

**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)

Reference Docket No. 1677

**SUPPLEMENT TO FIRST INTERIM FEE APPLICATION OF
GIBSON, DUNN & CRUTCHER LLP**

Gibson, Dunn & Crutcher LLP (“Gibson Dunn” or the “Firm”), co-counsel to Woodbridge Group of Companies, LLC and its affiliated debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the “Debtors”), hereby supplements the *First Interim Fee Application of Gibson, Dunn & Crutcher LLP* [Docket No. 1677] (the “First Interim Fee Application”) for the period from December 4, 2017 through February 28, 2018 (the “Application Period”) by attaching, as Exhibit 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, Gibson Dunn respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

UST Guidelines C.5(b): Did you agree to any variation from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

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.

Gibson Dunn Response: No. During the Application Period, Gibson Dunn did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.

UST Guidelines C.5(b): If the fees sought in the fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variations with the client?

Gibson Dunn Response: Gibson Dunn worked with the Debtors throughout the Application Period to assess and adjust the budget in light of case developments. The fees sought by Gibson Dunn in the First Interim Fee Application are not more than the fees budgeted by the Debtors for Gibson Dunn for the Application Period, as reflected in the Debtors' internal cash flow forecast.

UST Guidelines C.5(c): Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Gibson Dunn Response: No. The professionals included in the First Interim Fee Application did not vary their hourly rate based on the geographic location of the bankruptcy case.

UST Guidelines C.5(d): Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and

editing billing records that would not be compensable outside of bankruptcy and does include reasonable fees preparing a fee application). If so, please quantify by hours and fees.

Gibson Dunn Response: No. The First Interim Fee 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.

UST Guidelines C.5(e): Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Gibson Dunn Response: The time period covered by the First Interim Fee Application includes approximately 97.10 hours with a value of \$48,258.50 spent by Gibson Dunn to ensure that the time entries subject to the First Interim Fee 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 Gibson Dunn's preparation of each monthly fee application.

UST Guidelines C.5(f): If the fee application includes any rate increase since retention:
(i) Did your client review and approve those rate increases in advance?; (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client

that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Gibson Dunn Response: The First Interim Fee Application included annual rate increases since retention, which were effective on January 1, 2018. These increases were disclosed in Gibson Dunn's retention application and were agreed to by the Debtors.

Dated: April 30, 2018
Wilmington, Delaware

/s/ Samuel A. Newman

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EXHIBIT A

Customary and Comparable
Compensation Disclosures

Voluntary Rate Disclosures

- The blended hourly rate for all Gibson Dunn timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on January 1, 2017 and ending on December 31, 2017 (the “Comparable Period”) was in the aggregate, approximately **\$769** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all Gibson Dunn timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Application Period was approximately, **\$860**, per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at Gibson Dunn	Debtor Blended Hourly Rate for this Application Period (\$)	Non-Bankruptcy Blended Hourly Rate (\$)
Partners	1064	1052
Of Counsels	0	807
Associates	785	674
Paralegals	408	365
Attorneys & Paraprofessionals	860	769

¹ It is the nature of Gibson Dunn’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Gibson Dunn’s Restructuring Group. Accordingly, Non-Bankruptcy Matters consist of matter for which Gibson Dunn timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by Gibson Dunn timekeepers who work primarily within Gibson Dunn’s Restructuring Group.

The billing rate for each professional at Gibson Dunn is based on a number of factors, including seniority. Gibson Dunn does not charge a higher hourly rate for bankruptcy professionals as compared to non-bankruptcy professionals, and each bankruptcy professional’s rate is the same whether he or she is billing time to a bankruptcy matter or a non-bankruptcy matter. The differential between the average Blended Hourly Rate in these cases and the average Non-Bankruptcy Blended Hourly Rate primarily reflects the fact that these cases have required a greater percentage of time from more senior attorneys as compared to other matters, including without limitation discovery-intensive litigation, that are factored into the Non-Bankruptcy Blended Hourly Rate.

² Gibson Dunn calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by Gibson Dunn timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by Gibson Dunn timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ Gibson Dunn calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Application Period by the *total number of hours billed* by such timekeepers during the Application Period.

