

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

In re:

WOODBIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

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)**

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

Young Conaway Stargatt & Taylor, LLP (“YCS&T” or the “**Firm**”), counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby supplements the *First Interim Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 1677] (the “**First Interim Application**”) for the period from December 4, 2017, through February 28, 2018 (the “**Application Period**”) by attaching, as Exhibits A through E hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “**UST Guidelines**”). In addition, YCS&T respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, YCS&T did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.

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<sup>1</sup> 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 Blvd #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 such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

- b. The fees sought by YCS&T in the First Interim Application are not more than the fees budgeted pursuant to the original budget provided by YCS&T to the Debtors.
- c. The professionals included in the First Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d. The First Interim Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by the First Interim Application includes approximately 12 hours with a value of \$4,542.50 spent by YCS&T to ensure that the time entries subject to the First Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of YCS&T's preparation of each monthly fee application.

- f. The First Interim Application included annual rate increases since retention, which were effective on January 1, 2018. These increases were disclosed in Young Conaway's retention application and were agreed to by the Debtors.

Dated: April 27, 2018  
Wilmington, Delaware

/s/ Sean M. Beach

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-and-

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*Counsel for the Debtors and  
Debtors in Possession*

**EXHIBIT A**

**CUSTOMARY AND COMPARABLE  
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. By way of example, Young Conaway's blended hourly rates for attorneys and paraprofessionals in the Corporate Counseling and Litigation, Business Planning and Transactions, and Intellectual Property Litigation sections of the firm for the 2016 calendar years were as set forth below. Young Conaway believes that the services performed by those three sections of the firm are comparable to the services performed in the Bankruptcy and Corporate Restructuring section. Also included below is the 2016 and 2017 blended hourly rate information for all sections of the firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

Category of Timekeeper	2016 Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year <sup>2</sup>	Billed Firm-wide for preceding calendar year <sup>3</sup>	Billed This Application
Partner	775.46	610.40	708.06
Counsel	492.89	396.17	N/A
Associate	383.50	381.50	395.00
Paralegal	209.55	170.36	262.90
<b>Aggregated:</b>	518.25	442.16	483.43

<sup>2</sup> This column reflects the blended 2016 rates charge by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning and Transactions and Intellectual Property Litigation.

<sup>3</sup> This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

Category of Timekeeper	2017 Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year <sup>4</sup>	Billed Firm-wide for preceding calendar year <sup>5</sup>	Billed This Application
Partner	807.00	658.00	723.60
Counsel	488.00	439.00	565.00
Associate	406.00	396.00	418.70
Paralegal	212.00	175.00	283.12
<b>Aggregated:</b>	541.00	466.00	517.69

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<sup>4</sup> This column reflects the blended 2017 rates charge by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning and Transactions and Intellectual Property Litigation.

<sup>5</sup> This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

**EXHIBIT B**

**SUMMARY OF TIMEKEEPERS INCLUDED IN THE  
FIRST INTERIM APPLICATION**

Name	Title	Department	Date of First Admission	Fees Billed in the Application Period (\$)	Hours Billed in the Application Period	Hourly Rate Billed in the Application Period (\$)
Craig D. Gear	Partner	Business Planning	1990	828.00	0.90	920.00
				1,602.00	1.80	890.00
Norman M. Powell	Partner	Business Planning	1990	644.00	0.70	920.00
Robert S. Brady	Partner	Bankruptcy	1990	8,556.00	9.30	920.00
				3,560.00	4.00	890.00
Michael R. Nestor	Partner	Bankruptcy	1996	3,971.50	4.70	920.00
				1,312.50	1.50	875.00
John T. Dorsey	Partner	Bankruptcy	1991	1,530.00	1.80	850.00
				215,025.00	286.70	750.00
Edmon L. Morton	Partner	Bankruptcy	1999	82,928.00	113.60	730.00
				341,269.50	477.30	715.00
Sean M. Beach	Partner	Bankruptcy	2001	109,810.00	158.00	695.00
				4875.00	7.50	650.00
Vincent C. Thomas	Partner	Business Planning	2005	4875.00	7.50	650.00
Sean T. Greecher	Partner	Bankruptcy	2003	1,844.50	3.10	595.00
Kenneth Enos	Partner	Bankruptcy	2004	21,118.50	36.10	585.00
				7,182.00	12.60	570.00
John C. Kuffel	Partner	Commercial Real Estate	2009	855.00	1.80	475.00
Donald J. Bowman, Jr.	Counsel	Bankruptcy	2003	2,429.50	4.30	565.00
Michael S. Neiburg	Associate	Bankruptcy	2006	120,490.50	217.10	555.00
				36,396.00	67.40	540.00
Justin R. Rucki	Associate	Bankruptcy	2009	689.00	1.30	530.00
Ian J. Bambrick	Associate	Bankruptcy	2010	182,219.00	387.70	470.00
				74,037.00	170.20	435.00
Shane M. Reil	Associate	Bankruptcy	2015	5,490.50	13.90	695.00
Allison Mielke	Associate	Bankruptcy	2013	128,412.00	356.70	360.00
				40,324.00	118.60	340.00
Tara C. Pakrouh	Associate	Bankruptcy	2015	27,612.00	76.70	360.00
				60,270.00	200.90	300.00
Betsy L. Feldman	Associate	Bankruptcy	2017	25,336.50	88.90	285.00
				12,996.00	45.60	285.00
Brenda Walters	Paralegal	Bankruptcy		2,781.00	10.30	270.00
				21,660.00	76.00	285.00
Debbie Laskin	Paralegal	Bankruptcy		5,778.00	21.40	270.00
				29,070.00	102.00	285.00
Michael Girello	Paralegal	Bankruptcy		16,173.00	59.90	270.00
				127.50	0.50	255.00
Beth Olivere	Paralegal	Bankruptcy		2,808.00	11.70	240.00
Chad Corazza	Paralegal	Bankruptcy		192.00	0.80	240.00



