scheduling depositions with SEC and Committee (.1); telephone conference with SEC counsel (R. Koonins, S. Lawry, N. Jacobson, D. Baddley) re meet and confer for hearing on trustee motions and related discovery and depositions (.6); review and analyze SEC accountant report (.2); attend telephonic scheduling conference (.5); telephone call with J. Conn (.4); review and analyze issues re fact matrix and hearing preparation (.5); prepare for depositions re trustee motions (.6); review and analyze prepetition and transition period materials for deposition preparation (1.2); conference with J. Conn and M. Kelsey re discovery and Trustee motion trial preparation (.4); telephone conference with D. Fuchs re ordinary course professionals and litigation matters (.2); telephone conference with K. Lau (multiple) re case filings and evidence issues (.5); telephone conference with M. Kelsey, J. Conn, D. Cassidy, D. Levin and I. Long re evidence matrix and preparation for hearing (.3); review and analyze trustee motions (.3).
- 9.10 Levin, Douglas G Telephone conference with J. Conn, D. Denny, S. Newman, M. Kelsey and I. Long re preparing summary of evidence concerning allegations and rebuttal evidence with respect to SEC and UCC motions to appoint a chapter 11 trustee (.3); review same motions to appoint a chapter 11 trustee and related pleadings (2.2); review other evidence (e.g., declarations, motions, transcripts) in order to prepare summary (2.7); draft and edit same summary of evidence (3.1); correspondences re same with D. Denny and I. Long (.3); telephone conferences with I. Long re comments to same summary of evidence (.2); telephone conference with D. Denny re same (.2); correspondence with J. Conn, D. Denny, S. Newman, M. Kelsey and I. Long re draft summary of evidence (.1).
- 9.20 Long, Ian T Edit objection to motion to appoint trustee (2.3); attend team call re evidence matrix for depositions (.3); draft evidence matrix (6.6).
- 1.80 Porcelli, Matthew P Finish review of SEC motion to appoint a trustee and related pleadings.
- 1.80 Kole, Lauren M Assist with Beilinson deposition prep.
- 1.40 Cassidy, Dylan S Research re CRO appointment.
- 4.20 Cassidy, Dylan S Review SEC trustee motion (.9); call with internal Gibson Dunn group re evidence matrix for trustee motions (.4); meeting with M. Kelsey re objection to trustee motions. (.2); edit objection to trustee motion (2.7).

- 7.10 Lau, Katherine A Organize documents in preparation for deposition of L. Perkins, Chief Restructuring Officer (1.2); correspondence with Gibson Dunn team re materials needed in preparation for deposition of M. Beilinson, independent manager (.4); legal research re adverse inferences in response to invocation of Fifth Amendment (3.0); draft memorandum re the same (2.0); telephone conference with D. Denny re case filings and evidence issues (.5).
- 01/04/18
7.60 Garza, Oscar Address factual issues/exhibits for hearing on Trustee motions (.6); further address adverse interest (Fifth Amendment) analysis and opposition to SEC/UCC attempting to use Shapiro's invocation of the Fifth against the debtors (.6); teleconference with S. Newman, J. Conn and D. Denny re depositions and litigation matters (.7); review stipulation proposed by UCC (adverse interest) and comment thereon (.6); correspondence with R. Koonin re potential cross examination of SEC witnesses (.2); review SEC proposed exhibits for trustee motion (.8); listen in (partial) to initial portion of L. Perkins' deposition (2.1); follow-up on objecting/agreeing to witnesses/exhibits from SEC (.3); telephone conference with J. Conn re proposed SEC witnesses and objections thereto (.2); initial review of Kapila declaration (.7); participate in conference call with Gibson Dunn and YCST re pending chapter 11 trustee motions (.8).
- 13.00 Conn, Jennifer L Review draft evidence matrix (.5); correspondence with L. Kole re deposition preparation (.3); emails re stipulation (.3); telephone call with M. Kelsey, D. Denny re Shapiro stipulation draft and issues (.4); telephone call with P. Hayden (.3); review information re SEC witnesses, declarations and exhibits (1.3); correspondence with D. Fuchs, SCP, Navigant (.3); correspondence with D. Fuchs and local counsel re document retention (.3); review documents/ prepare for M. Beilinson deposition (2.6); telephone call with L. Weissman (.2); correspondence with L. Weissman (.2); review draft brief (.6); correspondence with team (.2) telephone call with team re hearing preparation (1.0); review deposition preparation materials (2.8); review deposition notices (.5) correspondence with team re discovery (.5); teleconference with S. Newman, D. Denny and O. Garza re depositions and litigation matters (.7).

- 1.70 Fuchs, Douglas Correspondence with J. Freis re litigation matters being handled by Freis (.3); correspondence with S. Newman re litigation matters being handled by Freis and other litigation matters (.4); telephone conferences with M. Clews re document preservation (.3); telephone conference with I. Bambrick (YCST) re document preservation (.2); correspondence with J. Conn and local counsel re document retention (.3); correspondence with E. Rubinstein re litigation matters being handled by J. Freis (.1); correspondence with counsel in the Loyola matter re status (.1).
- 10.00 Newman, Samuel A Prepare for the deposition of L. Perkins (SCP) (3.6); participate in the deposition of L. Perkins (4.9); correspondence with D. Fuchs re litigation matters being handled by Freis and other litigation matters (.4); conference with M. Kelsey re discovery issues (.4); teleconference with D. Denny, J. Conn and O. Garza re depositions and litigation matters (.7).
- 10.50 Kelsey, Matthew K Review SEC response to joinder to noteholder group motion (.9); call with J. Sabin (Venable) re unitholder issues (.7); calls with S. Beach (YCST) and E. Morton (YCST) re trustee motion and issues (.7); review and revise draft objection to Trustee motion (6.4); conferences with D. Cassidy re same (.5); conference with S. Newman re discovery issues (.4); review Shapiro stipulation re invocation of Fifth Amendment and correspondence with SEC and Committee re comments to same (.5); conference with J. Conn and D. Denny re Shapiro stipulation draft and issues (.4).
- 11.70 Denny, Daniel B Correspondence with J. Conn and working group re opposition to trustee motions (.2); analyze SEC declarations re trustee motions and hearing (.2); draft email to O. Garza re SEC stipulation and evidence (.2); prepare for working group call re trustee motions (.2); teleconference with Gibson Dunn team and S. Beach (YCST) and E. Morton (YCST) re trustee motion matters (.8); conference with K. Lau re prepetition and postpetition agreements re R. Shapiro (.3); prepare for L. Perkins deposition (1.0); teleconference with J. Conn and M. Kelsey re Greenspan deposition (.2); attend L. Perkins deposition (5.5); meetings with L. Perkins and M. Beilinson re depositions (.9); teleconference with S. Newman, J. Conn and O. Garza re depositions and litigation matters (.7); teleconference with D. Levin re deposition matters (.2); prepare materials for Beilinson deposition (1.3).

- 10.10 Levin, Douglas G Participate via telephone conference in deposition of L. Perkins (5.6); draft summary of key excerpts of deposition and incorporate same into ongoing summary of evidence concerning opposition to motion to appoint trustees (1.2); correspondences re same with I. Long (.2); telephone conference with Gibson Dunn team re summary of deposition, preparation for deposition of M. Beilinson, and other related issues (e.g., proposed stipulation from SEC) (.8); circulate transcript from L. Perkins deposition to Gibson Dunn and YCST teams (.3); review proposed stipulation from SEC and conference re same with O. Garza (.3); edit opposition to motion to appoint trustees (1.3); telephone conference with D. Denny re open items concerning oppositions to motion to appoint trustees (.2); coordinate preparation of binder re SEC exhibits (.2).

- 3.60 Long, Ian T Draft evidentiary matrix for trustee hearing.

- 0.20 Hayden, Patrick Conference with J. Conn re witness research.

- 6.40 Hayden, Patrick Conduct research re Committee/SEC witnesses.

- 5.30 Kole, Lauren M Prepare for Beilinson deposition (1.5); draft 30(b)(6) deposition notice for potential deposition (3.8).

- 13.40 Cassidy, Dylan S Conference with M. Kelsey re trustee objection brief (.5); continue to revise opposition to trustee motions (9.5); conduct legal research re trustee appointment (3.4).

- 1.50 Raber, Steven Perform background search on several expert witnesses for Patrick Hayden.

- 1.50 Scott, Spencer E Get background information on witnesses for P. Hayden.

- 0.40 Scott, Spencer E Pull cases per D. Amponsah relating to trustee motion.

- 0.50 Scott, Spencer E Pull cases for Duke Amponsah relating to trustee motion.

- 01/05/18
- 4.00 Garza, Oscar Review revised Shapiro stipulation (initially proposed by UCC) (adverse inference now eliminated) (.4); add further comments addressing Shapiro's invocation of the Fifth Amendment (.3); edit the initial version of the opposition to motions to appoint chapter 11 trustee (2.8); two telephone conferences with D. Denny re addressing attempting to negotiate agreements with SEC (trustee motion) re witness/exhibits (.2); provide overall strategy comments re revising opposition to trustee motions (.3).

- 10.80 Conn, Jennifer L Review Innskeeper decision (.2); prepare for Beilinson (Board) deposition (1.0); meet with M. Beilinson (Board) re deposition (2.0) attend Beilinson (Board) deposition (5.0); meet with M. Kelsey, M. Beilinson (Board) (.5); telephone call with S. Newman, M. Kelsey, M. Beilinson (Board) re same (.3); correspondence with P. Hayden re same (.1); review revised evidence matrix (.5); correspondence with D. Denny re same (.1); review revised opposition brief (.7); review stipulation (.1); correspondence with team re hearing (.3).
- 1.20 Fuchs, Douglas Emails with B. Reznick re Lago Vista project (.2); telephone conference with D. Denny re investigation (.3); prepare email to E. Rubinstein summarizing litigation matters (.3) and telephone conference with E. Rubinstein re foreclosure actions needing attention (.2); correspondence with local counsel re document retention (.2).
- 3.00 Newman, Samuel A Draft opposition to trustee motion.
- 6.00 Newman, Samuel A Prepare for Beilinson deposition (2.0); attend M. Beilinson deposition (4.0).
- 9.60 Kelsey, Matthew K Prepare for Beilinson deposition (3.5); attend Beilinson deposition (4.3); conference with S. Newman, J. Conn, and M. Beilinson re deposition and objection to trustee motion (.8); call with S. Beach (YCST) re trustee motion and issues (.4); review Shapiro stipulation re invocation of Fifth Amendment and correspondence and comments re same (.6).

- 11.70 Denny, Daniel B Prepare for M. Beilinson deposition (.6); discussion with J. Conn re SEC declarations (.2); prepare for deposition with M. Beilinson (telephonically) (2.2); teleconference with S. Newman re preparation for R. Greenspan deposition (.3); preparation for R. Greenspan deposition (.5); teleconference with I. Long re examination outline for R. Greenspan deposition (.6); teleconference with L. Weissman (SCP) re investor information (.1); provide comments to draft stipulation re R. Shapiro testimony (.2); teleconference with O. Garza re draft stipulation re R. Shapiro testimony (.2); teleconference with M. Moreno (SCP) re investor information (.2); analyze L. Perkins deposition transcript re draft errata sheet (4.6); teleconference with K. Lau (multiple) re L. Perkins deposition transcript and L. Perkins comments (.6); teleconference with I. Bambrick (YCST) and M. Neiburg (YCST) re L. Perkins deposition transcript and errata sheet (.2); teleconference with D. Fuchs re litigation, document preservation and investigation matters (.2); teleconference with O. Garza re revisions to draft stipulation re R. Shapiro testimony (.2); email working group comments to draft stipulation re R. Shapiro testimony (.2); teleconference with S. Newman depositions and hearing preparation (.2); teleconference with D. Levin re draft hearing outline re witness testimony and evidence (.2); teleconference with G. Weiner re preparation for R. Greenspan deposition (.2); correspondence with M. Moreno (SCP) re note holder diligence (.2); analyze M. Beilinson deposition transcript (.2).
- 0.30 Weiner, Genevieve G Telephone conference with D. Denny re Greenspan deposition.
- 13.50 Levin, Douglas G Participate via telephone conference in deposition of M. Beilinson (4.3); review deposition transcripts of L. Perkins and M. Beilinson in connection with drafting master summary of evidence concerning pending trustee motions (1.6); draft master summary of evidence concerning pending trustee motions (6.5); review other evidence (e.g., declarations, pleadings) to include in same master summary of evidence (.7); correspondences re same with J. Conn, D. Cassidy and I. Long (.2); telephone conference with D. Denny re preparing master hearing outline for hearing on trustee motions (.2).
- 6.10 Long, Ian T Analyze transcripts for important facts at hearing (2.1); draft deposition outline for R. Greenspan deposition (4.0).
- 5.50 Porcelli, Matthew P Review transcript of deposition of L. Perkins (2.1); review draft excerpts from objection to trustee motion and provide comments to D. Cassidy (1.0); review objection draft (1.7); provide D. Cassidy with comments re same (.7).
- 4.20 Hayden, Patrick Conduct research re witness backgrounds.

0.30 Kole, Lauren M Prepare for Beilinson deposition.

6.60 Cassidy, Dylan S Call with M. Kelsey re trustee motion objection (.5); review comments re trustee motion objection (2.6); edit trustee motion objection (3.5).

5.00 Lau, Katherine A Legal research re Third Circuit clear and convincing evidence standard and adverse inferences (2.2); draft summary of the same (.7); review transcript of L. Perkins, Chief Restructuring Officer and prepare errata sheet (2.1).

0.50 Raber, Steven Search publications authored by S. Kapila for P. Hayden.

1.50 Scott, Spencer E Continue background research on witnesses for P. Hayden.

01/06/18

1.30 Garza, Oscar Review marked opposition to trustee motion in anticipation of the strategy call (.3); analyze objection to expert witnesses being proposed by SEC and UCC (.8); follow-up with D. Levin re review/objections to SEC witnesses/exhibit documents (.2).

2.00 Newman, Samuel A Revise opposition to trustee motion.

3.90 Kelsey, Matthew K Call with S. Newman re trustee issues (.2); call with S. Newman and J. Sabin (Venable) re unitholder issues (.8); call with team re trustee objection, hearing, Greenspan deposition, and evidence (1.3); call with S. Beach (YCST) and E. Morton (YCST) re objection and noteholder committee response to SEC and open issues (.4); review revisions to trustee opposition from YCST and S. Newman (.7); conference with D. Cassidy re revisions (.5).

6.50 Denny, Daniel B Teleconference with L. Perkins re draft errata sheet for deposition transcript (.2); teleconference with J. Conn re Beilinson deposition transcript and related matters (.2); teleconference with I. Long re Beilinson deposition (.2); revise draft errata sheet for Perkins deposition transcript (.2); prepare for Jan 10 hearing (.4); circulate errata sheet to court reporter and others re Perkins deposition transcript (.2); analyze draft notice of deposition (.1); teleconference with A. Mielke (YCST) re revisions to notice of deposition (.1); correspondence with J. Conn and working group re privilege and discovery issues (.5); prepare for R. Greenspan (FTI) deposition (.3); teleconference with D. Cassidy re privilege research re deposition testimony (.2); revise draft objection to chapter 11 trustee motions (3.9).