EXHIBIT B

Summary of Timekeepers Included in the
First Interim Fee Application

Name	Title	Department	Date of First Admission (State)	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours for this Application Period	Fees Billed for this Application Period (\$)
Schonfeld, Mark	Partner	Litigation	1989 (NY)	\$1215	\$1280	5.70	\$6,925.50
Conn, Jennifer L.	Partner	Litigation	1996 (NY)	\$1195	\$1260	312.80	\$386,399.50
Wise, J. Eric	Partner	Corporate	1998 (NY)	\$1095	\$1215	202.70	\$234,232.50
Arnold, Dennis B.	Partner	Corporate	1976 (CA)	\$1155	\$1210	127.60	\$150,964.00
Garza, Oscar	Partner	Bankruptcy	1990 (CA)	\$1150	\$1205	227.10	\$267,550.50
Montgomery, Cromwell R.	Partner	Finance	1997 (CA)	\$1150	\$1205	6.40	\$7,409.50
Fuchs, Douglas	Partner	Litigation	1998 (CA)	\$1095	\$1155	80.20	\$90,999.00
Hoffman, Matthew A.	Partner	Insurance	2003 (CA)	\$1025	\$1155	22.50	\$25,389.50
Schwing, Austin V.	Partner	Litigation	2000 (CA)	\$1025	\$1155	0.70	\$808.50
Kelsey, Matthew K.	Partner	Bankruptcy	2004 (CA)	\$1035	\$1085	547.00	\$585,945.00
More, Farshad E.	Partner	Real Estate	2003 (CA)	\$995	\$1080	1.10	\$1,162.50
Shapiro, Jesse I.	Partner	Real Estate	2000 (NJ) 2001 (NY) 2006 (CA)	\$995	\$1080	16.70	\$17,543.00
Cripps Jr., Jesse A.	Partner	Labor & Employment	2003 (CA)	\$995	\$1045	17.20	\$17,924.00
Newman, Samuel A.	Partner	Bankruptcy	2001 (CA)	\$940	\$1010	495.20	\$487,664.00
Dubeck, Matthew B.	Partner	Corporate	2006 (D.C.) 2007 (CA)	\$925	\$995	60.20	\$58,772.00
Smith, Katherine V.A.	Partner	Litigation	2006 (CA)	\$905	\$995	0.60	\$597.00
Champion, Douglas	Partner	Real Estate	2006 (CA)	\$905	\$995	1.80	\$1,629.00
Bell, Jefferson	Associate	Litigation	2007 (NY)	\$875	\$925	14.50	\$13,412.50
Balick, Allison	Associate	Corporate	2009 (CA)	\$825	\$875	5.40	\$4,725.00
Barshop, Melissa Leigh	Associate	Corporate	2006 (CA)	\$835	\$875	16.20	\$13,727.00
Denny, Daniel B.	Associate	Bankruptcy	2005 (CA)	\$835	\$875	703.00	\$603,969.00
Levin, Douglas G.	Associate	Bankruptcy	2009 (CA)	\$825	\$875	255.30	\$220,882.50
Weiner, Genevieve G.	Associate	Bankruptcy	2007 (CA)	\$835	\$875	133.40	\$114,145.00
Porcelli, Matthew P.	Associate	Bankruptcy	2009	\$795	\$860	487.30	\$402,854.00