Michelle Smith	Paralegal	Bankruptcy		3,096.00	12.90	240.00
				331.50	1.30	255.00
Troy Bollman	Paralegal	Bankruptcy		720.00	3.00	240.00
Karen Luongo	Paralegal	Corporate Services		520.00	2.60	200.00
Monica Fratticci	Paralegal	Information Technology		245.00	1.40	175.00
<b>Totals</b>				<b>1,607,115.50</b>	<b>3174.50</b>	

**EXHIBIT C**

**BUDGET AND STAFFING PLAN**

**YOUNG CONAWAY STARGATT & TAYLOR, LLP BUDGET & STAFFING PLAN**

<b>BUDGET DECEMBER 2017</b>		
<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration (B001)	73.60	\$34,933.50
Court Hearings (B002)	105.20	\$49,905.00
Cash Collateral/DIP Financing (B003)	75.70	\$35,931.60
Schedules & Statements, U.S. Trustee Reports (B004)	42.10	\$19,962.00
Lease/Executory Contract Issues (B005)	73.60	\$34,933.50
Use, Sale or Lease of Property (363 issues) (B006)	231.40	\$109,791.00
Claims Analysis, Objections and Resolutions (B007)	31.60	\$14,971.50
Meetings (B008)	21.00	\$9,981.00
Stay Relief Matters (B009)	21.00	\$9,981.00
Reclamation Claims and Reclamation Adversaries (B010)	10.50	\$4,990.50
Other Adversary Proceedings (B011)	126.20	\$59,886.00
Plan and Disclosure Statement (B012)	0.00	\$0.00
Creditor Inquiries (B013)	21.00	\$9,981.00
General Corporate Matters (B014)	21.00	\$9,981.00
Employee Matters (B015)	10.50	\$4,990.50
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	147.30	\$69,867.00
Fee Application Preparation (B018)	10.50	\$4,990.50
Travel (B019)	10.50	\$4,990.50
Utility Services (B020)	21.00	\$9,981.00
<b>Total</b>	<b>1053.70</b>	<b>\$500,048.10</b>

<b>STAFFING PLAN</b>		
<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budgeted Period</b>	<b>Average Rate<sup>1</sup></b>
Partner	3	\$702.58
Counsel	-	-
Associate (7 or more years since first admission)	2	\$459.88
Associate (4-6 years since first admission)	1	\$340.00
Associate (less than 4 years since first admission)	1	\$285.00
Paralegal	3	\$270.00

<sup>1</sup>The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Budgeted Period.

<b>BUDGET JANUARY 2018</b>		
<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration (B001)	91.30	\$46,739.00
Court Hearings (B002)	143.40	\$73,447.00
Cash Collateral/DIP Financing (B003)	97.80	\$50,077.50
Schedules & Statements, U.S. Trustee Reports (B004)	57.40	\$29,378.80
Lease/Executory Contract Issues (B005)	91.30	\$46,739.00
Use, Sale or Lease of Property (363 issues) (B006)	286.90	\$146,894.00
Claims Analysis, Objections and Resolutions (B007)	26.10	\$13,354.00
Meetings (B008)	39.10	\$20,031.00
Stay Relief Matters (B009)	26.10	\$13,354.00
Reclamation Claims and Reclamation Adversaries (B010)	13.00	\$6,677.00
Other Adversary Proceedings (B011)	156.50	\$80,124.00
Plan and Disclosure Statement (B012)	0.00	\$0.00
Creditor Inquiries (B013)	26.10	\$13,354.00
General Corporate Matters (B014)	26.10	\$13,354.00
Employee Matters (B015)	13.00	\$6,677.00
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	176.00	\$90,139.50
Fee Application Preparation (B018)	13.00	\$6,677.00
Travel (B019)	13.00	\$6,677.00
Utility Services (B020)	13.00	\$6,677.00
<b>Total</b>	<b>1309.10</b>	<b>\$670,370.80</b>

<b>STAFFING PLAN</b>		
<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budgeted Period</b>	<b>Average Rate<sup>1</sup></b>
Partner	3	\$722.76
Counsel	-	-
Associate (7 or more years since first admission)	2	\$498.24
Associate (4-6 years since first admission)	1	\$360.00
Associate (less than 4 years since first admission)	2	\$320.00
Paralegal	3	\$285.00

<sup>1</sup>The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Budgeted Period.

