

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

In re:	:	
	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF	:	
COMPANIES LLC, <i>et al.</i> ¹	:	Jointly Administered
	:	
Debtors.	:	Obj. Deadline: May 17, 2018 @ 4:00 p.m. ET
	:	Hearing Date: July 10, 2018 @ 11:00 a.m. ET
	:	

**SUPPLEMENT TO FIRST INTERIM FEE
APPLICATION OF VENABLE LLP**

Venable LLP (“Venable”), counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), hereby supplements the *First Interim Fee Application of Venable LLP as Counsel to the Unitholders’ Committee* [Dkt. No. 1682] (the “First Interim Application”) for the period January 23, 2018 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, Venable respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

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

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.

- b. The fees sought by Venable in the First Interim Application are not more than the fees budgeted pursuant to the original budget provided by Venable 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 14.3 hours with a value of \$10,181.50 spent by Venable to ensure that the time entries submitted in 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 Venable's preparation of each monthly fee application.

Dated: April 27, 2018

VENABLE LLP

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- and -

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*Counsel to the Official Ad Hoc Committee of
Unitholders*

EXHIBIT A

**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Venable's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. Additionally, Venable'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. Examples include hourly rates for attorneys and paraprofessionals in the Business (including Real Estate and Tax and Wealth Planning), Litigation (including Labor and Employee, Product Liabilities and Mass Torts, White Collar and Environmental), Governmental, and Intellectual Property sections of the firm for the 2017 calendar year. Venable believes that the services performed by those divisions for the firm are comparable to the services performed in the Bankruptcy and Corporate Restructuring department. Below is the 2017 blended hourly rate information, excluding the Bankruptcy and Corporate Restructuring section.

Category of Timekeeper	2017 Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year ²	Billed Firm-wide for preceding calendar year ³	Billed This Application
Partner	\$741.37	\$739.80	\$722.50
Counsel	\$627.33	\$629.38	\$695.00
Associate	\$476.00	\$480.00	\$530.00
Paralegal	\$287.50	\$278.75	\$272.50

² This column reflects the blended 2017 rates charged by the firm for complex corporate and litigation matters in the following sections of the firm: Business, Litigation, Intellectual Property and Governmental.

³ This column excludes blended hourly rates for the Bankruptcy and Creditors' Rights section.

EXHIBIT B

SUMMARY OF TIMEKEEPERS INCLUDED IN THE
FIRST INTERIM APPLICATION

TIMEKEEPER RATES AND HOURS

Timekeeper	Position	Practice Group	Rate	Hours	Amount
Jeffrey S. Sabin	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2014. Member of the New York bar since 1978.	\$1,245.00	180.20	\$224,349.00
Jeffrey S. Sabin	Partner		\$622.50	4.60	\$2,863.50
Andrew J. Currie	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2008. Member of the Michigan bar since 1996; member of the Maryland bar since 2009; and member of the District of Columbia bar since 2000.	\$835.00	142.80	\$119,238.00
Andrew J. Currie	Partner		\$417.50	37.10	\$15,489.25
Jamie L. Edmonson	Partner	Bankruptcy and Creditors' Rights. Joined the firm as a partner in 2013. Member of the California bar since 1996. Member of the Delaware bar since 2002.	\$765.00	91.40	\$69,921.00
Jamie L. Edmonson	Partner		\$382.50	29.20	\$11,169.00
Kan M. Nawaday	Partner	Investigations and White Collar Defense. Joined the firm as a partner in 2018. Member of the New York bar since 2004.	\$790.00	9.70	\$7,663.00
Carol Weiner Levy	Counsel	Bankruptcy and Creditors' Rights. Joined the firm as counsel in 2014. Member of the New York bar since 1987.	\$695.00	138.40	\$96,188.00
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2014.	\$650.00	133.60	\$86,840.00

		Member of the Delaware bar since 2006.			
Daniel A. O'Brien	Associate		\$325.00	2.10	\$682.50
Xochitl S. Strohbehn	Associate	Commercial Litigation and Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2015. Member of the New York bar since 2010.	\$630.00	95.70	\$60,291.00
Nicholas A. Koffroth	Associate	Bankruptcy and Creditors' Rights. Joined the firm as an associate in 2015. Member of the California bar since 2012. Member of the District of Columbia bar since 2017.	\$515.00	73.20	\$37,698.00
Dorothy M. Dierdorff	Paralegal	Joined the firm as a paralegal in 1998.	\$320.00	0.40	\$128.00
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	2.70	\$607.50
GRAND TOTAL				941.10	\$733,127.75
BLENDED RATE:			\$779.01		