0.50 Weiner, Genevieve G Review proposed exhibits in preparation for Greenspan deposition.

- 9.40 Levin, Douglas G Draft master summary of evidence concerning pending trustee motions (3.4); correspondences re same with J. Conn, D. Cassidy and I. Long re same (.3); review deposition transcripts of L. Perkins and M. Beilinson in connection with drafting master summary of evidence concerning pending trustee motions (1.1); review 135 proposed SEC exhibits (2.0); draft summary of potential objections thereto (2.5); correspondence re same with O. Garza (.1).
- 9.40 Long, Ian T Draft Greenspan deposition outline (4.6); analyze Beilinson transcript for errata (1.1); draft direct examination of Beilinson (2.6); revise evidentiary matrix in light of Beilinson deposition (1.1).
- 0.30 Hayden, Patrick Conference with J. Conn re witness outlines.
- 7.20 Cassidy, Dylan S Revise opposition to trustee motion (5.8); call with M. Kelsey, D. Denny re evidence and trustee motion (1.2); call with R. Fulgham (SCP) re sales (.2).
- 01/07/18
- 3.10 Garza, Oscar Prepare outline of objections to expert witnesses being proposed by SEC and UCC (.8); revise table of objections to exhibit list from SEC (1.7); review (revised/modified) opposition to trustee motions (.6).
- 8.00 Conn, Jennifer L Review Beilinson deposition transcript (1.5); review revised objection (.7); review revised evidence matrix (.5); correspondence with team re hearing preparation (.3); review background information on SEC witness (.5); correspondence with team re exhibit list (.3); review errata sheet (.3); correspondence with committee counsel re exhibit list (.2); review draft outline (.5); correspondence with P. Hayden re same (.2); revise testimony outlines (3.0).
- 0.20 Fuchs, Douglas Email with E. Rubinstein re Loyola matter (.1); email local counsel re document preservation (.1).
- 2.00 Newman, Samuel A Revise opposition to trustee motion.
- 10.10 Kelsey, Matthew K Revise objection to trustee motions (7.0); conferences with D. Cassidy and D. Denny re revisions (1.4); review revisions to Shapiro stipulation (.3); calls with S. Newman and S. Beach (YCST) re trustee hearing and preparation (1.4).

- 7.50 Denny, Daniel B Correspondence with working group re evidence (.2); email re distribution agreement and leases (.5); email exchange with M. Neiburg (YCST) re exhibits to objection (.1); email exchange with S. Newman and working group re deposition transcripts (.1); teleconference with M. Kelsey re revisions to objection to trustee motions (.1); teleconference with S. Newman re draft objection (.1); teleconference with M. Kelsey re draft objection (.2); teleconference with D. Cassidy re draft objection (.2); prepare for hearing and revise draft objection (.2); circulate revised draft for M. Beilinson and L. Perkins (.1); review, analyze and revise draft objection to trustee motions (5.0); teleconference with D. Cassidy re revisions to objection to trustee motion (.5); teleconference with K. Lau re privilege research (.2).
- 0.50 Weiner, Genevieve G Prepare for Greenspan deposition.
- 1.90 Levin, Douglas G Draft summary of potential objections to 135 proposed SEC exhibits (1.2); correspondences re same with O. Garza, S. Newman and D. Denny (.2); correspondence re same with SEC representatives (.2); brief research re background concerning UCC expert for hearing on trustee motion (.3).
- 2.70 Long, Ian T Analyze Beilinson deposition transcript for errata corrections (1.1); analyze documents for Greenspan deposition (1.6).
- 6.50 Porcelli, Matthew P Revise draft objection to committee and sec trustee motions (6.0); send comments to D. Cassidy for incorporation (.5).
- 14.70 Cassidy, Dylan S Revise opposition to trustee motions (3.0); conduct legal research re privilege (1.8); call with M. Kelsey re objection (.4); continue to revise objection (9.5).
- 2.40 Lau, Katherine A Legal research re invocation of attorney-client privilege for Beilinson communications.

01/08/18

5.40 Garza, Oscar

Continue analysis of SEC exhibits re objections and potential substantive use (1.1); comment on revised Shapiro stipulation (.4); telephone conference with D. Denny re addressing focus/timing to assist hearing team prepare for trustee hearing (.2); correspondence with R. Koonin re SEC exhibit list and objections thereto (.3); review SEC's proposed resolution of objections to SEC exhibits exhibit-by-exhibit (.8); prepare outline of remaining issues for hearing team re SEC exhibits (.2); conduct meet and confer with R. Koonin and C. Nestor re SEC exhibits (.6); prepare outline of resolution reached with SEC for hearing team re SEC hearing exhibits (.3); review agreement reached with SEC re exhibits for trustee hearing and follow-up (.6); address issues raised re witnesses for trustee hearing (.3); review debtors exhibit lists and comments (.3); review Greenspan research and note expert - lack of independence (.3).

7.80 Conn, Jennifer L

Telephone calls with P. Hayden re deposition outline (.2); revise testimony outlines (.5); correspondence with P. Hayden re Perkins outline (.3); correspondence with I. Long re Beilinson outline (.2); correspondence with team re deposition outline (.3); correspondence with S. Newman re same (.1); review privilege research (1.0); telephone call with D. Levin re same (.2); telephone call with M. Kelsey, D. Levin, D. Cassidy, D. Denny (.4); telephone call with M. Kelsey (.2); correspondence with P. Hayden re outline (.2); review final objection (.7); review stipulation (.2); correspondence with opposing counsel re hearing (.3); correspondence with team re trustee motion hearing (.5); comment on witness outline (1.5); telephone call with P. Hayden re same (.2); correspondence with P. Hayden re exhibits (.5); correspondence with P. Hayden re outline (.3).

3.20 Fuchs, Douglas

Telephone conference with Navigant re document collection (.4); correspondence with Navigant re document collection (.3); telephone conference with local counsel re document collection and preservation and preparation of schedules (.3); correspondence with local counsel re document collection and preservation and preparation of schedules (.3); telephone conference with defense counsel re Loyola matter (.4); correspondence with defense counsel re Loyola matter (.3); email with in-house counsel re Loyola matter (.1); email with J. Cripps re Loyola matter (.2); email with S. Newman re Loyola matter (.2); telephone conference with D. Denny re document preservation (.5); correspondence with D. Denny re document preservation (.2).

6.00 Newman, Samuel A

Prepare for R. Greenspan deposition (2.5); participate in R. Greenspan deposition (3.5).

- 0.30 Cripps, Jesse A Review materials relating to Loyola labor and employment matter.
- 6.60 Kelsey, Matthew K Finalize brief and exhibits for filing (3.0); calls with YCST re filing (.8); conferences with S. Newman and S. Beach (YCST) re Greenspan deposition and rebuttal witness (1.1); review various pleadings filed related to Trustee appointment (.7); call with J. Conn re witness preparation and cross-examination of witnesses (.6); review revised stipulations re Shapiro invocation of Fifth Amendment and limitation of applicability of SEC's evidence (.4).
- 5.00 Denny, Daniel B Prepare for Greenspan deposition (1.0); conference with M. Porcelli re draft sale motion (.1); conference with G. Weiner re Greenspan deposition (.2); teleconference with S. Newman re evidentiary objections and stipulations re trustee motions (.2); teleconference with O. Garza re SEC evidence, objections and stipulations (.2); email exchange with parties counsel re stipulation re R. Shapiro exercise of constitutional rights (.1); teleconference with I. Long, D. Levin, D. Cassidy re preparing for hearing and evidentiary matters (.7); teleconference with D. Fuchs, M. Kelsey, S. Beach and I. Bambrick (YCST) re schedules and statements, document preservation and investigation matters (.5); email exchange with D. Fuchs re document preservation and investigation matters (.1); correspondence with working group re hearing preparation (.5); teleconference with G. Weiner re R. Greenspan deposition (.3); teleconference with K. Lau re privilege research re deposition testimony (.1); teleconference with M. Kelsey, J. Conn, D. Levin and I. Long re hearing preparation (.4); correspondence with K. Lau, M. Dubeck and working group re Committee motion and prepetition written consents (.2); email exchange with D. Cassidy and working group re prepetition lease arrangements (.2); email exchange with S. Newman re suspension of transition services agreement (.1); email exchange with I. Long re Kornfeld deposition in Florida (.1); teleconference with R. Fulgham (SCP) re FTI, information exchange and related matters (.2); email R. Pachulski and others re Florida deposition (.1); analyze R. Greenspan deposition transcript (1.5).
- 6.50 Weiner, Genevieve G Prepare for Greenspan deposition (1.0); confer with D. Denny (Gibson Dunn) re Greenspan depo (.2); participate in deposition of Greenspan (3.5); follow-up call with I. Long re Greenspan depo (.2); follow-up call with D. Denny re same (.2); follow-up call with D. Levin re Greenspan deposition (.2); draft summary and analysis of Greenspan deposition for Gibson Dunn team (1.2).

- 15.10 Levin, Douglas G Telephone conference with J. Conn, M. Kelsey, and D. Denny re preparing for hearing on motion to appoint trustees (.5); draft and edit master hearing outline (2.1); review SEC accountant expert report and draft and edit cross-examination of M. Davis (7.7); conference re same with O. Garza (.2); correspondence re same with O. Garza (.1); review transcript from deposition of R. Greenspan (.4); assemble and circulate exhibits for review by M. Beilinson in connection with preparing for testimony (.5); draft and edit hearing exhibit list (.9); correspondences re same with YCST (M. Neiburg, S. Beach) and Gibson Dunn teams (.6); review filed Objection to motions to appoint trustee (.6); correspondences with SEC (R. Koonin) and O. Garza re providing exhibits for use at hearing and resolving Debtors' objections to SEC exhibits (.6); telephone conferences with D. Cassidy re preparing cross-examination outline of R. Greenspan and other open items (.4); correspondences re same with D. Cassidy (.1); telephone conference with P. Hayden re preparing direct examination outline of L. Perkins (.2); telephone conference with K. Lau re impeachment evidence issue (.1); telephone conference with G. Weiner re summary of R. Greenspan deposition (.1).
- 16.50 Long, Ian T Analyze deposition transcript for M. Beilinson direct examination (2.5); analyze documents in connection with M. Beilinson direct examination (2.6); draft extensive M. Beilinson direct examination (9.3); strategize with team re trustee hearing motion (2.1).
- 15.50 Hayden, Patrick Prepare L. Perkins witness outline for 01/10/2018 trustee motion hearing.
- 6.00 Cassidy, Dylan S Edit trustee motion objection in preparation for filing.
- 1.30 Cassidy, Dylan S Call with I. Long, D. Denny and D. Levin re evidence matrix (.7); review noteholders objections (.6).
- 2.40 Cassidy, Dylan S Review Greenspan deposition (1.4); begin draft of examination outline (1.0).
- 7.30 Lau, Katherine A Legal research re attorney-client privilege issues (3.5); draft summary of the same (1.8); confer with D. Denny re additional research re attorney-client privilege of corporate directors (.1); perform additional legal research (.5); revise summary accordingly (.7); coordinate filing of supplemental declaration re error in WGC Independent Manager LLC Operating Agreement (.4); review First Day Declaration and Wage Motion for references to Mercer Vine and Riverdale payroll (.3).
- 0.80 Scott, Spencer E Search for expert witness materials per Patrick Hayden.

01/09/18

- 3.00 Garza, Oscar Address SEC exhibits for trustee hearing (.2); address necessary stipulation with SEC re temporal agreement on use of exhibits (.4); telephone conference with S. Newman re SEC stipulation on limited use of exhibits (.1); follow-up on finalizing stipulation with SEC and reaching resolution (.3); further review SEC's expert witness report (.6); edit proposed cross examination and objection (request to strike) of SEC's expert (.8); review authentication declarations forwarded by SEC (.4); further follow-up on stipulation with SEC (.1); review objection to UCC exhibits for trustee hearing (.1).
- 1.50 Fuchs, Douglas Telephone conference with J. Cripps and defense counsel re Loyola matter (.6); correspondence with S. Newman re litigation issues (.3); telephone conference and correspondence with D. Denny and Navigant re document preservation (.5); correspondence with D. Denny and D. Nelson re production to SEC (.1).
- 0.60 Cripps, Jesse A Correspondence with D. Fuchs re Loyola labor and employment matter (.2); call with outside counsel re same (.4).
- 3.40 Denny, Daniel B Teleconference with S. Newman, S. Beach (YCST), E. Morton (YCST), L. Perkins (SCP) and M. Beilinson (Board) re proposed note holder meeting agenda (.6); teleconference with K. Lau re document preservation and Navigant (.6); teleconference with D. Fuchs re document preservation and Navigant (.7); participate in meet and confer with S. Newman, M. Kelsey, S. Beach (YCST) and E. Morton (YCST) and counsel for SEC and Committee re January 10 hearing issues (1.0); conference with D. Cassidy, and I. Long and K. Lau (partial) re January 10 hearing preparation (.5).
- 1.20 Weiner, Genevieve G Revise cross-examination outline for Greenspan (.9); correspondence with D. Cassidy re Greenspan cross outline (.3).

- 11.00 Levin, Douglas G Draft Stipulation Concerning Certain facts (.5); edit same to incorporate comments of S. Newman (.3); correspondences re same Stipulation with SEC (R. Koonin) and UCC (B. Sandler) representatives (.5); edit cross-examination of M. Davis, incorporating comments of O. Garza (2.8); edit master hearing outline (summary of key evidence, closing argument, procedural issues) (3.2); telephone conferences with M. Neiburg (YCST) re objections to UCC exhibits (.4); telephone conference with J. Conn, D. Denny, S. Newman and M. Neiburg re same objections (.4); research re objections to UCC exhibits (.7); draft objections to UCC exhibits (.5); correspondences re same with UCC representatives (.2); telephone conference with R. Fulgham (SCP) (SCP) and M. Staglik (SCP) re analysis of UCC exhibits (.5); correspondences with R. Fulgham (SCP) and M. Staglik (SCP) re same (.4); review summary of deposition of B. Kornfeld (.2); telephone conferences with D. Denny re final preparations for hearing (.4).
- 8.50 Long, Ian T Attend deposition of B. Kornfeld (2.1); draft summary of deposition (.5); edit Perkins outline in accordance with J. Conn comments (1.8); mark deposition transcript counter designations (.8); draft Perkins portion of master evidence list (1.5); edit Beilinson direct (1.8).
- 3.10 Hayden, Patrick Prepare L. Perkins witness materials for 01/01/2018 Trustee hearing.
- 8.80 Cassidy, Dylan S Review Greenspan deposition (2.3); update examination outline (1.9); update Perkins and Beilinson outlines (4.6).
- 3.00 Lau, Katherine A Extended telephone conference with D. Sachs, associate director at Navigant, re digital forensics process and capabilities (.6); prepare summary of document preservation strategy (2.0); review hearing transcript for statements in support of CRO and distribute summary of the same (.4).
- 01/10/18
- 6.30 Garza, Oscar Listen to hearing on trustee motion (part 1) (3.7); follow-up on potential re-direct questioning of L. Perkins (.3); listen to trustee motion (part 2) (2.3).
- 0.30 Fuchs, Douglas Emails with S. Newman and J. Cripps re Loyola matter.
- 0.30 Cripps, Jesse A Correspondence with D. Fuchs re assessment of Loyola labor and employment lawsuit.
- 4.50 Denny, Daniel B Conference (partial) with counsel for ad hoc note holder groups (.5); conference (partial) with counsel for committee, C. Nelson (FTI) S. Newman, M. Kelsey, L. Perkins, M. Beilinson (2.0); analyze pending matters for trustee motions and related matters (2.0).

- 1.30 Levin, Douglas G Correspondences with Gibson Dunn trial team re supplementing witness examinations (.5); research re precedent involving motions to appoint chapter 11 trustee (.7); correspondence re same with S. Newman (.1).
- 0.20 Hayden, Patrick Review revised direct examination outline for L. Perkins.
- 3.10 Lau, Katherine A Legal research re motion for judgment on partial findings.
- 01/11/18
- 3.30 Conn, Jennifer L Review hearing transcript (1.0); prepare issues list (.8); telephone call with I. Long, P. Hayden, D. Cassidy re same (.7); telephone call with M. Beilinson re same (.1); revise issues list (.7).
- 0.70 Fuchs, Douglas Telephone conference with R. Reed (Woodbridge) re legal staffing (.2); telephone conferences with S. Newman re litigation matters (.5).
- 0.10 Weiner, Genevieve G Email to D. Denny re Perkins and Greenspan deposition transcripts.
- 1.60 Levin, Douglas G Telephone conference with J. Conn, D. Cassidy, I. Long and P. Hayden re revising trial materials following first day of hearing on trustee motions (1.4); correspondence with S. Newman and C. Jones re research re precedent involving motions to appoint chapter 11 trustee (.2).
- 5.00 Long, Ian T Strategize with team re next steps after hearing (1.2); analyze transcript for evidence to be included in revised direct examinations (3.8).
- 1.50 Porcelli, Matthew P Review transcript of trustee motion hearing.
- 2.20 Cassidy, Dylan S Call re examination outlines with J. Conn, D. Levine, P. Hayden and I. Long (1.0); review hearing transcript and examination outlines (1.2).
- 01/12/18
- 1.00 Conn, Jennifer L Review deposition transcript, designations and counter designations.
- 0.40 Fuchs, Douglas Correspondence with Navigant re document preservation (.2); correspondence with S. Newman and D. Denny re document preservation and litigation matter (.2).
- 2.00 Newman, Samuel A Negotiate settlement of trustee hearing.
- 1.00 Newman, Samuel A Conference with M. Beilinson (BP) and D. Fuchs re Arizona litigation.