<b>BUDGET FEBRUARY 2018</b>		
<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration (B001)	69.30	\$34,884.85
Court Hearings (B002)	108.90	\$54,819.05
Cash Collateral/DIP Financing (B003)	74.30	\$37,376.63
Schedules & Statements, U.S. Trustee Reports (B004)	43.60	\$21,927.62
Lease/Executory Contract Issues (B005)	69.30	\$34,884.85
Use, Sale or Lease of Property (363 issues) (B006)	217.80	\$109,638.10
Claims Analysis, Objections and Resolutions (B007)	19.80	\$9,967.10
Meetings (B008)	29.70	\$14,950.65
Stay Relief Matters (B009)	19.80	\$9,967.10
Reclamation Claims and Reclamation Adversaries (B010)	9.90	\$4,983.55
Other Adversary Proceedings (B011)	118.80	\$59,802.60
Plan and Disclosure Statement (B012)	0.00	\$0.00
Creditor Inquiries (B013)	19.80	\$9,967.10
General Corporate Matters (B014)	19.80	\$9,967.10
Employee Matters (B015)	9.90	\$4,983.55
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	133.70	\$67,277.93
Fee Application Preparation (B018)	9.90	\$4,983.55
Travel (B019)	9.90	\$4,983.55
Utility Services (B020)	9.90	\$4,983.55
<b>Total</b>	<b>994.10</b>	<b>\$500,348.43</b>

<b>STAFFING PLAN</b>		
<b>Category of Timekeeper</b>	<b>Number of Timekeepers Expected to Work on the Matter During the Budgeted Period</b>	<b>Average Rate<sup>1</sup></b>
Partner	3	\$718.00
Counsel	-	-
Associate (7 or more years since first admission)	2	\$498.33
Associate (4-6 years since first admission)	1	\$360.00
Associate (less than 4 years since first admission)	2	\$320.00
Paralegal	3	\$285.00

<sup>1</sup>The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Budgeted Period.

**EXHIBIT D**

**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT**

<b>SUMMARY OF COMPENSATION BY PROJECT CATEGORY</b>		
<b>Project Category</b>	<b>Hours Billed</b>	<b>Fees Sought(\$)</b>
Case Administration	266.30	112,995.50
Court Hearing	582.70	288,954.00
Cash Collateral	144.20	87,722.00
Schedules & Statements, U.S. Trustee Reports	130.80	63,215.50
Lease/Executory Contract Issues	36.10	16,541.00
Use, Sale or Lease of Property	242.00	128,393.00
Claims Analysis, Objections & Resolutions	41.20	21,217.50
Meetings	207.80	134,535.00
Stay Relief Matters	162.10	87,114.00
Other Adversary Matters	716.20	371,929.00
Plan and Disclosure Statement	6.70	3,079.50
Creditor Inquiries	57.70	23,511.50
General Corporate Matters	90.80	52,410.50
Employee Matters	103.50	46,536.50
Retention of Professionals/ Fee Issues	339.70	146,018.00
Fee Application Preparation	12.00	4,542.50
Travel	11.00	8,057.50
Utility Services	23.50	10,249.00
Business Operations	0.20	94.00
<b>Totals</b>	<b>3,174.50</b>	<b>1,607,115.50</b>

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY (\$)	
Category	Amount
Reproduction	17,692.60
Federal Express	1,246.71
Filing Fee	500.00
Air/Rail Travel	3,885.85
Court Reporter	6,220.50
Deposition/Transcript	978.75
Miscellaneous	2,064.67
Delivery/Courier	1,876.90
Hotel/Lodging	2,621.71
Parking	12.00
Car/Bus/Subway Travel	463.05
Working Meals	8,599.70
Travel Meals	63.60
Extended Vendor Staffing	104.00
AP Outside Scanning Svc	3,788.00
Teleconference	7,360.65
Postage	40.76
Secretary of State	7,142.50
Staff Overtime	407.87
Computerized Legal Research	3,794.36
Docket Retrieval/Search	614.00
<b>Total</b>	<b>69,478.18</b>



**EXHIBIT E**

**FIRST INTERIM APPLICATION SUMMARY**

<b>SUMMARY OF FIRST INTERIM APPLICATION</b>	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by First Interim Application	December 4, 2017 through February 28, 2018
Total compensation sought during the Application Period	\$1,607,115.50
Total expenses sought during the Application Period	\$72,771.24
Petition Date	December 4, 2017
Retention Date	December 4, 2017
Date of order approving employment	January 23, 2018
Total compensation approved by interim order to date	N/A
Total expenses approved by interim order to date	N/A
Total allowed compensation paid to date	N/A
Total allowed expenses paid to date	N/A
Blended rate in the First Interim Application for all attorneys	\$534.71
Blended rate in the First Interim Application for all timekeepers	\$506.25
Compensation sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$1,285,692.40
Expenses sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$69,478.18
Number of professionals included in the First Interim Application	28
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$1,670,000.00 Amt. Sought: \$1,607,115.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	17
Are any rates higher than those approved or disclosed at retention?	No