Name	Title	Department	Date of First Admission (State)	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours for this Application Period	Fees Billed for this Application Period (\$)
			(NJ & NY)				
Schaefer, Jonathan	Associate	Corporate	2011 (NY) 2016 (CA)	\$795	\$860	8.00	\$6,483.50
Long, Ian T.	Associate	Litigation	2013 (CA)	\$715	\$820	190.40	\$150,836.00
Hayden, Patrick J.	Associate	Litigation	2015 (NY)	\$745	\$815	128.20	\$103,776.00
Phan, Tiffany X.	Associate	Litigation	2013 (CA)	\$675	\$760	8.70	\$6,612.00
Cassidy, Dylan S.	Associate	Bankruptcy	2016 (NY)	\$695	\$755	336.00	\$248,592.00
Kole, Lauren M.	Associate	Litigation	2016 (NY)	\$695	\$755	32.30	\$22,904.50
Alexander, Thomas H.	Associate	Corporate	2015 (CA)	\$565	\$660	32.80	\$20,641.00
Coe-Odess, Matthew S.	Associate	Corporate	2016 (CA)	\$495	\$595	21.60	\$12,382.00
Lau, Katherine A.	Associate	Corporate	2017 (CA)	\$425	\$525	160.70	\$78,067.50
Hoxie, Deborah D.	Paralegal	Real Estate		\$445	\$465	30.00	\$13,386.00
Tom, Daniel K.L.	Paralegal	Litigation		\$445	\$465	11.80	\$5,251.00
Bratcher, Vanessa V.	eDiscovery Analyst	Unassigned		\$435	\$435	1.90	\$826.50
Amponsah, Duke K.	Paralegal	Bankruptcy		\$425	\$440	43.60	\$18,957.50
Santos, F. Pamela	Paralegal	Bankruptcy		\$405	\$420	339.90	\$140,841.00
Elliot, Amy	Paralegal	Litigation		\$395	\$410	3.60	\$1,476.00
Bui, Darren N.	eDiscovery Analyst	Unassigned		\$405	\$405	13.00	\$5,265.00
Karnes, Christopher	eDiscovery Analyst	Unassigned		\$405	\$405	0.80	\$324.00
Roymisher, Leonid	eDiscovery Analyst	Unassigned		\$405	\$405	24.60	\$9,963.00
Soska, Megan A	eDiscovery Analyst	Unassigned		\$405	\$405	5.00	\$2,025.00
Mapes, Elke M.	Paralegal	Litigation		\$390	\$405	5.60	\$2,184.00
Hyde, Robert S.	eDiscovery Analyst	Unassigned		\$380	\$405	3.40	\$1,292.00
Davidson, Gail	Paralegal	Real Estate		\$365	\$380	28.10	\$10,259.50

Name	Title	Department	Date of First Admission (State)	2017 Hourly Billing Rate	2018 Hourly Billing Rate	Total Billed Hours for this Application Period	Fees Billed for this Application Period (\$)
Williams, Mary	Paralegal	Litigation		\$365	\$380	8.00	\$2,920.00
Profeta, Stephen J.	Paralegal	Litigation		\$320	\$335	13.80	\$4,623.00
Watts, Nicholas Colbert	Paralegal	Litigation		\$320	\$335	1.80	\$591.00
Homra, Katherine N.	Paralegal	Litigation		\$315	\$330	4.00	\$1,260.00
Gorman, Brian	Paralegal	Unassigned		\$300	\$310	6.00	\$1,800.00
Raber, Steven	Research Analyst	Unassigned		\$260	\$270	2.00	\$540.00
Edwards, Carla M.	Research Analyst	Unassigned		\$250	\$260	0.40	\$104.00
Liu, Eaton T.	Paralegal	Litigation		\$210	\$220	6.20	\$1,302.00
Scott, Spencer E.	Research Analyst	Unassigned		\$250	\$260	5.20	\$1,352.00
Total						5,218.00	\$4,592,467.00

EXHIBIT C

Budget & Staffing Plan

Professional	December 2017	January 2018	February 2018
Budget	\$2,000,000.00	\$2,000,000.00	\$1,000,000.00
Total Fees & Expenses	\$1,639,909.77	\$2,212,247.32	\$833,945.42
Fees	\$1,592,603.25	\$2,070,919.00	\$817,470.25
Expenses	\$47,306.52	\$50,328.32	\$16,475.17
HOURLY RATES			
Schonfeld, Mark	\$1215	\$1280	\$1280
Conn, Jennifer L.	\$1195	\$1260	\$1260
Wise, J. Eric	\$1095	\$1215	\$1215
Arnold, Dennis B.	\$1155	\$1210	\$1210
Garza, Oscar	\$1150	\$1205	\$1205
Montgomery, Cromwell R.	\$1150	\$1205	\$1205
Fuchs, Douglas	\$1095	\$1155	\$1155
Hoffman, Matthew A.	\$1025	\$1155	\$1155
Kelsey, Matthew K.	\$1035	\$1085	\$1085
Shapiro, Jesse I.	\$995	\$1080	\$1080
Cripps Jr., Jesse A.	\$995	\$1045	\$1045
Newman, Samuel A.	\$940	\$1010	\$1010
Dubeck, Matthew B.	\$925	\$995	\$995
Balick, Allison	\$825	\$875	\$875
Barshop, Melissa Leigh	\$835	\$875	\$875
Denny, Daniel B.	\$835	\$875	\$875
Levin, Douglas G.	\$825	\$875	\$875
Weiner, Genevieve G.	\$835	\$875	\$875
Porcelli, Matthew P.	\$795	\$860	\$860
Long, Ian T.	\$715	\$820	\$820
Hayden, Patrick J.	\$745	\$815	\$815
Phan, Tiffany X.	\$675	\$760	\$760
Cassidy, Dylan S.	\$695	\$755	\$755
Kole, Lauren M.	\$695	\$755	\$755
Alexander, Thomas H.	\$565	\$660	\$660
Coe-Odess, Matthew S.	\$495	\$595	\$595
Lau, Katherine A.	\$425	\$525	\$525
Santos, F. Pamela	\$405	\$420	\$420