7.10	Denny, Daniel B	Conference with S. Newman, L. Perkins and M. Shenfeld (SCP) re trustee motions, proposed settlements and related matters (1.0); conference with R. Shenfeld (SCP) and G. Weiner re litigation matters (.2); conference with R. Shenfeld (SCP) re diligence and litigation matters (.3); analyze evidentiary issues re trustee motions and hearing (1.2); teleconference with S. Newman, M. Kelsey and O. Garza re Delaware and Florida litigation matters (1.0); conference with S. Newman re preparation for continued hearings (.1); teleconference with D. Cassidy re Perkins examination and Greenspan examination (.2); conference with S. Newman re proposed settlements and litigation issues (1.2); prepare for continued hearings re trustee motions (1.6); conference with G. Weiner re litigation matters (.3).
0.50	Weiner, Genevieve G	Conference with D. Denny re litigation matters (.3); conference with R. Shenfeld (SCP) and D. Denny re litigation matters (.2).
3.20	Long, Ian T	Strategize with P. Hayden re direct exam outlines (.8); analyze transcript for (1.2); draft notes for team re same (1.2).
8.40	Hayden, Patrick	Prepare L. Perkins witness outline for 01/18/2018 hearing.
1.30	Cassidy, Dylan S	Revise Beilinson witness outline.
01/13/18		
1.30	Conn, Jennifer L	Emails with team re litigation issues (.2); revise issues list (.5); correspondence with L. Perkins (SCP) re litigation issues (.1); review summary of complaints/allegations (.5).
1.30	Shapiro, Jesse I	Attend conference call with M. Dubeck, S. Newman and Gibson Dunn working group re potential terms of settlement.
4.00	Newman, Samuel A	Negotiate settlement of Trustee motion.
2.00	Denny, Daniel B	Teleconference with S. Newman re proposed settlement issues (.3); analyze proposed settlement and settlement issues (.4); correspond with D. Levin re draft settlement documents (.1); teleconference with M. Dubeck re proposed settlement and governance issues (.2); teleconference with S. Newman, M. Kelsey, M. Dubeck, J. Shapiro and S. Beach (YCST) and E. Morton (YCST) re proposed settlement and governance (1.0).
8.90	Hayden, Patrick	Revise witness outline for L. Perkins in advance of 01/18/2018 hearing.
5.60	Cassidy, Dylan S	Summarize hearing transcript and Greenspan deposition.

01/14/18

- 1.20 Shapiro, Jesse I Analysis of list of major decisions for proposed board governance (.7); review precedent documents re same (.5).

- 4.00 Newman, Samuel A Negotiate settlement of Trustee motion.

- 0.60 Kelsey, Matthew K Coordinate with team re trustee litigation preparation and hearing.

- 1.20 Denny, Daniel B Teleconference with D. Cassidy re revisions to L. Perkins examination outline (.1); teleconference with M. Dubeck re draft LLC agreement and proposed settlement terms (.1); teleconference with J. Shapiro re draft settlement terms (.1); teleconference with D. Levin re draft stipulation and order re proposed settlement (.2); analyze working group emails re settlement terms and status (.6); teleconference with D. Levin re revisions to draft stipulation and order re settlement of motions (.1).

- 5.80 Levin, Douglas G Telephone conferences with D. Denny re drafting Stipulation and Order re potential settlement (.3); draft Stipulation and Order (3.3); research re various pleadings for case information cited in same Stipulation and Order (1.5); correspondence with YCST (e.g., Sean Beach) and Gibson Dunn teams (e.g., Sam Newman, D. Denny) re draft Stipulation and Order (.2); correspondences with D. Denny, M. Neiburg (YCST), D. Cassidy and I. Long re review of Joint Exhibits concerning Trustee Motions, and incorporating same exhibits into trial materials (.5).

- 5.60 Long, Ian T Extensively revise Beilinson direct testimony outline based on January 10th hearing.

- 13.50 Hayden, Patrick Prepare witness outline for L. Perkins in advance of continued trustee motion hearing.

- 6.80 Cassidy, Dylan S Revise Perkins examination outline (4.4); call with P. Hayden re Perkins examination outline (.4); revise Beilinson outline (2.0).

01/15/18

- 4.00 Conn, Jennifer L Emails with S. Newman, S. Beach re deposition designations (.2); correspondence with team re hearing preparations (.2); revise Perkins testimony outline (2.0); correspondence with P. Hayden re same (.2); revise Beilinson testimony outline (1.3); correspondence with I. Long, D. Cassidy re same (.1).

- 0.10 Fuchs, Douglas Email with S. Newman re research in Loyola matter.

- 5.70 Newman, Samuel A Correspondence with D. Fuchs re AZ securities litigation (.4); analysis of correspondence from Columbus Dept of Public Utilities re claim (.5); research re Loyola litigation (.8); correspondence with D. Denny re same (.4); analysis of draft schedules (.8); correspondence with D Denny re same (.2); analysis of correspondence re indemnification rights (.3); correspondence with M. Hoffman re same (.3); draft Greenspan depo outline (2).
- 4.10 Denny, Daniel B Analyze correspondence from working group re proposed settlement and draft documentation (.9); email exchange with S. Newman re corporate information re settlement (.2); teleconference with S. Newman re litigation research matters and Greenspan examination issues (.2); teleconference with R. Shenfeld (SCP) re pending information requests and diligence matters (.3); teleconference with I. Long re litigation research re employment litigation and tax lien (.4); analyze information from R. Shenfeld (SCP) re pending information requests and diligence matters (1.1); teleconference with D. Cassidy re Greenspan examination and exhibits (.1); correspondence with S. Beach (YCST) and working group re joint exhibit list and evidentiary matters (.2); analyze I. Bambrick (YCST) summary of pending motions, objection deadlines and proposed agenda for January 18 hearing (.5); email exchange with M. Dubeck and working group re D&O policies (.2).
- 0.20 Weiner, Genevieve G Email with D. Denny re status of settlement (.1); review email from Cassidy re Greenspan cross (.1).
- 2.50 Levin, Douglas G Correspondences with J. Conn, D. Cassidy, P. Hayden and I. Long re updating witness examinations to include references to Joint Exhibits concerning Trustee Motions (.4); prepare consolidated set of Joint Exhibits for use by Gibson Dunn attorneys (.4); edit master summary of evidence to incorporate references to Joint Exhibits and testimony and arguments from January 10 hearing (1.7).
- 0.90 Long, Ian T Address J. Conn edits to M. Beilinson direct examination outline for hearing on trustee appointment.
- 4.50 Hayden, Patrick Incorporate edits to witness outline for L. Perkins in advance of 01/18/2018 hearing.
- 7.60 Cassidy, Dylan S Revise Greenspan cross outline (5.3); summarize assumption motion and response (.2); call with S. Newman re Greenspan Cross (.2); edit Perkins outline (1.9).

01/16/18

- 6.40 Conn, Jennifer L
Revise witness outlines (1.5); correspondence with P. Hayden (.3); correspondence with I. Long, D. Cassidy (.3); correspondence with S. Newman, M. Kelsey re witness preparation meetings (.2); telephone call with R. Shenfeld (SCP) (.1); telephone call with P. Hayden re witness outlines (.2); telephone call with S. Beach (YCST) re outline (.3); correspondence with P. Hayden re banking ledger (.1); correspondence with D. Cassidy, P. Hayden re outlines (.3); correspondence with M. Neiburg (YCST) re exhibits (.3); correspondence with S. Beach (YCST) re same (.1); correspondence with opposing counsel re deposition (.2); revise witness outlines (1.0); review revised exhibits (1.5).
- 0.30 Fuchs, Douglas
Emails with in-house counsel and D. Denny and S. Newman re pending litigation matters at Woodbridge.
- 3.50 Newman, Samuel A
Conference call with M. Beilinson (Woodbridge) re SEC call (1.0); participate in call with M. Beilinson (Woodbridge), D. Baddley (SEC) re SEC litigation (1.0); correspondence with working group re same (1.5).
- 4.90 Newman, Samuel A
Analysis of settlement negotiations.
- 1.50 Kelsey, Matthew K
Meet with M. Beilinson and J. Baker, re litigation preparation for chapter 11 trustee and related issue.
- 0.60 Kelsey, Matthew K
Revise statement in respect of noteholder committee and unitholder committee motion.
- 2.20 Denny, Daniel B
Correspondence with B. Feldman (YCST) re Kornfeld deposition transcript (.1); analyze working group correspondence re proposed settlements and preparation for trustee motion hearings (.5); teleconference with K. Lau (multiple) re corporate information and additional diligence (.2); respond to emails re first day declaration and related facts (.4); analyze January 10 hearing transcript (1.0).
- 2.70 Levin, Douglas G
Draft master summary of evidence in preparation for hearing on motions to appoint Chapter 11 trustees (2.1); review transcript from first day of hearings on Trustee motions and other materials in order to prepare same master summary (.5); correspondences with J. Conn, S. Newman, M. Kelsey, D. Cassidy, I. Long re same materials (.1).
- 1.50 Long, Ian T
Strategize re motion to appoint trustee hearing (.4); edit Beilinson direct examination outline (1.1).
- 12.30 Hayden, Patrick
Analysis of L. Perkins direct examination at Jan. 18, 2018 hearing.

11.30	Cassidy, Dylan S	Revise Beilinson witness outline (4.2); revise Perkins outline (4.0); review Greenspan deposition (1.5); revise cross outline (1.6).
6.50	Lau, Katherine A	Prepare summary of cases cited in SEC Objection to TRO motion.
0.30	Santos, F. Pamela	Download exhibits per D. Denny re chapter 11 trustee motion.
01/17/18		
0.80	Garza, Oscar	Comment (additional language) on proposed settlement term sheet with SEC (.5); review of evidence matrix for Trustee hearings (review of evidence for other uses) (.3).
13.80	Conn, Jennifer L	Telephone call with P. Hayden re witness preparation (.1); correspondence with P. Hayden (.2); prepare for witness preparation sessions (1.0); telephone call with S. Newman (.1); telephone call with P. Hayden (.1); correspondence with D. Cassidy, P. Hayden re outlines and exhibits (.2); meet with M. Beilinson, team (3.5); travel to Delaware - meet with L. Perkins, team on route (2.5); meetings with team re hearing preparation (3.0); review outline from SCP (.3); telephone call with D. Cassidy, M. Staglik (SCP) (.3); revise witness outlines (1.0); review revised exhibits (.5); correspondence with D. Denny re fact questions (.3); review website information (.2); meet with M. Beilinson (.5).
0.20	Fuchs, Douglas	Emails with E. Rubinstein, J. Freis and S. Newman re outstanding Woodbridge litigation matters.
1.80	Kelsey, Matthew K	Review and revise draft pleading for Florida SEC action.
0.80	Denny, Daniel B	Correspondence with D. Cassidy re debtors and non-debtors (.1); prepare for deposition preparation of witnesses (.4); witness prep session with M. Beilinson with J. Conn, S. Newman, M. Kelsey and D. Cassidy (.3).
2.30	Levin, Douglas G	Edit master summary of evidence in preparation for hearing on motions to appoint Chapter 11 trustees (1.6); review transcript from first day of hearings on Trustee motions and other materials in order to prepare same master summary (.5); correspondences with J. Conn, S. Newman, M. Kelsey, D. Cassidy, I. Long re same materials (.2).
9.40	Hayden, Patrick	Analysis and preparation for L. Perkins and M. Beilinson direct examination at Jan. 18, 2018 hearing.
0.50	Hayden, Patrick	Gather materials for L. Perkins and M. Beilinson prep sessions.
0.60	Hayden, Patrick	Analysis of debtor properties in preparation for Jan. 18, 2018 hearing.

9.60	Cassidy, Dylan S	Edit Greenspan outline (3.0); edit Beilinson outline (3.6); edit Perkins outline (3.0).
01/18/18		
0.60	Garza, Oscar	Follow-up on statements made by SEC (receivership) at Trustee hearings and potential effect on briefing (.4); telephone conference with D. Denny re results of trustee hearings (.2).
13.30	Conn, Jennifer L	Prepare for hearing re motion for appointment of a trustee (1.0); meet with L. Perkins to prepare for hearing on trustee motion (.5); meet with team re same (.5); attend chapter 11 trustee hearing (8.0); meet with team re same (1.3); revise witness outlines/review hearing transcript for revisions to outline (2.0).
0.80	Fuchs, Douglas	Correspondence with Navigant re document preservation (.1); email with Fries re settlement strategy in pending litigation (.1); correspondence with S. Newman re pending litigation (.3); correspondence with I. Long re strategy in Loyola matter (.3).
8.40	Kelsey, Matthew K	Prepare for and participate at chapter 11 trustee hearing.
5.80	Long, Ian T	Analyze potential viability of automatic stay in underlying Loyola matter (1.2); analyze California state employment law for potential finding against Shapiro personally in underlying Loyola matter (1.5); analyze potential res judicata and collateral estoppel in connection with Loyola matter (2.5); analyze standard for approving potential settlement in Loyola matter (.6).
0.20	Kole, Lauren M	Communicate with N. Watts re privilege log.
1.00	Watts, Nicholas C	Update internal production log.
01/19/18		
0.20	Garza, Oscar	Participate in update call re Trustee motions (.2).
2.50	Conn, Jennifer L	Meetings with team re hearing (1.0); review press release (.1); correspondence with I. Long re deposition designations (.1); correspondence with team re DIP (.3); telephone call, correspondence with D. Arnold re same (.2); correspondence with D. Arnold re draft term sheet, Board meeting (.3); review term sheet (.1); email D. Arnold re settlement discussions (.4).
0.50	Fuchs, Douglas	Correspondence with I. Lodge re research concerning Loyola matter exposure (.4); email with Navigant re document preservation (.1).

- 4.20 Long, Ian T Analyze case law re ability to collect against estate from a personal judgment against R. Shapiro (2.1); analyze case law re ability to proceed to judgment against R. Shapiro individually (1.2); begin draft of memorandum on potential impact of potential judgment against R. Shapiro individually (.9).
- 4.30 Cassidy, Dylan S Edit Greenspan cross.
- 01/20/18
- 0.40 Garza, Oscar Analyze settlement term sheet (resolving trustee motions) and address issues related to SEC and follow-up.
- 2.10 Conn, Jennifer L Draft closing outline re motion for appointment of a trustee (1.5); correspondence with team re settlement and hearing (.5); telephone call with P. Hayden re status (.1).
- 1.10 Fuchs, Douglas Telephone conference with S. Newman and O. Garza re Loyola matter and strategy for managing litigation (.5); correspondence with counsel for Shapiro and at Greenberg Glusker re withdrawal in Loyola matter (.2); email with R. Reed re litigation management (.1); correspondence with I. Long re letter and opposition to withdrawal (.2); email with California Attorney General re document production (.1).
- 1.10 Newman, Samuel A Telephone conference with D. Fuchs, O. Garza re Loyola matter and strategy for managing litigation (.5); correspondence with D. Fuchs re same (.6).
- 4.90 Newman, Samuel A Correspondence with D. Arnold re board candidates (.1); correspondence with G. Weiner re interested parties list for new CEO search (.3); correspondence with J. Conn re settlement and meeting with Board (.2); prepare for call with board (.4); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (M. Kelsey, J. Conn, D. Denny) and YCST (S. Beach and E. Morton) re settlement discussions (.5); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (M. Kelsey, J. Conn, D. Denny) and YCST (S. Beach and E. Morton) and Committee counsel (R. Pachulski, J. Morris, B. Sandler) re settlement discussions with Committee counsel (1.1); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (M. Kelsey, J. Conn, D. Denny) and YCST (S. Beach and E. Morton) re settlement discussions with Committee counsel (.3); teleconference with board (J. Peck, R. Gerber, D.J. Baker), Gibson Dunn (M. Kelsey, D. Denny) and YCST (S. Beach and E. Morton) re settlement discussions (.6); teleconference with D. Denny re settlement and new board issues (.2); analysis of settlement negotiations (1.2).
- 3.90 Long, Ian T Finish drafting memorandum on potential impact of potential judgment against R. Shapiro individually.