EXHIBIT C

BUDGE AND STAFFING PLAN OF
VENABLE LLP

BUDGET FOR JANUARY AND FEBRUARY 2018

Project Category	Total Hours	Total Fees (\$)
(WB01) Unitholder classification issues	333.40	\$267,620.50
(WB02) Substantive consolidation issues	136.60	\$107,437.50
(WB05) Communications with Debtors/advisors/trustee	87.10	\$88,373.50
(WB06) Plan formulation consultation and analysis	1.00	\$957.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	100.20	\$73,702.50
(WB08) Other services	108.90	\$79,766.00
(WB09) Non-working travel time	73.00	\$30,204.25
(WB10) Communications with Unitholders	46.10	\$43,550.00
(WB11) Retention and fee applications	38.50	\$27,656.00
(WB12) Hearing attendance	10.60	\$9,290.00
(WB13) Communications with other committees/advisors	5.70	\$4,570.50
TOTAL:	941.10	\$733,127.75

STAFFING PLAN

Category of Timekeeper	<u>Timekeepers Budgeted for Fee Period</u>	<u>Average Rate</u>
Partner	4	\$733.78
Counsel	1	\$695.00
Associates	3	\$544.17
Paralegal	2	\$272.50

EXHIBIT D

SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT

SUMMARY OF COMPENSATION BY CATEGORY

Project Category	Total Hours	Total Fees (\$)
(WB01) Unitholder classification issues	333.40	\$267,620.50
(WB02) Substantive consolidation issues	136.60	\$107,437.50
(WB05) Communications with Debtors/advisors/trustee	87.10	\$88,373.50
(WB06) Plan formulation consultation and analysis	1.00	\$957.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	100.20	\$73,702.50
(WB08) Other services	108.90	\$79,766.00
(WB09) Non-working travel time	73.00	\$30,204.25
(WB10) Communications with Unitholders	46.10	\$43,550.00
(WB11) Retention and fee applications	38.50	\$27,656.00
(WB12) Hearing attendance	10.60	\$9,290.00
(WB13) Communications with other committees/advisors	5.70	\$4,570.50
TOTAL:	941.10	\$733,127.75

EXPENSE SUMMARY

Expense Category	Total Expenses (\$)
Legal Research/Lexis	\$5,711.30
Legal Research/Westlaw	\$3,160.50
Local Travel	\$78.52

Luncheon/Dinner conference	\$2,184.20
Other:	\$44.00
Transcription Expense	\$441.60
Travel Expenses	\$15,513.15
TOTAL:	\$27,134.27

EXHIBIT E

FIRST INTERIM APPLICATION SUMMARY

SUMMARY OF FIRST INTERIM APPLICATION

Name of Applicant	Venable LLP
Name of Client	Official Ad Hoc Committee of Unitholders
Time Period Covered in First Interim Application	January 23, 2018 through February 28, 2018
Total Compensation Sought in Application Period	\$733,127.75
Total Expenses Sought in Application Period	\$27,134.27
Petition Date	December 4, 2017
Retention Date	January 23, 2108
Date of Order Approving Order	February 15, 2018
Total Compensation Approved by Interim Order to Date	N/A
Total Expenses Approved by Interim Order to Date	N/A
Total Expenses Paid to Date	N/A
Blended Rate in First Interim Application for all Attorneys	\$657.20
Blended Rate in First Interim Application for all Timekeepers	\$580.26
Compensation sought for First Interim Application Paid Pursuant to Monthly Compensation Order, not yet allowed	\$0.00
Expenses sought for First Interim Application Already Paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of Professionals included in the First Interim Application	10
If applicable, Number of Professionals in First Interim Application not included in Staffing Plan	N/A
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$735,000.00 Amt. Sought: \$733,127.75
Number of professionals billing fewer than 15 hours to the case during the Application Period	3
Are any rates higher than those approved or disclosed at retention?	No

CERTIFICATE OF SERVICE

I, Jamie L. Edmonson, hereby certify that on the 27th day of April, 2018, a true and correct copy of the *Supplement to First Interim Fee Request of Venable LLP as Ad Hoc Committee of Unitholders for the Period January 23, 2018 through March 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.
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