EXHIBIT D

Summary of Compensation and Expense Reimbursement

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Recovery Analysis	0.00	\$0.00
Asset Sales	273.60	\$242,129.50
Asset Valuation	182.70	\$208,082.50
Assumption and Rejection of Leases and Contracts	71.20	\$55,661.50
Avoidance Action Analysis	9.20	\$9,550.00
Budgeting	3.70	\$3,320.50
Business Operations	25.00	\$22,353.50
Case Administration	324.10	\$275,287.50
Claims Administration and Objections	5.90	\$4,874.00
Corporate Governance and Board Matters	405.20	\$337,418.00
Communications and Meetings with Creditors	213.90	\$163,227.00
Employee Matters and Benefits	58.60	\$53,713.50
Employment and Fee Applications (Gibson)	360.30	\$232,280.00
Employment and Fee Applications (Other Professionals)	56.00	\$44,164.00
Financing, Cash Collateral and Cash Management	449.00	\$430,479.00
Hearings	466.70	\$450,061.00
Insurance	27.30	\$29,833.00
Litigation	1162.50	\$1,063,602.50
Plan and Disclosure Statement	0.40	\$350.00
Plan Exclusivity	0.00	\$0.00
Real Estate	176.00	\$87,760.00
Relief from Stay and Adequate Protection	146.90	\$145,640.50
Reporting	22.90	\$20,548.50
SEC/State AG Matters	545.20	\$487,758.50
Tax	1.30	\$1,423.50
Travel – Non-Working Time	230.40	\$222,949.00
SUB-TOTAL	5,218.00	\$4,592,467.00
NON-WORKING TRAVEL DISCOUNT		(\$111,474.50)
TOTAL		\$4,480,992.50

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses
Certified Copies	\$0.00
Conference Call Charges	\$574.31
Court Fees	\$384.00
Data Line Charges	\$187.84
Document Retrieval Services	\$693.70
eDiscovery Database Hosting Fee	\$1,613.94
Filing Fees	\$506.00
In House Duplication	\$11,788.50
Investigation	\$0.00
Lodging	\$14,764.26
Meals	\$3,365.12
Messenger and Courier Expense	\$176.13
On-Line Research (Lexis)	\$0.00
On-Line Research (Westlaw)	\$29,519.31
On-Line Research (Main)	\$0.00
Outside Process Server	\$193.64
Searches (UCC & Others)	\$11,684.00
Specialized Research	\$2,718.50
Telephone Charges	\$652.08
Transcript/Digesting	\$3,524.10
Travel – Air & Rail	\$24,575.12
Travel – Parking	\$207.20
Travel – Taxi & Other Modes/Miles	\$6,982.26
TOTAL	\$114,110.01

EXHIBIT E

First Interim Fee Application Summary

SUMMARY OF FIRST INTERIM FEE APPLICATION	
Name of Applicant	Gibson, Dunn & Crutcher LLP
Name of Client	Debtors and Debtors-in-Possession
Time period covered by First Interim Application	December 4, 2017 through and including February 28, 2018
Total compensation sought during the Application Period	\$4,480,992.50
Total expenses sought during the Application Period	\$114,110.01
Petition Date	December 4, 2017
Retention Date	December 4, 2017 (Order entered January 23, 2018 <i>nunc pro tunc</i> to 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 <i>attorneys</i>	\$913.11
Blended rate in the First Interim Application for all <i>timekeepers</i>	\$858.76
<i>Compensation</i> sought in the First Interim Application already <i>paid</i> pursuant to a monthly compensation order but not yet allowed	\$2,930,817.80
<i>Expenses</i> sought in the First Interim Application already <i>paid</i> pursuant to a monthly compensation order but not yet allowed	\$97,634.84
Number of professionals included in the First Interim Application	55
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	27
If applicable, difference between fees budgeted and compensation sought during the Application Period	Budget: \$5,000,000.00 Actual: \$4,480,992.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	27
Are any rates higher than those approved or disclosed at retention?	No