01/21/18

- 1.30 Garza, Oscar Further review of settlement term sheet (resolving trustee motions) in anticipation of call with E. Morton, S. Newman and A. Schwartz re comments/edits (.2); participate in call with E. Morton and A. Schwartz re comments/edits to settlement term sheet (.5); review summary of discussions with SEC (.2); provide edits to term sheet language (.3); provide follow-up comments on SEC negotiations (.1)
- 0.60 Conn, Jennifer L Review meeting minutes re Board meeting to discuss settlement (.3); correspondence with M. Kelsey, S. Newman re settlement (.3).
- 1.60 Newman, Samuel A Analysis of settlement negotiations.
- 0.50 Newman, Samuel A Conference with J. Conn, M. Kelsey re settlement (.3); correspondence with O. Garza re resolution of hearing in district court (.1); correspondence with J. Conn re same (.1).

01/22/18

- 3.30 Garza, Oscar Final review (sign off) on settlement term sheet (.2); telephone conference with D. Fuchs re Loyola v. Woodbridge (discrimination lawsuit) background and counsel's request to withdraw (.3); review underlying documents forwarded by D. Fuchs and prepare strategy outline in response for debtor entities (2.2); conference call with D. Fuchs and I. Long re preparing response to request to withdraw as counsel for debtors in state court (.4); review response to my initial strategy outline and comment (.2).
- 3.60 Fuchs, Douglas Telephone conference with O. Garza and I. Long re opposition to motion to withdraw in Loyola case (.5); emails and telephone conference with I. Long re opposition to motion to withdraw in Loyola case (.8); telephone conferences and correspondence with O. Garza re strategy concerning motion to withdraw in Loyola case (1.2); correspondence with counsel for Woodbridge re motion to withdraw in Loyola case (.1); correspondence with DLA re motion to withdraw in Loyola case (.4); correspondence with R. Reed (Woodbridge) re motion to withdraw in Loyola case and outstanding litigation matters (.5); correspondence with S. Newman re litigation strategy (.1).
- 0.30 Denny, Daniel B Teleconference with I. Long re Loyola case.
- 8.40 Long, Ian T Analyze deadlines for motion to withdraw in Loyola matter (.5); analyze applicability of the automatic stay to the Loyola matter (1.0); analyze documents in Loyola matter (1.1); analyze case law for opposition to motion to withdraw (2.1); draft opposition to motion to withdraw (3.4); confer with D. Denny on Loyola matter (.3).

01/23/18		
2.00	Garza, Oscar	Review initial draft of response to motion to withdraw (.3); telephone conference with D. Fuchs re editing/finalizing motion to withdraw (.2); telephone conference with S. Newman re results of Trustee settlement (.1); prepare correspondence to I. Long re revising response (.1); analyze and edit response to motion to withdraw (.9); address further comments to response and provide final comments to response to motion to withdraw (.4).
2.50	Fuchs, Douglas	Edit opposition motion to withdraw in Loyola matter (1.2); correspondence with client re opposition to motion to withdraw in Loyola matter (.2); telephone conference with O. Garza re motion to withdraw (.2); email with counsel for Woodbridge re motion to withdraw (.1); correspondence with I. Long and O. Garza re opposition to motion to withdraw (.5); telephone conference with I. Long and O. Garza re opposition to motion to withdraw (.3).
4.10	Long, Ian T	Edit opposition to withdrawal of counsel in accordance with D. Fuchs and O. Garza edits (.9); analyze California state law on attorney withdrawal for support of arguments (2.1); draft R. Reed declaration (.5); strategize with team (.3); prepare for filing (.3).
2.20	Porcelli, Matthew P	Participate (telephonically) in hearing on interim DIP approval and trustee motion settlement.
0.10	Hayden, Patrick	Conference re status update (settlement, new board, next steps).
01/24/18		
0.40	Garza, Oscar	Further follow-up on final response to motion to withdraw (.2); follow-up on response to motion to withdraw (.2).
0.80	Fuchs, Douglas	Telephone conference with R. Reed re outstanding litigation matter (.3); telephone conference and correspondence with I. Long re opposition to motion to withdraw in Loyola matter (.5).
4.80	Long, Ian T	Finalize documents in support of opposition to motion to withdrawal for filing.
01/26/18		
1.10	Garza, Oscar	Telephone conference with S. Newman and M. Kelsey re inquiries from new independent manager (.2); participate in conference call with P. Benvenuti (with S. Newman and M. Kelsey) re information requests from independent manager (.4); follow-up on call with S. Newman and M. Kelsey re responses to information requests (.3); addressing Loyola case and attorneys' withdrawal request (.2).

0.60 Fuchs, Douglas Emails with M. Coe-Odess re documents to be produced to California Attorney General (.2); correspondence with California Attorney General re document requests (.1); correspondence with counsel at Greenberg and O. Garza re withdrawal (.2); correspondence with R. Reed re California Attorney General document request (.1).

0.40 Hayden, Patrick Conference with Gibson Dunn team re status update.

01/27/18
0.40 Garza, Oscar Telephone conference with P. Sopori re Loyola case and counsel withdrawal request (.2); follow-up on executory contract issues related to withdrawal response (.2).

0.20 Fuchs, Douglas Emails with O. Garza re telephone conference with counsel for Woodbridge in Loyola case.

01/28/18
1.20 Garza, Oscar Telephone conference with D. Fuchs re Loyola case counsel withdrawal request and telephone conference with P. Sopori (.2); review summary of issues for transition of services (.2); participate in conference call with S. Newman, G. Weiner, J. Conn re document delivery to independent board (.8).

0.40 Fuchs, Douglas Telephone conference with O. Garza re Loyola matter and motion to withdraw by Greenberg Glusker (.2); correspondence with O. Garza re same (.2).

01/29/18
3.60 Garza, Oscar Participate in call with D. Fuchs and P. Sopori re Loyola litigation and request to withdraw (.4); follow-up call with D. Fuchs re same (.1); review executory contract/automatic stay and exemptions thereto (.3); telephone conference with S. Newman re litigation with AZ AG and securities issues (.4); address follow-up questions from SEC and final resolution (.3); review documents initially forwarded by M. Goldberg (director) (.6); analysis re admission/litigating to obtain Ponzi scheme determination and potential unintended consequences (1.1); participate in conference call with Committee counsel, M. Goldberg, S. Newman re strategy session (.4).

0.70 Fuchs, Douglas Telephone conference with P. Sopori re Greenberg Glusker motion to withdraw in Loyola matter (.5); telephone conference with O. Garza re motion to withdraw (.2).

01/30/18
0.80 Garza, Oscar Additional analysis re claim resolution under Ponzi scheme rules and related issues.

0.70	Fuchs, Douglas	Emails re Lago Vista matter with client, R. Reed, B. Reznick and S. Newman (.3); correspondence with D. Denny re document preservation (.1); telephone conference with M. Coe-Odess re document production to California Attorney General (.3).
1.70	Denny, Daniel B	Analyze Woodbridge affiliate legal entities re proposed SEC Shapiro settlement.
0.50	Santos, F. Pamela	Correspondence with P. Hayden re chapter 11 trustee hearing minutes (.4); correspondence with M. Girello (YCST) re same (.1).
01/31/18		
0.10	Garza, Oscar	Follow-up on non-filers and SEC freeze.
0.70	Fuchs, Douglas	Emails with M. Coe-Odess re production of documents to California Attorney General (.2); correspondence with P. Sopori re reply papers concerning motion to withdraw (.2); correspondence with D. Denny re Woodbridge ongoing litigation (.3).
0.20	Denny, Daniel B	Conference with S. Newman re affiliate legal entities (.1); teleconference with B. Feldman (YCST) re list of debtors (.1).

LITIGATION
98743-00022

Detail Costs/Charges:

Messenger and Courier Expense

01/15/18

37.42

VENDOR: SDS GLOBAL LOGISTICS, INC. INVOICE#: 3764
DATE: 1/15/2018 107292/Messenger and Courier Expense/courier
for the month of January

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

REAL ESTATE
 98743-00025

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
FARSHAD E. MORE	0.80	\$1,080.00	\$ 864.00
SAMUEL A. NEWMAN	2.00	1,010.00	2,020.00
DANIEL B. DENNY	0.40	875.00	350.00
KATHERINE A. LAU	2.20	525.00	1,155.00
DEBORAH D. HOXIE	1.60	465.00	744.00
F. PAMELA SANTOS	3.30	420.00	<u>1,386.00</u>

Total Services \$ 6,519.00

Total Services, Costs/Charges 6,519.00

BALANCE DUE \$ 6,519.00

REAL ESTATE
98743-00025

Detail Services:

01/02/18		
0.80	More, Farshad E	Review residential Colorado lease (.5); confer with K. Lau re same (.3).
2.00	Newman, Samuel A	Prepare for meeting re 805 Nimes Place (.5); attend meeting (1.5).
0.10	Denny, Daniel B	Telephone conference with K. Lau re termination of lease.
1.00	Lau, Katherine A	Review Colorado lease agreement for termination rights (.5); correspondence with F. Morè, re early termination of lease (.3); confer with D. Denny re termination of lease (.2).
0.20	Hoxie, Deborah D	Locate linked reports for 7-DIP sites (.1); email same to M. Barshop (.1).
01/05/18		
0.10	Denny, Daniel B	Teleconference with K. Lau re Fidelity title reports and payments.
01/08/18		
0.20	Santos, F. Pamela	Download key documents re 778 Sarbonne.
01/17/18		
1.10	Lau, Katherine A	Extended telephone conference with M. Staglik (SCP) re closing details for previously sold debtor properties (.7); draft summary re the same (.4).
01/19/18		
0.20	Denny, Daniel B	Correspondence with Fidelity re title reports.
01/23/18		
1.40	Hoxie, Deborah D	Correspondence D. Arnold re 8124 West 3rd Street/Willow Investments (.1); complete online property search and download available documents (.6); correspondence First American Title re confirmation of ownership, open deed of trust and assignment documents (.2); compile all applicable documents and email same to D. Arnold, S. Newman and D. Denny (.2); complete Delaware and California states name searches (.2); email D. Arnold, S. Newman and D. Denny re status of same (.1).
2.00	Santos, F. Pamela	Read emails from C. Sarkissian (Novare), D. Denny, K. Lau re titles (1.2); conference call with L. Weissman (SCP) re transition of database (.8).

01/27/18		
0.80	Santos, F. Pamela	Correspondence from C. Sarkissian (Novare) re updated commitments (.6); correspondence from K. Lau re same (.2).
01/29/18		
0.10	Lau, Katherine A	Correspondence with P. Santos re title report diligence.
01/30/18		
0.30	Santos, F. Pamela	Correspondence with C. Sarkissian (Novare) re updated commitments (.1); correspondence with K. Lau re same (.2).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

RELIEF FROM STAY AND ADEQUATE PROTECTION
 98743-00026

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
J. E. WISE	3.10	\$1,215.00	\$ 3,766.50
MATTHEW K. KELSEY	0.70	1,085.00	759.50
DENNIS B. ARNOLD	0.90	1,210.00	1,089.00
DANIEL B. DENNY	1.10	875.00	962.50
DOUGLAS G. LEVIN	11.00	875.00	9,625.00
DYLAN S. CASSIDY	0.80	755.00	<u>604.00</u>

Total Services \$ 16,806.50

Total Services, Costs/Charges 16,806.50

BALANCE DUE \$ 16,806.50

RELIEF FROM STAY AND ADEQUATE PROTECTION
98743-00026

Detail Services:

01/02/18		
3.10	Wise, J. E	Conference call re adequate protection values (1.1); review data on adequate protection properties (2.0).
01/15/18		
0.40	Kelsey, Matthew K	Review California investigation and automatic stay issues.
0.20	Denny, Daniel B	Analyze correspondence re state investigations and stay relief.
01/26/18		
0.30	Kelsey, Matthew K	Review motion to lift stay (.2); conference with D. Denny re same (.1).
0.40	Denny, Daniel B	Analyze relief from stay motion (.2); teleconference with M. Kelsey re relief from stay motions (.2).
1.70	Levin, Douglas G	Review motion for relief from stay to record mechanic's lien (.5); draft analysis of motion and proposed course of action (.5); correspondences re same with I. Long, D. Denny, S. Newman and D. Cassidy (.2); correspondence with counsel for mechanic's lien claimant (Crest Steel) re relief sought (.3); correspondence with D. Denny re response to same motion (.2).
0.80	Cassidy, Dylan S	Review Crest stay relief motion (.3); summarize mechanics lien research (.5).
01/29/18		
0.30	Denny, Daniel B	Teleconference with D. Levin re relief from stay motion.
2.70	Levin, Douglas G	Telephone conference with R. Mersky (Crest Steel) re motion for relief from stay (.2); telephone conference re same with N. Koffroth (Venable; Unitholders counsel) (.2); telephone conference re same with D. Denny (.2); correspondences with R. Mersky (Crest Steel), N. Koffroth (Venable), P. Arrow (Buchalter; DIP Lender counsel), I. Bambrick (YCST) and S. Beach (YCST), re same (.7); correspondence re same with L. Perkins (SCP), R. Fulgham (SCP) and M. Staglik (SCP) (.4); correspondence re same with F. Chin and B. Sharp (DSI) (.3); review motion for relief from stay and related pleadings (.3); review documentations supporting alleged debt of Crest Steel (.4).

01/30/18

0.70 Arnold, Dennis B

Assist with revisions to order on settlement with mechanic's lien claimant and advice re use of standing order and authorization under 362(b)(3).

0.20 Denny, Daniel B

Teleconference with D. Levin re relief from stay response.

5.10 Levin, Douglas G

Draft proposed revisions to order approving motion of Crest Steel for relief from stay, including incorporation of proposed revisions from other parties (2.0); review Crest Steel motion and proposed order thereon (.3); research re California law concerning mechanic's liens (.4); telephone conferences with D. Denny (.2) re comments to proposed order (.2); correspondences re same with D. Sharp and other DSI professionals (.2); correspondences re same with I. Bambrick (YCST) and S. Beach (YCST) (.5); correspondences re same with R. Mersky (counsel for Crest Steel), P. Arrow (Buchalter), N. Koffroth (Venable) and B. Sandler (Pachulski) (.4); correspondence re same with L. Perkins, R. Fulgham (SCP) and M. Staglik (SCP) (.4); research re precedent for omnibus order concerning recordation of mechanic's liens (.5).

01/31/18

0.20 Arnold, Dennis B

Assist with final language of order.

1.50 Levin, Douglas G

Correspondences with R. Mersky (counsel for Crest Steel), P. Arrow (Buchalter), N. Koffroth (Venable) and B. Sandler (Pachulski) re proposed revisions to order approving motion of Crest Steel for relief from stay (.4); edit same proposed order to incorporate comments from same parties (.3); telephone conference with R. Mersky (Crest Steel) re same (.1); correspondences re same with I. Bambrick (YCST), S. Beach (YCST) (.3); correspondences re same with D. Sharp and other DSI professionals (.3); correspondences with D. Cassidy and D. Denny re status of same discussions (.1).

