

**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: May 17, 2018, at 4:00 p.m. (ET)

Hearing Date: July 10, 2018, at 11:00 a.m. (ET)

**NOTICE OF FIRST INTERIM FEE APPLICATION OF
THE DEBTORS' PROFESSIONALS FOR THE PERIOD FROM
DECEMBER 4, 2017, THROUGH AND INCLUDING FEBRUARY 28, 2018**

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, (IV) THE SECURITIES AND EXCHANGE COMMISSION, (V) THE FEE EXAMINER, AND (VI) OFFICE OF THE UNITED STATES TRUSTEE

PLEASE TAKE NOTICE that, pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 261] (the “Interim Compensation Order”), the professionals retained by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (each, a “Fee Request,” and together, the “Fee Requests”) for all interim monthly applications covering the period from December 4, 2017, through and including February 28, 2018. Summaries of the fees and expenses subject to these Fee Requests are provided in the attachments hereto.

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

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS, IF ANY, TO A FEE REQUEST ARE REQUIRED TO BE FILED AND SERVED ON THE AFFECTED PROFESSIONAL AND THE PARTIES SET FORTH IN THE INTERIM COMPENSATION ORDER ON OR BEFORE MAY 17, 2018, AT 4:00 P.M. (ET).

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.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Fee Requests will be held before the Honorable Kevin J. Carey, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801, on **July 10, 2018, at 11:00 a.m. (ET)**.

Dated: April 27, 2018
Wilmington, Delaware

/s/ Ian J. Bambrick

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-and-

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**IN THE UNITED STATES BANKRUPTCY COURT
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**FIRST INTERIM FEE APPLICATION OF
KLEE, TUCHIN, BOGDANOFF & STERN LLP**

Name of Applicant:

Klee, Tuchin, Bogdanoff & Stern LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors-in-Possession

Date of Retention:

February 14, 2018 (Order entered March 16,
2018)Period for which compensation and
reimbursement is sought:

February 14, 2018, through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No. (\$)	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
2/14/18-2/28/18 3/23/18 815	638,555.50	3,574.59	4/13/18 1261	461,358.00	3,574.59	115,339.50
Totals	638,555.50¹	3,574.59		461,358.00	3,574.59	115,339.50

¹ As explained in detail in KTB&S's monthly fee application, KTB&S has agreed to accept, as calculated for the entirety of the cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended rate of \$850 per hour for attorney time. Accordingly, although KTB&S seeks allowance of its fees at its actual rates (\$638,555.50), KTB&S seeks payment at this time of its fees as calculated pursuant to the \$850 per hour cap (\$115,339.50, representing the 20% holdback of KTB&S's capped fees of \$576,697.50).

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FIRST INTERIM FEE APPLICATION OF GIBSON, DUNN & CRUTCHER LLP

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)

Period for which compensation and
reimbursement is sought:

December 4, 2017, through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
12/4/17-12/31/17 2/16/18 616	1,592,603.25	47,306.52	3/14/18 746	1,274,082.60	47,306.52	318,520.65
1/1/18-1/31/18 3/19/18 785	2,070,919.00	50,328.32	4/10/18 927	1,656,735.20	50,328.32	414,183.80
2/1/18-2/28/18 4/18/18 1587	817,470.25	16,475.17	Pending	653,976.20	16,475.17	163,494.05
Totals	4,480,992.50	114,110.01		3,584,794.00	114,110.01	896,198.50

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**FIRST INTERIM FEE APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant:

Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors-in-Possession

Date of Retention:

December 4, 2017 (Order entered January 23,
2018)Period for which compensation and
reimbursement is sought:

December 4, 2017, through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No. (\$)	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
12/4/17-12/31/17 2/16/18 617	414,253.50	15,635.13	3/14/18 747	331,402.80	12,342.07 ¹	82,850.70
1/1/18-1/31/18 3/19/18 786	642,819.50	35,666.19	4/10/18 928	514,255.60	35,666.19	128,563.90
2/1/18-2/28/18 4/10/18 922	550,042.50	21,469.92	Pending	440,034.00	21,469.92	110,008.50
Totals	1,607,115.50	72,771.24		1,285,692.40	69,478.18	321,423.1

IN THE UNITED STATES BANKRUPTCY COURT

¹ YCS&T is not seeking certain expenses included in the Application related to the pre-petition period. The expense amount listed reflects a reduction from the Application in the amount of \$3,293.06, which amount will be reconciled with the pre-petition retainer.

FOR THE DISTRICT OF DELAWARE

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Chapter 11

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**FIRST INTERIM FEE APPLICATION OF
HOMER BONNER JACOBS, P.A.**

Name of Applicant:

Homer Bonner Jacobs, P.A.

Authorized to Provide Professional
Services to:

Debtors and Debtors-in-Possession

Date of Retention:

December 4, 2017 (Order entered January 23,
2018)Period for which compensation and
reimbursement is sought:

January 1, 2018, through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No. (\$)	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
1/1/18-1/31/18 2/28/18 671	125,077.50	253,572.78	3/29/18 860	100,062.00	249,922.78 ²	25,015.50
2/1/18-2/28/18 4/2/18 877	58,105.00	14,019.64	4/25/18 1630	46,484.00	14,019.64	11,621.00
Totals	183,182.50	267,592.42		146,546.00	263,942.42	36,636.50

² The expense amount listed reflects a reduction from the Application in the amount of \$3,650.00.

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**FIRST INTERIM FEE APPLICATION OF
PROVINCE, INC.**

Name of Applicant:

Province, Inc.

Authorized to Provide Professional
Services to:

Debtors and Debtors-in-Possession

Date of Retention:

February 1, 2018 (Order entered March 27,
2018)Period for which compensation and
reimbursement is sought:

February 1, 2018 through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No. (\$)	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
2/1/18-2/28/18 4/10/18 923	200,000.00	2,437.36	Pending	160,000.00	2,437.36	40,000.00
Totals	200,000.00	2,437.36		160,000.00	2,437.36	40,000.00

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**FIRST INTERIM FEE APPLICATION OF
GARDEN CITY GROUP, LLC**

Name of Applicant:

Garden City Group, LLC

Authorized to Provide Professional
Services to:

Debtors and Debtors-in-Possession

Date of Retention:

December 4, 2017 (Order entered January 10,
2018)Period for which compensation and
reimbursement is sought:

December 4, 2017, through February 28, 2018

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested (\$)	Total Expenses Requested (\$)	Cert. of No Objection Filing Date, Docket No. (\$)	Amount of Fees Paid or to be Paid (80%) (\$)	Amount of Expenses Paid or to be Paid (100%) (\$)	Amount of Holdback Fees Sought (20%) (\$)
12/4/17-1/31/18 3/19/18 782	51,212.00	0.00	4/10/18 926	40,969.60	0.00	7,473.40 ¹
2/1/18-2/18/18 4/25/18 1631	28,732.50	0.00	Pending	22,986.00	0.00	5,746.50
Totals	79,944.50	0.00		63,955.60	0.00	13,219.90

¹ After discussions with the Fee Examiner, Garden City Group has agreed to a voluntary reduction of \$2,769.00 in fees which will be applied to the 20% holdback amount.