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

REPORTING
 98743-00027

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	0.50	\$1,085.00	\$ 542.50
DANIEL B. DENNY	6.20	875.00	5,425.00
KATHERINE A. LAU	1.00	525.00	<u>525.00</u>
Total Services			\$ 6,492.50
Total Services, Costs/Charges			6,492.50
BALANCE DUE			<u>\$ 6,492.50</u>

REPORTING
98743-00027

Detail Services:

01/04/18			
0.30	Kelsey, Matthew K		Review draft motion to extend Rule 2015.3 reporting deadline.
0.20	Denny, Daniel B		Teleconference with S. Beach (YCST) re schedules and statements preparation.
01/09/18			
0.90	Denny, Daniel B		Teleconference with R. Fulgham (SCP), L. Weissman (SCP), I. Bambrick (YCST) and GCG re schedules and statements.
01/15/18			
2.50	Denny, Daniel B		Respond to L. Weissman (SCP) questions re schedules and statements diligence.
01/16/18			
1.40	Denny, Daniel B		Analyze diligence issues re schedules and statements (.5); teleconference with L. Weissman (SCP), and I. Bambrick (YCST) re schedules and statements (.9).
01/23/18			
0.20	Denny, Daniel B		Teleconference with I. Bambrick (YCST) re schedules and statements.
01/26/18			
0.80	Denny, Daniel B		Analyze issues raised by L. Weissman (SCP) re preparation of schedules and statements (.3); teleconference with I. Bambrick (YCST) re schedules and statements (.5).
01/29/18			
0.20	Denny, Daniel B		Conference with K. Lau re information for schedules and statements.
1.00	Lau, Katherine A		Confer with D. Denny re schedules (.2); draft list of entities and their managers and officers for preparation of schedules (.8).
01/31/18			
0.20	Kelsey, Matthew K		Conference with I. Bambrick (YCST) re Monthly Operating Report and extension.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

SEC/STATE AG MATTERS
 98743-00028

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
OSCAR GARZA	38.70	\$1,205.00	\$ 46,633.50
DOUGLAS FUCHS	6.80	1,155.00	7,854.00
AUSTIN V. SCHWING	0.70	1,155.00	808.50
SAMUEL A. NEWMAN	9.20	1,010.00	9,292.00
MATTHEW K. KELSEY	8.30	1,082.59	8,985.50
DANIEL B. DENNY	5.00	875.00	4,375.00
DOUGLAS G. LEVIN	56.00	875.00	49,000.00
MATTHEW P. PORCELLI	6.60	860.00	5,676.00
PATRICK HAYDEN	0.30	815.00	244.50
MATTHEW S. COE-ODESS	12.10	595.00	7,199.50
DUKE K. AMPONSAH	9.10	440.00	4,004.00
DARREN N. BUI	3.00	405.00	1,215.00
CARLA M. EDWARDS	0.40	260.00	104.00
F. PAMELA SANTOS	1.20	420.00	<u>504.00</u>

Total Services \$ 145,895.50

Total Services, Costs/Charges 145,895.50

BALANCE DUE \$ 145,895.50

SEC/STATE AG MATTERS
98743-00028

Detail Services:

12/28/17		
0.40	Kelsey, Matthew K	Read order to show cause entered in Florida SEC litigation.
01/01/18		
0.30	Garza, Oscar	Review Judge Cooke's clarification order re stay of action.
0.30	Hayden, Patrick	Conduct legal research re amending pleadings in adversary proceedings.
01/02/18		
2.00	Garza, Oscar	Telephone conference with A. Schwartz re Florida action and responses due/strategy (.4); review complaint/evidence and next steps in Florida court (.7); review SEC's opposition and in adversary proceeding in anticipation of a response (.9).
0.40	Fuchs, Douglas	Email with California Attorney General re settlement proposal (.1); correspondence with client re California Attorney General proposal (.1); correspondence with S. Newman re Attorney General proposal (.1); correspondence with T. Sabo re Arizona securities investigation (.1).
6.40	Kelsey, Matthew K	Meet with D. Cassidy and I. Long re SEC motion to appoint a trustee (.4); review SEC motion to appoint a trustee (.8); call with O. Garza re SEC and trustee motion and discovery for trustee motion (1.0); review and revise statement for noteholder committee motion (.7); conferences with E. Morton (YCST) and D. Denny re same (.3); call with J. Sabin (Venable) re ad hoc unit holder committee and case issues (1.2); correspondence with J. Sabin (Venable) re certain outstanding issues and case calendar (.2); call with Gibson Dunn and YCST team re deposition preparation and objection to Trustee motions (1.5); correspondence with D. Cassidy and I. Long re analysis of case law and issues (.3).
3.90	Denny, Daniel B	Analyze SEC trustee motion (1.2); correspondence with Gibson Dunn and YCST working group re scheduling conference re Committee and SEC trustee motions (.2); telephone conference with M. Kelsey re statement for noteholder committee motion (.2); revise draft response re noteholder committee motion (.5); telephone conference with D. Cassidy re response to trustee motions (.2); telephone conference with Gibson Dunn team re litigation (1.5); email to I. Bambrick (YCST) re depositions (.1).

5.20	Porcelli, Matthew P	Review SEC objection to motion seeking temporary restraining order and related cases (3.2); discuss same with M. Kelsey (.3); review case addressing jurisdiction of bankruptcy court in connection with same and send to M. Kelsey (1.0); coordinate with D. Amponsah to collect cases cited in objection (.2); correspondence with P. Hayden re research issue on amendment of complaints (.5).
2.90	Amponsah, Duke K	Prepare binder of cases cited in SEC Objection to Temporary Restraining Order (2.6); confer with M. Porcelli re same (.3).
0.40	Edwards, Carla M	Perform a Westlaw case pull for D. Amponsah.
01/03/18		
0.80	Fuchs, Douglas	Telephone conference and correspondence with T. Sabo re strategy in Arizona securities action (.7); correspondence with B. Lane re strategy concerning settlement with state regulators (.1).
01/04/18		
0.40	Garza, Oscar	Follow-up on document production to SEC (Florida court) (.2).
0.60	Fuchs, Douglas	Review settlement strategy concerning state securities investigations.
1.00	Porcelli, Matthew P	Review SEC pleadings filed in connection with ad hoc committee formation motion.
2.70	Amponsah, Duke K	Prepare binder of cases cited in Motion to Appoint a Trustee and related documents (2.4); confer with D. Cassidy re same (.3).
01/05/18		
0.70	Garza, Oscar	Telephone conference with A. Schwartz re update on filings in bankruptcy case and continuing need to produce documents to SEC in Florida cation (.2); address prep of response to district court's OSC re staying of district court case (.5).
01/07/18		
0.10	Fuchs, Douglas	Email with R. Reed (Woodbridge) re Arizona enforcement matter.
01/08/18		
2.10	Garza, Oscar	Analyze strategy re response due in Florida action (.3); review cases re analyze potential arguments to be made to Florida court re staying action against debtors (1.8).
0.10	Fuchs, Douglas	Email with R. Reed (Woodbridge) re documents produced to SEC.

01/09/18

- 0.60 Garza, Oscar Follow-up on response due in Florida court (.2); analyze arguments to stay district court (.4).
- 0.40 Fuchs, Douglas Emails with M. Coe-Odess re responses to questions from California Attorney General (.1); review draft responses (.3).
- 0.50 Kelsey, Matthew K Coordinate with O. Garza and D. Levin re stay briefing in SEC Florida litigation (.3); conference with D. Denny re same (.2).
- 0.30 Coe-Odess, Matthew S Analyze order compelling production.
- 0.30 Coe-Odess, Matthew S Emails with D. Fuchs re production of documents.
- 0.20 Coe-Odess, Matthew S Draft email to R. Reed re document production instructions.
- 1.10 Coe-Odess, Matthew S Analyze issues with previous document production to Department of Business Oversight (.8); correspondence with K. Nguyen re same (.3).
- 0.20 Coe-Odess, Matthew S Correspondence with D. Bui re document production.

01/10/18

- 3.50 Garza, Oscar Review analysis of arguments to support staying (beyond automatic stay argument) district court (Florida) (3.2); prepare inquiry to A. Schwartz re potential new argument for district court (Florida) (.3).
- 0.60 Coe-Odess, Matthew S Correspondence with D. Bui re document production issues.
- 0.70 Coe-Odess, Matthew S Phone call with R. Reed (Woodbridge) re document requests from Department of Business Oversight.
- 0.10 Coe-Odess, Matthew S Correspondence with R. Reed (Woodbridge) re document production requests.
- 0.50 Coe-Odess, Matthew S Emails with K. Nguyen of Department of Business Oversight re issues with document production.
- 0.20 Coe-Odess, Matthew S Correspondence with D. Fuchs re document production requests.
- 0.30 Coe-Odess, Matthew S Draft correspondence to Department of Business Oversight re document production requests.
- 1.00 Bui, Darren N Correspondence with M. Coe-Odess re document production issues (.6); review document production issues (.4).

01/11/18

- 2.10 Garza, Oscar Review analysis and outline of arguments (1.8); prepare inquiry for D. Levin re revising current draft of response in district court (.1); office conference with D. Levin re outlining argument to incorporate into current draft of response (.2).
- 0.10 Fuchs, Douglas Email with M. Coe-Odess re California Attorney General investigation.
- 8.30 Levin, Douglas G Conference with O. Garza re preparing Response to Order to Show Cause entered in Florida District Court (.2); research re abstention, automatic stay and related issues (including pleadings in SEC enforcement action) to address in same Response (5.4); draft Response (2.7).
- 0.20 Coe-Odess, Matthew S Correspondence with K. Nguyen re document production issues.
- 0.20 Coe-Odess, Matthew S Correspondence with D. Bui re document production issues.
- 0.10 Coe-Odess, Matthew S Correspondence with D. Fuchs re additional request for documents.

01/12/18

- 1.90 Garza, Oscar Analyze arguments in support of staying district court (Florida) matter.
- 0.70 Fuchs, Douglas Telephone conference with client re strategy in state securities investigation (.5); email with D. Jonson re state securities investigation (.2).
- 0.70 Schwing, Austin V Telephone conference with client re strategy in state securities investigations (.5); email with D. Jonson re state securities investigation (.2).
- 11.40 Levin, Douglas G Edit Response to OSC re Stay of the Florida Action (4.8); research re various issues and doctrines to address in response (5.4); review case docket, including Complaint, motion for receiver and proposed order thereon (1.1); correspondence with O. Garza re draft Response (.1).

01/14/18

- 2.10 Garza, Oscar Review draft response in support of staying district court (Florida) matter and provide comments thereto.
- 0.20 Fuchs, Douglas Emails with S. Newman re strategy in Arizona securities investigation.
- 6.10 Levin, Douglas G Draft and edit Response to OSC re automatic stay in Florida action (4.9); research re same Response (1.0); correspondences re same Response with O. Garza (.2).

01/15/18

- 3.40 Garza, Oscar Edit draft response in support of staying district court (Florida) matter and provide comments thereto (2.9); address need for additional analysis and research (.2); address evidentiary issues for response (.3).

- 0.40 Fuchs, Douglas Emails with S. Newman re strategy in securities investigation (.2); email with M. Coe-Odess re requests for information by California Department of Business Oversight re securities matter (.2).

- 1.90 Newman, Samuel A Correspondence with Baddley (SEC) re settlement (.6); research re state securities cases (1.3).

- 6.90 Levin, Douglas G Edit Response to OSC re automatic stay in Florida action, including incorporating edits of O. Garza and A. Schwartz (5.2); research re same (1.2); correspondences re same (.4); email with Gibson Dunn and YCST teams re draft Response for review and comments (.1).

- 0.20 Coe-Odess, Matthew S Emails with D. Fuchs re strategic response to Department of Business Oversight.

01/16/18

- 5.50 Garza, Oscar Follow-up on comments from A. Schwartz re exclusive jurisdiction argument (.2); telephone conference with A. Schwartz re necessary revisions to brief in support of staying district court action (Florida) (.2); correspondence with A. Schwartz re exclusive jurisdiction argument and revising response to court (.3); analyze exclusive jurisdiction cases (in rem) and address potential SEC arguments in response thereto (3.4); office conference with D. Levin re revising response brief (.2); edit response brief to District Court's OSC to stay district court cases (1.2).

- 0.30 Fuchs, Douglas Correspondence with M. Coe-Odess re California Department of Business Oversight securities investigation (.2); email with California Department of Business Oversight re securities matter (.1).

- 0.70 Kelsey, Matthew K Review initial draft of Florida SEC action pleading.

- 0.50 Denny, Daniel B Analyze draft response to Florida OSC re automatic stay.

- 5.80 Levin, Douglas G Edit Response to OSC in Florida SEC enforcement action, including incorporation of comments from Homer Bonner attorneys (A. Schwartz) and O. Garza (2.2); research re authority cited in Response, including "prior exclusive jurisdiction" doctrine and automatic stay (2.5); confirm accuracy of legal citations in Response (.4); correspondences with A. Schwartz, K. Jacobs, O. Garza, M. Kelsey, and S. Newman re successive drafts of Response and comments thereto (.4); conference with O. Garza re same (.3).

0.10	Coe-Odess, Matthew S	Correspondence with D. Fuchs re document production.
0.10	Coe-Odess, Matthew S	Draft email to R. Reed re document production issues.
0.20	Coe-Odess, Matthew S	Email with D. Fuchs re California Department of Business Oversight securities investigation.
3.50	Amponsah, Duke K	Create case binder re Motion for Temporary Restraining Order (3.3); confer with M. Porcelli re same (.2).
01/17/18		
2.90	Garza, Oscar	Finalize edits to response brief (2.1); address sharing of response brief with committees (.2); office conference with D. Levin re finalized response brief (.1); address submitting evidence to district court (.3); review additional comments to response brief from the broader team (.2).
0.90	Fuchs, Douglas	Telephone conference with R. Reed re California Attorney General document request (.5); correspondence with California Attorney General and R. Reed re California Attorney General request for custodians of record subpoena (.4).
3.50	Newman, Samuel A	Correspondence with D. Baddley (SEC) re settlement (.8); confer with M. Beilinson re settlement (.6); confer with R. Pachulski (Pachulski) re settlement (.4); confer with L. Perkins (SCP) re settlement; (.6); correspondence with SEC re settlement (.4); analysis of SEC correspondence re settlement (.7);
7.70	Levin, Douglas G	Edit Response to OSC in Florida SEC enforcement action, (3.4); research re authority cited in Response (.7); confirm accuracy of legal citations in Response (.6); correspondences with O. Garza re successive drafts of Response and comments thereto (.3); draft and edit Declaration of A. Schwartz in support of Response (2.7).
0.40	Porcelli, Matthew P	Begin reviewing draft response to order to show cause in SEC action in Florida court.
0.50	Coe-Odess, Matthew S	Conference call with R. Reed re document production.
0.10	Coe-Odess, Matthew S	Phone call with D. Fuchs re document production.
0.20	Coe-Odess, Matthew S	Correspondence with D. Fuchs re document production issues.
0.20	Santos, F. Pamela	Update shared drive re recent pleadings.

01/18/18		
3.20	Garza, Oscar	Address evidence issues and admissibility (declaration and exhibits) (.3); analyze final edits to response brief (1.1); review transcript of Trustee hearings to address any final edits to response brief (.6); review comments from new board members to draft brief (.2); initial review SEC response brief to court's OSC (.4); review various briefs filed in response to district court's OSC (.4); review committee response (.2).
0.40	Fuchs, Douglas	Correspondence with R. Reed (Woodbridge) re document collection in response to California Attorney General securities investigation.
3.40	Levin, Douglas G	Edit response to OSC in Florida SEC enforcement action (1.6); confirm accuracy of legal citations in Response (1.1); correspondences with A. Schwartz, K. Jacobs, members of the Board of Managers, and other interested parties re successive drafts of Response, comments thereto, and other briefs filed by other parties (.7).
0.20	Santos, F. Pamela	Update shared drive re recent pleadings.
01/19/18		
1.20	Garza, Oscar	Review summary of doc production for SEC (.1); follow-up review of all briefs filed in response to district court's OSC re stay of actions (1.1).
0.20	Fuchs, Douglas	Emails with M. Coe-Odess and R. Reed (Woodbridge) re response to California Attorney General and custodians of records affidavit.
0.10	Coe-Odess, Matthew S	Correspondence with D. Fuchs re custodian of records affidavit.
0.20	Santos, F. Pamela	Update shared drive re recent pleadings.
01/20/18		
0.30	Garza, Oscar	Review underlying SEC complaint and motions requests.
01/21/18		
0.30	Garza, Oscar	Provide comments on resolution of hearing in district court initiated by SEC (.2); follow-up on district court hearing re continuing/moving forward (.1).
01/22/18		
0.30	Garza, Oscar	Review correspondence to SEC re doc production and privilege log (.1); follow-up on settlement of trustee motion and effect on district court action (.2).
3.80	Newman, Samuel A	Correspondence with S. Kortanek (Drinker) and J. Sabin (Venable) re settlement (.8); revise settlement documents (3).

- 0.10 Coe-Odess, Matthew S Emails with R. Reed (Woodbridge) re affidavit of custodian of records.
- 0.20 Coe-Odess, Matthew S Draft affidavit of custodian of records.
- 01/23/18
- 1.20 Garza, Oscar Review final order to settlement of Trustee motions for use in district court (notice) (.2); telephone conference with S. Newman re summarizing district court action for new board (.2); edit joint notice with SEC to district court (.3); review updated information requested by SEC re non-filing Woodbridge entities (.2); correspondence with A. Schwartz re edits to joint notice with SEC (.3).
- 0.60 Denny, Daniel B Correspondence with D. Cassidy re non-debtor information requests from SEC (.1); email exchange with A. Schwartz (Homer) and working group re non-debtor asset sales (.5).
- 01/24/18
- 3.00 Garza, Oscar Review final joint notice to district court (.2); prepare outline of necessary summary and next steps for new board (.4); review initial summary of district court matter for new board and provide comments thereto (.6); analyze district court's order cancelling hearing and implementing the settlement term sheet agreements (.3); address filing issues for "pending debtors" and need for SEC confirmation related to asset freeze (.2); review SEC's default requests (.2); follow-up on presentation to new board re district court action (.2); telephone conference with M. Kelsey re presentation to new board (.2); telephone conference with D. Levin re preparing PowerPoint slide and outline for board presentation and follow-up edits (.3); comment on full summary of district court action (.4).
- 0.40 Fuchs, Douglas Correspondence with R. Reed (Woodbridge) re documents to be searched in response to request by California Attorney General (.2); correspondence with California Attorney General re request for documents (.1); correspondence with M. Coe-Odess re California Attorney General request for documents (.1).
- 6.40 Levin, Douglas G Correspondences with C. Grand (Homer Bonner) re preparing summary of SEC actions for new board of Independent Manager (.3); telephone conferences with C. Grand re same (.3); research re case docket and status of SEC actions (1.4); edit summary of status of SEC actions (3.3); correspondences with A. Schwartz, O. Garza, S. Newman, and M. Kelsey re same summary (.2); draft slides to be included in board presentation concerning SEC actions (.6); correspondences re same with O. Garza (.3).
- 0.20 Coe-Odess, Matthew S Emails with D. Fuchs re document production.

01/25/18		
1.00	Garza, Oscar	Edit summary memorandum of district court action (.5) further analyze memorandum in preparation for updating the board (.3); comment on SEC requests from debtors (.2).
0.50	Fuchs, Douglas	Emails with M. Coe-Odess and R. Reed re California Attorney General requests for documents (.3); correspondence with D. Jonson re Arizona securities enforcement matter strategy (.2).
0.80	Coe-Odess, Matthew S	Analysis of issue with search terms, document production (.6); correspondence with R. Reed (Woodbridge) re same (.2).
0.40	Coe-Odess, Matthew S	Draft correspondence to K. Nguyen issues relating to document production.
0.30	Coe-Odess, Matthew S	Correspondence with D. Fuchs re document production issues.
0.30	Coe-Odess, Matthew S	Phone calls with D. Bui re document production.
01/26/18		
0.20	Garza, Oscar	Follow-up on SEC requests pursuant to settlement agreement and joint notice.
0.20	Fuchs, Douglas	Correspondence with M. Coe-Odess re document production.
0.10	Coe-Odess, Matthew S	Phone call with D. Bui re document production.
0.30	Coe-Odess, Matthew S	Correspondence with client re document production.
0.10	Coe-Odess, Matthew S	Correspondence with D. Bui re FTP site.
0.20	Coe-Odess, Matthew S	Email correspondence with K. Nguyen of Department of Business Oversight re document production issues.
0.30	Coe-Odess, Matthew S	Correspondence with D. Fuchs re document production issues.
01/29/18		
0.10	Coe-Odess, Matthew S	Correspondence with client re document production.
0.20	Santos, F. Pamela	Update shared drive re recent pleadings.
01/30/18		
0.50	Garza, Oscar	Review settlement possibilities with SEC (.3); review outline of potential SEC settlement with Shapiro and potential requests for debtor entities (.2).
0.40	Coe-Odess, Matthew S	Conference with R. Reed (Woodbridge) re document production issues.

0.60	Coe-Odess, Matthew S	Conference with D. Bui re document production issues.
0.60	Coe-Odess, Matthew S	Review document production issues.
0.10	Coe-Odess, Matthew S	Phone call with D. Fuchs re document production issues.
0.50	Bui, Darren N	Stage and QC 20180130 client data for processing and loading to review platform.
0.50	Bui, Darren N	Create 20180130 processing directory and workspace on review platform to store and process client data and run productions for this matter.
1.00	Bui, Darren N	Phone calls with D. Bui re document production issues (.6); review Woodbridge productions to the SEC and determine options on how CA DBO can review them (.4).
0.40	Santos, F. Pamela	Draft index (.2); prepare working binder for D. Denny SEC litigation (.2).
01/31/18		
0.10	Fuchs, Douglas	Emails with M. Coe-Odess re document production.
0.30	Kelsey, Matthew K	Coordinate with S. Beach (YCST) and I. Bambrick (YCST) re newly-discovered issue relating to pre-filing fundraising activity.
0.10	Coe-Odess, Matthew S	Correspondence with K. Nguyen re document production.
0.10	Coe-Odess, Matthew S	Correspondence with D. Fuchs re document production.
0.10	Coe-Odess, Matthew S	Draft affidavit of custodian of records.
0.10	Coe-Odess, Matthew S	Correspondence with R. Reed Correspondence re document production, custodian affidavit.
0.10	Coe-Odess, Matthew S	Phone call with D. Bui re document production.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

TAX
 98743-00029

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
DOUGLAS FUCHS	0.90	\$1,155.00	\$ <u>1,039.50</u>
Total Services			\$ 1,039.50
Total Services, Costs/Charges			1,039.50
BALANCE DUE			\$ <u>1,039.50</u>

TAX
98743-00029

Detail Services:

01/03/18		
0.40	Fuchs, Douglas	Telephone conference with B. Sanders re tax lien.
01/05/18		
0.30	Fuchs, Douglas	Telephone conference with B. Sanders re tax lien.
01/09/18		
0.20	Fuchs, Douglas	Review email re tax lien matter.

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

TRAVEL (NON-WORKING TIME)
 98743-00030

For Services Rendered Through January 31, 2018

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JENNIFER L. CONN	6.50	\$1,260.00	\$ 8,190.00
SAMUEL A. NEWMAN	39.00	1,010.00	39,390.00
MATTHEW K. KELSEY	23.00	1,085.00	24,955.00
DANIEL B. DENNY	30.20	875.00	26,425.00
DYLAN S. CASSIDY	6.20	755.00	<u>4,681.00</u>
			103,641.00
-50.0% Discount			<u>-51,820.50</u>
Total Services			\$ 51,820.50
Total Services, Costs/Charges			51,820.50
BALANCE DUE			<u>\$ 51,820.50</u>

TRAVEL (NON-WORKING TIME)
98743-00030

Detail Services:

01/08/18			
7.00	Newman, Samuel A	Travel to Wilmington, Delaware from Los Angeles, for trustee motion hearing.	
5.70	Denny, Daniel B	Travel to Wilmington, Delaware from Los Angeles, for trustee motion hearing.	
01/09/18			
1.50	Conn, Jennifer L	Travel to Wilmington, Delaware from New York, for trustee motion hearing.	
01/10/18			
2.50	Conn, Jennifer L	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.	
1.50	Cassidy, Dylan S	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.	
01/11/18			
8.00	Newman, Samuel A	Return travel to Los Angeles from Wilmington, Delaware, for trustee motion hearing.	
2.50	Kelsey, Matthew K	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.	
8.00	Denny, Daniel B	Return travel to Los Angeles from Wilmington, Delaware, for trustee motion hearing.	
01/15/18			
6.00	Newman, Samuel A	Travel to New York from Los Angeles for witness preparation meetings for trustee motion hearing.	
01/16/18			
6.00	Denny, Daniel B	Travel time to New York from Los Angeles for witness preparation meetings for trustee motion hearing.	
01/17/18			
1.00	Kelsey, Matthew K	Travel to Wilmington, Delaware from New York, for trustee motion hearing.	
1.50	Denny, Daniel B	Travel to Wilmington, Delaware from New York, for trustee motion hearing.	
1.50	Cassidy, Dylan S	Travel to Wilmington, Delaware from New York, for trustee motion hearing.	

01/19/18		
2.50	Conn, Jennifer L	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.
6.00	Newman, Samuel A	Return travel from Wilmington, Delaware to Los Angeles, for trustee motion hearing.
2.50	Kelsey, Matthew K	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.
9.00	Denny, Daniel B	Return travel to Los Angeles from Wilmington, Delaware, for trustee motion hearing.
1.50	Cassidy, Dylan S	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.
01/22/18		
6.00	Newman, Samuel A	Travel from Los Angeles to Wilmington, Delaware, for trustee motion hearing.
1.50	Kelsey, Matthew K	Travel from New York to Wilmington, Delaware, for trustee motion hearing.
1.10	Cassidy, Dylan S	Travel from New York to Wilmington, Delaware for trustee motion hearing.
01/23/18		
6.00	Newman, Samuel A	Return travel to Los Angeles from Wilmington, Delaware, for trustee motion hearing.
1.50	Kelsey, Matthew K	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.
0.60	Cassidy, Dylan S	Return travel to New York from Wilmington, Delaware, for trustee motion hearing.
01/24/18		
7.00	Kelsey, Matthew K	Travel from NYC to Los Angeles, California, for Board meetings with new Board.
01/26/18		
7.00	Kelsey, Matthew K	Return travel from Los Angeles, California to NYC for Board meetings with new Board.

Exhibit B

Woodbridge Group of Companies, LLC
 14225 Ventura Boulevard, Suite 100
 Sherman Oaks, CA 91423

DISBURSEMENTS
 98743-00015

<u>COSTS/CHARGES</u>		<u>TOTAL</u>
CONFERENCE CALL CHARGES	\$	303.64
COURT FEES		384.00
DATA LINE CHARGE		137.89
DOCUMENT RETRIEVAL SERVICE		32.80
IN HOUSE DUPLICATION		5,950.80
LODGING		7,881.86
MEALS		2,226.45
MESSENGER AND COURIER EXPENSE		48.84
ON-LINE RESEARCH (WESTLAW)		14,975.20
SPECIALIZED RESEARCH		2,020.84
TELEPHONE CHARGES		204.82
TRANSCRIPTS/DIGESTING		3,524.10
TRAVEL - AIR & RAIL		8,361.60
TRAVEL - PARKING		207.20
TRAVEL - TAXI & OTHER MODES/MILES		<u>4,068.28</u>
Total Costs/Charges		<u>50,328.32</u>
BALANCE DUE		<u>\$ 50,328.32</u>

DISBURSEMENTS
98743-00015

Detail Costs/Charges:

Conference Call Charges

01/02/18	3.84	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Jennifer Conn
01/02/18	5.24	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Daniel Denny
01/02/18	3.28	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Daniel Denny
01/03/18	2.16	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Jennifer Conn
01/03/18	2.57	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Matthew Kelsey
01/04/18	8.50	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Jennifer Conn
01/04/18	9.05	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Daniel Denny
01/04/18	5.20	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Genevieve Weiner
01/05/18	13.36	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Jennifer Conn
01/05/18	3.73	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Thomas Alexander
01/05/18	1.78	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Daniel Denny
01/06/18	19.93	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601082018 DATE: 1/8/2018 Conferencing Services by Matthew Kelsey

Invoice Date: March 19, 2018

Invoice No. 2018032650

Due and Payable Upon Receipt

01/08/18	5.12	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Dylan Cassidy
01/08/18	56.04	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Daniel Denny
01/08/18	3.86	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Douglas Levin
01/09/18	7.35	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Eric Wise
01/11/18	10.90	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Dylan Cassidy
01/11/18	5.79	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Jennifer Conn
01/11/18	0.06	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Jennifer Conn
01/12/18	7.01	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Daniel Denny
01/12/18	8.83	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Daniel Denny
01/12/18	1.08	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Daniel Denny
01/13/18	13.51	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601152018 DATE: 1/15/2018 Conferencing Services by Daniel Denny
01/15/18	4.35	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601222018 DATE: 1/22/2018 Conferencing Services by Eric Wise
01/16/18	1.64	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601222018 DATE: 1/22/2018 Conferencing Services by Daniel Denny
01/19/18	5.80	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601222018 DATE: 1/22/2018 Conferencing

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Services by Daniel Denny

01/21/18	16.04	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601222018 DATE: 1/22/2018 Conferencing Services by Matthew Kelsey
01/21/18	3.03	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601222018 DATE: 1/22/2018 Conferencing Services by Eric Wise
01/22/18	2.88	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Dylan Cassidy
01/23/18	2.75	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Daniel Denny
01/23/18	4.60	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Daniel Denny
01/23/18	3.66	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Katherine Lau
01/24/18	3.43	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Jennifer Conn
01/24/18	2.02	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Dylan Cassidy
01/24/18	12.08	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Dylan Cassidy
01/25/18	5.80	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Matthew Kelsey
01/25/18	7.71	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Matthew Kelsey
01/25/18	5.72	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Dylan Cassidy
01/26/18	8.93	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Daniel Denny
01/26/18	6.17	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN

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		INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Matthew Porcelli
01/26/18	2.77	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601292018 DATE: 1/29/2018 Conferencing Services by Jennifer Conn
01/29/18	3.59	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601312018 DATE: 1/31/2018 Conferencing Services by Patrick Hayden
01/30/18	2.48	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US27036601312018 DATE: 1/31/2018 Conferencing Services by Daniel Denny
<u>Court Fees</u>		
01/26/18	219.00	VENDOR: MATTHEW P. PORCELLI INVOICE#: 2282149202071308 DATE: 1/26/2018 Court Call/CourtCall/Court Call ID: 8841049 01/18/2018 Hearing
01/29/18	65.00	VENDOR: MATTHEW P. PORCELLI INVOICE#: 2282143102071308 DATE: 1/29/2018 Court Call/CourtCall/Court Call ID: 8844087 01/19/2018 Hearing
01/30/18	100.00	VENDOR: MATTHEW P. PORCELLI INVOICE#: 2282132202071308 DATE: 1/30/2018 Court Call/Courtcall/Court Call ID: 8850478 01/23/2018 Hearing
<u>Data Line Charge</u>		
01/03/18	49.95	VENDOR: DANIEL B. DENNY INVOICE#: 2233472601231307 DATE: 1/11/2018 Internet Charges/gogoair.com/Travel to Wilmington, DE for court hearing (internet/wi-fi connection on airplane)
01/10/18	11.00	VENDOR: DOUGLAS M. FUCHS INVOICE#: 2248463201231307 DATE: 1/10/2018 Internet Charges/GoGo United Inflight Wi-Fi/In-flight WiFi charge for emails sent in connection with Woodbridge matters.
01/11/18	14.99	VENDOR: DOUGLAS M. FUCHS INVOICE#: 2248336701222004 DATE: 1/11/2018 Internet Charges/United Inflight Wi-Fi/In-flight WiFi charge for emails sent in connection with Woodbridge matters.
01/12/18	12.00	VENDOR: DOUGLAS M. FUCHS INVOICE#: 2248393901222004 DATE: 1/12/2018 Internet Charges/GoGo LLC/In-flight WiFi charge for emails sent in connection with Woodbridge matters.
01/13/18	49.95	VENDOR: SAMUEL NEWMAN INVOICE#: 2294160702131301 DATE: 1/16/2018 Internet Charges/gogoair.com/Travel to New York (witness preparation) - Inflight internet connection fee.
<u>Document Retrieval Service</u>		
01/24/18	32.80	PACER usage January 2018

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In House Duplication

01/02/18	47.40	In House Duplication Charge via Equitrac - 01/02/18
01/03/18	133.60	In House Duplication Charge via Equitrac - 01/03/18
01/04/18	2,967.80	In House Duplication Charge via Equitrac - 01/04/18
01/05/18	143.50	In House Duplication Charge via Equitrac - 01/05/18
01/08/18	474.10	In House Duplication Charge via Equitrac - 01/08/18
01/09/18	456.90	In House Duplication Charge via Equitrac - 01/09/18
01/10/18	127.00	In House Duplication Charge via Equitrac - 01/10/18
01/11/18	0.10	In House Duplication Charge via Equitrac - 01/11/18
01/12/18	0.30	In House Duplication Charge via Equitrac - 01/12/18
01/15/18	57.20	In House Duplication Charge via Equitrac - 01/15/18
01/16/18	741.20	In House Duplication Charge via Equitrac - 01/16/18
01/17/18	699.30	In House Duplication Charge via Equitrac - 01/17/18
01/18/18	2.20	In House Duplication Charge via Equitrac - 01/18/18
01/23/18	3.20	In House Duplication Charge via Equitrac - 01/23/18
01/24/18	2.50	In House Duplication Charge via Equitrac - 01/24/18
01/25/18	75.30	In House Duplication Charge via Equitrac - 01/25/18
01/29/18	3.00	In House Duplication Charge via Equitrac - 01/29/18
01/30/18	16.20	In House Duplication Charge via Equitrac - 01/30/18

Lodging

01/10/18	350.00	VENDOR: JENNIFER L. CONN INVOICE#: 2230097401112003 DATE: 1/10/2018 Jennifer L. Conn/Lodging/Wilmington, DE, USA/Hotel Dupont 01/09/2018 - 01/10/2018 One night lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/10/18	700.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Samuel A. Newman/Lodging/Wilmington, DE, USA/Hotel DuPont 01/08/2018 - 01/10/2018 Two nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/10/18	328.90	VENDOR: DYLAN S. CASSIDY INVOICE#: 2244680401192001 DATE: 1/19/2018 Dylan Cassidy/Lodging/Delaware City, DE, USA/Hotel DuPont 01/09/2018 - 01/10/2018 One night lodging for hearings in Delaware
01/11/18	350.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305

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		DATE: 1/11/2018 Samuel A. Newman/Lodging/Wilmington, DE, USA/Hotel DuPont 01/10/2018 - 01/11/2018 One night lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/11/18	657.80	VENDOR: MATTHEW K. KELSEY INVOICE#: 2245270101201301 DATE: 1/19/2018 Matthew Kelsey/Lodging/Wilmington, DE, USA/Hotel DuPont 01/09/2018 - 01/11/2018 Two nights lodging for hearings in Delaware
01/11/18	1,050.00	VENDOR: DANIEL B. DENNY INVOICE#: 2233472601231307 DATE: 1/11/2018 Daniel B. Denny/Lodging/Wilmington, DE, USA/Hotel DuPont 01/08/2018 - 01/11/2018 Three nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/17/18	277.75	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Daniel B. Denny/Lodging/New York, NY, USA/Millennium Hilton New York 01/16/2018 - 01/17/2018 One night lodging for witness preparation in New York
01/17/18	346.61	VENDOR: SAMUEL NEWMAN INVOICE#: 2236948002082010 DATE: 1/19/2018 Samuel A. Newman/Lodging/New York, NY, USA/Hilton Hotels & Resorts 01/16/2018 - 01/17/2018 One night lodging for witness (Beilinson) preparation in New York
01/19/18	510.40	VENDOR: DYLAN S. CASSIDY INVOICE#: 2244680401192001 DATE: 1/19/2018 Dylan Cassidy/Lodging/Delaware City, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 price for 1/17. Two nights lodging for hearings in Delaware
01/19/18	700.00	VENDOR: MATTHEW K. KELSEY INVOICE#: 2245270101201301 DATE: 1/19/2018 Matthew Kelsey/Lodging/Wilmington, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 (Lodging) - Two nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/19/18	700.00	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Daniel B. Denny/Lodging/Wilmington, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 Two nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/19/18	700.00	VENDOR: JENNIFER L. CONN INVOICE#: 2251826701241309 DATE: 1/19/2018 Jennifer Conn/Lodging/Wilmington, DE, USA/Hotel Dupont 01/17/2018 - 01/19/2018 Two nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/19/18	510.40	VENDOR: SAMUEL NEWMAN INVOICE#: 2236948002082010 DATE: 1/19/2018 Samuel A. Newman/Lodging/Wilmington, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 Two nights lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
01/23/18	350.00	VENDOR: DYLAN S. CASSIDY INVOICE#: 2256530201261301 DATE: 1/23/2018 Dylan Cassidy/Lodging/Wilmington, DE, USA/Hotel duPont 01/22/2018 - 01/23/2018 One night lodging for hearings in Delaware (discounted to flat rate of \$350 per night)

01/23/18	350.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2248725701271305 DATE: 1/23/2018 Samuel A. Newman/Lodging/Wilmington, DE, USA/Hotel DuPont 01/22/2018 - 01/23/2018 One night lodging for hearings in Delaware (discounted to flat rate of \$350 per night)
<u>Meals</u>		
01/04/18	93.15	VENDOR: GRUBHUB HOLDINGS INC. dba GRUBHUB FOR WO INVOICE#: 2825420 DATE: 1/7/2018 Order No-1890795021 01/04/2018 46F JENNIFER CONN CLIENT MEETING 6 PPL.
01/05/18	152.11	VENDOR: GRUBHUB HOLDINGS INC. dba GRUBHUB FOR WO INVOICE#: 2825420 DATE: 1/7/2018 Order No-1890908734 01/05/2018 46F JENNIFER CONN CLIENT MEETING 5 PPL.
01/09/18	7.00	VENDOR: MATTHEW K. KELSEY INVOICE#: 2245270101201301 DATE: 1/19/2018 Matthew Kelsey/Meals/Wilmington, DE, USA/Hotel DuPont 01/09/2018 - 01/11/2018 Matthew Kelsey/(breakfast) - Travel to Wilmington for Hearing.
01/10/18	18.80	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Samuel A. Newman/Meals/Wilmington, DE, USA/Hotel DuPont 01/08/2018 - 01/10/2018 Samuel Newman/Travel to Wilmington, DE for court hearings (Meal: dinner)
01/11/18	7.60	VENDOR: DANIEL B. DENNY INVOICE#: 2233472601231307 DATE: 1/11/2018 Meals/Los Angeles, CA/Delaware North Co. /Coffee Bean & Tea Leaf/Daniel Denny/Travel to Wilmington, DE for court hearings (dinner)
01/11/18	56.80	VENDOR: DANIEL B. DENNY INVOICE#: 2233472601231307 DATE: 1/11/2018 Daniel B. Denny/Meals/Wilmington, DE, USA/Hotel DuPont 01/08/2018 - 01/11/2018 Daniel Denny/Travel to Wilmington, DE for court hearings (dinner on 1/8 (\$23.60) and breakfast on 1/10 (\$33.20).)
01/16/18	404.67	VENDOR: GRUBHUB HOLDINGS INC. dba GRUBHUB FOR WO INVOICE#: 2832567 DATE: 1/21/2018 Order No-1893753021 01/16/2018 46H JENNIFER CONN CLIENT MEETING 8 PPL
01/16/18	17.32	VENDOR: SAMUEL NEWMAN INVOICE#: 2294160702131301 DATE: 1/16/2018 Meals/New York, NY/Bangkok B.A.R. New York/Samuel Newman/Travel to New York (witness preparation) - (lunch)
01/16/18	109.46	VENDOR: SAMUEL NEWMAN INVOICE#: 2294160702131301 DATE: 1/16/2018 Meals/New York, NY/Bobby Vans Steakhouse/Samuel Newman/Travel to New York (witness preparation) - (dinner)
01/17/18	25.00	VENDOR: DYLAN S. CASSIDY INVOICE#: 2244680401192001 DATE: 1/19/2018 Dylan Cassidy/Meals/Delaware City, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 Dylan Cassidy/room service dinner
01/17/18	47.07	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309

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		DATE: 1/21/2018 Daniel B. Denny/Meals/New York, NY, USA/Millennium Hilton New York 01/16/2018 - 01/17/2018 Daniel Denny/Travel to New York for witness preparation (meal)
01/19/18	27.20	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Daniel B. Denny/Meals/Wilmington, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 Daniel Denny/Travel to Wilmington, DE for court hearing (Breakfast)
01/19/18	54.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2236948002082010 DATE: 1/19/2018 Samuel A. Newman/Meals/Wilmington, DE, USA/Hotel DuPont 01/17/2018 - 01/19/2018 Samuel Newman/Travel to Wilmington, DE for trustee trial (breakfast)
01/22/18	20.00	VENDOR: DYLAN S. CASSIDY INVOICE#: 2256530201261301 DATE: 1/23/2018 Dylan Cassidy/Meals/Wilmington, DE, USA/Hotel duPont 01/22/2018 - 01/23/2018 Dylan Cassidy/Travel for Woodbridge hearing
01/23/18	9.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2248725701271305 DATE: 1/23/2018 Samuel A. Newman/Meals/Wilmington, DE, USA/Hotel DuPont 01/22/2018 - 01/23/2018 Samuel Newman/Travel to Wilmington, DE for continued court hearing (snack)
01/25/18	983.01	VENDOR: CLEMENTINE FOODS, LLC INVOICE#: 150873 DATE: 1/25/2018 Meals/Boxed lunches for (1) Sierra/Moelis Presentation, (2) Board Meeting with Committee, (3), Board Meeting with Noteholder Committee, (4) Board Meeting with Unitholder Committee.
01/25/18	86.66	VENDOR: FAB FOUR FOOD INC. AKA CITY XPRESS INVOICE#: 481203 DATE: 1/25/2018 Meals/Breakfast Meeting with Board prior to all day meeting with Committees.
01/26/18	86.66	VENDOR: FAB FOUR FOOD INC. AKA CITY XPRESS INVOICE#: 481213 DATE: 1/26/2018 Meals/Breakfast for the Woodbridge Board meeting.
01/31/18	20.94	VENDOR: PETTY CASH-CC; INVOICE#: 013118; DATE: 1/31/2018 1/24/18 Water and Soda drinks for the all day meetings on January 25 and 26, 2018
<u>Messenger and Courier Expense</u>		
01/24/18	16.28	VENDOR: UNITED PARCEL SERVICE, INC. INVOICE#: UPS-20180127 DATE: 1/27/2018 Ship Date 01/24/2018 Tracking No: 1Z59X8110197071094 From: Suzanne Maruschak, Gibson, Dunn & Crutcher LLP, San Francisco, CA To: Priya Sopori, Greenberg Glusker Fields CI, LOS ANGELES, CA
01/24/18	16.28	VENDOR: UNITED PARCEL SERVICE, INC. INVOICE#: UPS-20180127 DATE: 1/27/2018 Ship Date 01/24/2018 Tracking No: 1Z59X8110194499012 From: Suzanne Maruschak, Gibson, Dunn & Crutcher LLP, San Francisco, CA To: Howard Rutten/Luke S, The Rutten Law Firm, APC, STUDIO CITY, CA

01/24/18	16.28	VENDOR: UNITED PARCEL SERVICE, INC. INVOICE#: UPS-20180127 DATE: 1/27/2018 Ship Date 01/24/2018 Tracking No: 1Z59X8110193270626 From: Suzanne Maruschak, Gibson, Dunn & Crutcher LLP, San Francisco, CA To: David deRubertis, The deRubertis Law Firm, AP, STUDIO CITY, CA
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On-Line Research (Westlaw)

01/02/18	840.00	HAYDEN,PATRICK 01/02/18 98743-00028 WESTLAW RESEARCH AND PRINTING CHARGES
01/03/18	360.00	LAU,KATHERINE 01/03/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/05/18	730.18	CASSIDY,DYLAN S 01/05/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/05/18	120.00	LAU,KATHERINE 01/05/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/05/18	360.00	HAYDEN,PATRICK 01/05/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/06/18	702.10	CASSIDY,DYLAN S 01/06/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/07/18	120.00	LAU,KATHERINE 01/07/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/07/18	998.24	CASSIDY,DYLAN S 01/07/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/07/18	120.00	LONG,IAN 01/07/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/08/18	240.00	LAU,KATHERINE 01/08/18 98743-00015 WESTLAW RESEARCH AND PRINTING CHARGES
01/08/18	194.03	SCOTT,SPENCER E 01/08/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/08/18	120.00	LONG,IAN 01/08/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/09/18	120.00	PORCELLI,MATTHEW P 01/09/18 98743-00005 WESTLAW RESEARCH AND PRINTING CHARGES
01/10/18	120.00	LEVIN,DOUG 01/10/18 98743-00022 WESTLAW RESEARCH AND PRINTING CHARGES
01/12/18	120.00	LEVIN,DOUG 01/12/18 98743-00028 WESTLAW RESEARCH AND PRINTING CHARGES
01/13/18	240.00	LEVIN,DOUG 01/13/18 98743-00028 WESTLAW RESEARCH AND PRINTING CHARGES

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01/15/18	120.00	LEVIN,DOUG	01/15/18	98743-00028	WESTLAW RESEARCH AND PRINTING CHARGES
01/16/18	68.00	LEVIN,DOUG	01/16/18	98743-00028	WESTLAW RESEARCH AND PRINTING CHARGES
01/17/18	120.00	PORCELLI,MATTHEW P	01/17/18	98743-00011	WESTLAW RESEARCH AND PRINTING CHARGES
01/17/18	120.00	CASSIDY,DYLAN S	01/17/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/17/18	120.00	LONG,IAN	01/17/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/17/18	432.00	LEVIN,DOUG	01/17/18	98743-00028	WESTLAW RESEARCH AND PRINTING CHARGES
01/17/18	1,330.65	HAYDEN, PATRICK	01/17/18	98743-00015	WESTLAW RESEARCH AND PRINTING CHARGES
01/18/18	1,044.00	LONG,IAN	01/18/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/19/18	2,432.00	LONG,IAN	01/19/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/22/18	480.00	LONG,IAN	01/22/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/23/18	1,440.00	LONG,IAN	01/23/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/24/18	480.00	LONG,IAN	01/24/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
01/25/18	1,284.00	LONG,IAN	01/25/18	98743-00022	WESTLAW RESEARCH AND PRINTING CHARGES
<u>Specialized Research</u>					
01/03/18	52.98	Lau, Katherine A.	01/03/2018	Practical Law US	
01/04/18	405.25	Raber, Steven	01/04/2018	Bloomberg Law	
01/04/18	405.00	Scott, Spencer E.	01/04/2018	Bloomberg Law	
01/04/18	5.75	Hayden, Patrick J.	01/04/2018	Bloomberg Law	
01/05/18	99.25	Raber, Steven	01/05/2018	Bloomberg Law	
01/05/18	18.50	Scott, Spencer E.	01/05/2018	Bloomberg Law	
01/08/18	34.28	Porcelli, Matthew P.	01/08/2018	Practical Law US	

01/11/18	2.50	Lau, Katherine A.	01/11/2018	Bloomberg Law
01/19/18	997.33	Long, Ian T.	01/19/2018	Practical Law US
<u>Telephone Charges</u>				
01/02/18	3.04	1(702)357-8865	01/02/2018	LAUGHLIN NV
01/02/18	3.04	1(310)658-0258	01/02/2018	EL SEGUNDO CA
01/02/18	5.70	1(302)571-6621	01/02/2018	WILMINGTON DE
01/02/18	3.04	1(302)576-3599	01/02/2018	WILMINGTON DE
01/03/18	3.42	1(310)658-0258	01/03/2018	EL SEGUNDO CA
01/03/18	1.90	1(310)343-0361	01/03/2018	EL SEGUNDO CA
01/03/18	3.04	1(310)658-0258	01/03/2018	EL SEGUNDO CA
01/03/18	5.32	1(302)571-6637	01/03/2018	WILMINGTON DE
01/04/18	4.18	1(302)571-6621	01/04/2018	WILMINGTON DE
01/04/18	10.64	1(302)571-6637	01/04/2018	WILMINGTON DE
01/08/18	3.04	1(310)658-0258	01/08/2018	EL SEGUNDO CA
01/08/18	9.12	1(310)658-0258	01/08/2018	EL SEGUNDO CA
01/08/18	15.20	1(302)571-6621	01/08/2018	WILMINGTON DE
01/08/18	4.56	1(302)571-6621	01/08/2018	WILMINGTON DE
01/12/18	7.22	1(302)573-7780	01/12/2018	WILMINGTON DE
01/16/18	1.90	1(302)571-6621	01/16/2018	WILMINGTON DE
01/16/18	2.66	1(302)425-5813	01/16/2018	WILMINGTON DE
01/16/18	3.42	1(310)343-0361	01/16/2018	EL SEGUNDO CA
01/17/18	1.52	1(805)689-6380	01/17/2018	SANBARBARA CA
01/17/18	1.14	1(302)576-3599	01/17/2018	WILMINGTON DE
01/17/18	2.28	1(302)576-3599	01/17/2018	WILMINGTON DE
01/17/18	3.42	1(302)571-6621	01/17/2018	WILMINGTON DE
01/17/18	1.90	1(312)454-2057	01/17/2018	CHICAGO IL
01/21/18	7.60	1(651)632-4647	01/21/2018	MINNEAPOLS MN
01/21/18	1.90	1(973)580-3051	01/21/2018	SUCCASUNNA NJ

01/21/18	1.90	1(651)632-4647	01/21/2018 MINNEAPOLS MN
01/22/18	3.80	1(302)571-6637	01/22/2018 WILMINGTON DE
01/22/18	1.52	1(310)343-0361	01/22/2018 EL SEGUNDO CA
01/22/18	1.90	1(302)594-3100	01/22/2018 WILMINGTON DE
01/23/18	1.14	1(310)343-0361	01/23/2018 EL SEGUNDO CA
01/24/18	2.66	1(818)521-0046	01/24/2018 VAN NUYS CA
01/24/18	2.28	1(213)891-5015	01/24/2018 LOSANGELES CA
01/25/18	20.90	1(716)293-9005	01/25/2018 CLARENCE NY
01/25/18	2.28	1(302)576-3599	01/25/2018 WILMINGTON DE
01/26/18	7.22	1(818)784-1274	01/26/2018 VAN NUYS CA
01/29/18	2.66	1(310)658-0258	01/29/2018 EL SEGUNDO CA
01/29/18	3.04	1(631)470-1874	01/29/2018 HUNTINGTON NY
01/29/18	7.60	1(206)949-9597	01/29/2018 SEATTLE WA
01/30/18	1.14	1(302)571-6621	01/30/2018 WILMINGTON DE
01/30/18	4.18	1(860)454-0560	01/30/2018 ROCKVILLE CT
01/30/18	3.04	1(302)571-6621	01/30/2018 WILMINGTON DE
01/30/18	3.80	1(302)576-3599	01/30/2018 WILMINGTON DE
01/30/18	3.04	1(302)573-7780	01/30/2018 WILMINGTON DE
01/31/18	2.66	1(310)738-7676	01/31/2018 CMTN GRDN CA
01/31/18	7.22	1(615)504-4194	01/31/2018 NASHVILLE TN
01/31/18	3.80	1(651)632-4647	01/31/2018 MINNEAPOLS MN
01/31/18	1.90	1(302)571-6621	01/31/2018 WILMINGTON DE
01/31/18	4.94	1(805)729-3751	01/31/2018 SANBARBARA CA
<u>Transcripts/Digesting</u>			
01/10/18	971.50	VENDOR: VERITEXT NEW YORK REPORTING CO. INVOICE#: FLA3208064 DATE: 1/10/2018 Transcripts/Digesting/Deposition of Berger Singerman - expedited transcript (1/9/18)	
01/16/18	57.60	VENDOR: ECHO REPORTING, INC. INVOICE#: 31861 DATE: 1/16/2018 Transcripts/Digesting/Hearing Transcript In re Liberty Asset, Case No. 2:16-bk-13575-TD	

01/31/18	2,495.00	VENDOR: TSG REPORTING. INC. INVOICE#: 010518-354842 DATE: 1/31/2018 Transcripts/Digesting/Transcript in connection with Marc Beilinson hearing in Wilmington, DE.
<u>Travel - Air & Rail</u>		
01/03/18	1,476.42	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-2 DATE: 12/31/2017 Travel Invoice#/Date: 177501 01/03/2018 Ticket No: 7031960712 Travel Dates: 01/17/2018 - 01/20/2018 Passenger: DENNY/DANIEL Itinerary: LAX/PHL/LAX; refundable economy class airfare; travel agent fee removed from charges
01/03/18	-1,476.22	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-3 DATE: 1/14/2018 Travel Invoice#/Date: 177467 01/03/2018 Ticket No: 7031960656 Depart Date: 01/04/2018 Passenger: DENNY/DANIEL Itinerary: LAX/PHL/LAX; refundable economy class airfare; no travel agent fee charged
01/08/18	638.60	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Samuel A. Newman/Airfare/0012166198273/01/08/2018 - 01/10/2018 Los Angeles - Philadelphia - Los Angeles/Travel to Wilmington, DE for court hearings (airline ticket fee); economy class airfare; no travel agent fee charged
01/08/18	307.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-3 DATE: 1/14/2018 Travel Invoice#/Date: 177685 01/08/2018 Ticket No: 0010552216 Travel Dates: 01/09/2018 - 01/11/2018 Passenger: CASSIDY/DYLAN Itinerary: NYP/WIL/NYP; refundable business class rail seat; travel agent fee removed from charges
01/08/18	257.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-3 DATE: 1/14/2018 Travel Invoice#/Date: 177684 01/08/2018 Ticket No: 0010567883 Travel Dates: 01/09/2018 - 01/12/2018 Passenger: KELSEY/MATTHEW K Itinerary: NYP/WIL/NRO; refundable business class rail seat; travel agent fee removed from charges
01/10/18	200.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Samuel A. Newman/Change Ticket Fee/0012166737667/Philadelphia - Los Angeles/Travel to Wilmington, DE for court hearings (ticket change fee: Jan. 11 return instead of Jan. 10); economy class airfare – flight change charge; no travel agent fee charged
01/11/18	510.68	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 177850 01/11/2018 Ticket No: 7035278163 Travel Dates: 01/16/2018 - 01/21/2018 Passenger: DENNY/DANIEL Itinerary: LAX/PHL/LAX; refundable economy class airfare – flight change charge; no travel agent fee charged
01/14/18	-528.99	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008

Invoice Date: March 19, 2018

Invoice No. 2018032650

Due and Payable Upon Receipt

INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel
 Invoice#/Date: 177922 01/14/2018 Ticket No: 7035278213 Depart
 Date: 01/16/2018 Passenger: DENNY/DANIEL Itinerary:
 LAX/JFK_PHL/LAX; refundable economy class airfare – flight
 change charge; no travel agent fee charged

01/15/18	4,447.30	VENDOR: SAMUEL NEWMAN INVOICE#: 2236948002082010 DATE: 1/19/2018 Samuel A. Newman/Airfare/0012167589734/One Way Ticket 01/15/2018 Los Angeles - New York -/Travel to New York for M. Beilinson hearing preparation; first class airfare (one way) – the only available seat available to attend set meeting; no travel agent fee charged
01/16/18	738.21	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 177968 01/16/2018 Ticket No: 7035278234 Travel Dates: 01/19/2018 - 01/21/2018 Passenger: NEWMAN/SAMUEL ASHER Itinerary: PHL/LAX; refundable business class rail seat; travel agent fee removed from charges
01/16/18	346.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 177930 01/16/2018 Ticket No: 0010530667 Travel Dates: 01/17/2018 - 01/20/2018 Passenger: CONN/JENNIFER L Itinerary: NYP/WIL/NYP; business class rail seat; travel agent fee removed from charges
01/16/18	194.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 177950 01/16/2018 Ticket No: 0010624031 Travel Dates: 01/17/2018 - 01/18/2018 Passenger: DENNY/DANIEL Itinerary: NYP/WIL; business class rail seat; travel agent fee removed from charges
01/16/18	366.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 177973 01/16/2018 Ticket No: 0010627497 Travel Dates: 01/17/2018 - 01/20/2018 Passenger: CASSIDY/DYLAN Itinerary: NYP/WIL/NYP; business class rail seat; travel agent fee removed from charges
01/17/18	198.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 178019 01/17/2018 Ticket No: 0010534916 Travel Dates: 01/17/2018 - 01/18/2018 Passenger: SHENFELD/ROBERT CURTIS Itinerary: NYP/WIL; business class rail seat; travel agent fee removed from charges
01/17/18	198.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 178018 01/17/2018 Ticket No: 0010540426 Travel Dates: 01/17/2018 - 01/18/2018 Passenger: PERKINS/LAWRENCE R Itinerary: NYP/WIL; business class rail seat; travel agent fee removed from charges

01/19/18	61.00	VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-72008 INVOICE#: AXC20180201-4 DATE: 1/21/2018 Travel Invoice#/Date: 178122 01/19/2018 Ticket No: 0933523697 Travel Dates: 01/19/2018 - 01/20/2018 Passenger: CONN/JENNIFER L Itinerary: WIL/NYP; business class rail seat; travel agent fee removed from charges
01/22/18	428.60	VENDOR: SAMUEL NEWMAN INVOICE#: 2248725701271305 DATE: 1/23/2018 Samuel A. Newman/Airfare/0012168769114/01/22/2018 - 01/23/2018 Los Angeles - Philadelphia - Los Angeles/Travel to Wilmington, DE for continued court hearing; economy class airfare; no travel agent fee charged
<u>Travel - Parking</u>		
01/11/18	90.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Parking/Los Angeles, CA/Travel to Wilmington, DE for trustee hearing (parking at airport)
01/19/18	107.20	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Parking/Los Angeles, CA/Travel to New York and Delaware for witness prep and court hearing (short term airport parking)
01/24/18	10.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Parking/Los Angeles, CA/Meeting re Woodbridge (parking fees)
<u>Travel - Taxi & Other Modes/Miles</u>		
12/05/17	35.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2236948002082010 DATE: 1/19/2018 Cab Fare/Los Angeles, CA/Travel to Wilmington, DE for bankruptcy case filing (transportation from airport to home)
01/04/18	143.38	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-05 DATE: 1/5/2018 Trip ID 1FD4503A 01/04/2018 Daniel Denny From 10074 Constellation Blvd, Los Angeles, CA 90067, USA To 3719 Altura Ave, Glendale, CA 91214, USA
01/04/18	166.78	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-05 DATE: 1/5/2018 Trip ID C9C80806 01/04/2018 Daniel Denny From 3719 Altura Ave, Glendale, CA 91214, USA To 2031 Century Park E, Los Angeles, CA 90067, USA
01/08/18	90.35	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-12 DATE: 1/12/2018 Trip ID 46DABC18 01/08/2018 Daniel Denny From 3719 Altura Ave, Glendale, CA 91214, USA To 330 S Hope St, Los Angeles, CA 90071, USA
01/08/18	97.78	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-12 DATE: 1/12/2018 Trip ID 198C7EAE 01/08/2018 Daniel Denny From 328 S Hope St, Los Angeles, CA 90071, USA To 658 World Way, Los Angeles, CA 90045, USA
01/09/18	21.00	VENDOR: JENNIFER L. CONN INVOICE#: 2230097401112003 DATE: 1/10/2018 Cab Fare/Wilmington, DE, USA/Taxi fare to NY

Invoice Date: March 19, 2018

Invoice No. 2018032650

Due and Payable Upon Receipt

Penn Station in connection with hearing.

01/10/18	12.00	VENDOR: JENNIFER L. CONN INVOICE#: 2230097401112003 DATE: 1/10/2018 Cab Fare/Wilmington, DE, USA/Taxi fare from train station to hearing.
01/11/18	28.74	VENDOR: SAMUEL NEWMAN INVOICE#: 2233513401181305 DATE: 1/11/2018 Cab Fare/Los Angeles, CA/Travel to Wilmington, DE for court hearings (local transportation)
01/11/18	186.20	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-12 DATE: 1/12/2018 Trip ID 3F3BC6B6 01/11/2018 Daniel Denny From 1 World Way, Los Angeles, CA 90045, USA To 3728 Altura Ave, Glendale, CA 91214, USA
01/11/18	133.33	VENDOR: UBER TECHNOLOGIES, INC. INVOICE#: 2018-01-12 DATE: 1/12/2018 Trip ID B4D89F57 01/11/2018 Daniel Denny From 1000 N King St, Wilmington, DE 19801, USA To Departures Rd, Philadelphia, PA 19153, USA
01/16/18	14.15	VENDOR: SAMUEL NEWMAN INVOICE#: 2294160702131301 DATE: 1/16/2018 Cab Fare/New York, NY/Travel to New York (witness preparation) - (local transportation)
01/16/18	9.97	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Mileage (18.29)/Travel to New York and Delaware for witness prep and court hearing (mileage)
01/16/18	11.30	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Cab Fare/New York, NY/Travel to New York for witness interview (local transportation)
01/16/18	8.30	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Cab Fare/New York, NY/Travel to New York for witness interview (local transportation)
01/16/18	10.55	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Cab Fare/New York, NY/Travel to New York for witness interview (local transportation)
01/17/18	12.00	VENDOR: JENNIFER L. CONN INVOICE#: 2251826701241309 DATE: 1/19/2018 Cab Fare/Wilmington, DE/Travel to Wilmington, DE for hearing.
01/19/18	18.15	VENDOR: DANIEL B. DENNY INVOICE#: 2250877501241309 DATE: 1/21/2018 Mileage (33.31)/Travel to New York and Delaware for witness prep and court hearing (mileage from airport to home)
01/19/18	35.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Cab Fare/Los Angeles, CA/Travel to New York for witness interview (transportation from airport to home)
01/23/18	22.45	VENDOR: SAMUEL NEWMAN INVOICE#: 2259676101311306 DATE: 1/24/2018 Cab Fare/Los Angeles, CA/Travel to Wilmington

		for court hearing (transportation from airport to home)
01/24/18	42.25	VENDOR: MATTHEW K. KELSEY INVOICE#: 2271504002052008 DATE: 1/26/2018 Cab Fare/Los Angeles, CA/(Taxi to Hotel) Travel to Los Angeles for presentation to the Board of Directors and attend conferences
01/24/18	170.86	VENDOR: DIAL CAR INC. INVOICE#: 1246606 DATE: 1/31/2018 Voucher A4542789 01/24/2018 Kelsey, Matthew K. From "Rockland Ave LARCHMONT, NY. " To JFK
01/24/18	1,422.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2257061001262008 DATE: 1/25/2018 Cab Fare/Los Angeles, CA/Woodbridge Site Tour shuttle (deposit for Jan. 25 shuttle service of site tour with Board members and committee members)
01/25/18	1,120.00	VENDOR: SAMUEL NEWMAN INVOICE#: 2257061001262008 DATE: 1/25/2018 Cab Fare/Los Angeles, CA/Woodbridge Site Tour shuttle (for Jan. 25 shuttle service of site tour with Board members and committee members)
01/26/18	12.00	VENDOR: MATTHEW K. KELSEY INVOICE#: 2271504002052008 DATE: 1/26/2018 Cab Fare/Los Angeles, CA/(Taxi to Meetings) Travel to Los Angeles for presentation to the Board of Directors and attend conferences
01/27/18	244.74	VENDOR: DIAL CAR INC. INVOICE#: 1246935 DATE: 2/7/2018 Voucher A4491321 01/27/2018 Kelsey, Matthew K. From JFK To "129 Rockland Ave LARCHMONT, NY.10538"