

**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: November 5, 2018 at 4:00 p.m. (ET)
Hearing Date: To be determined

**SUPPLEMENT TO THIRD 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 *Second Interim Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 2787] (the “**Third Interim Application**”) for the period from June 1, 2018, through August 31, 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.

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 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, or by contacting the undersigned counsel for the Debtors.

- b. The fees sought by YCS&T in the Third 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 Third Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d. The Third 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 Third Interim Application includes approximately 15.80 hours with a value of \$6,469.00 spent by YCS&T to ensure that the time entries subject to the Third 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.

Dated: October 15, 2018
Wilmington, Delaware

/s/ Sean M. Beach

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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 Tax, and Intellectual Property Litigation sections of the Firm for the prior calendar year 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 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	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	\$807	\$658	700.39
Counsel	\$488	\$439	565.00
Associate	\$406	\$396	400.86
Paralegal	\$212	\$175	274.92
Aggregated:	\$541	\$466	460.69

² 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 Tax, and Intellectual Property Litigation.

³ 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
THIRD 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	4,600.00	5.00	920.00
Norman Powell	Partner	Business Planning	1990	10,672.00	11.60	920.00
Edmon L. Morton	Partner	Bankruptcy	1999	56,700.00	75.60	750.00
Sean M. Beach	Partner	Bankruptcy	2000	129,343.50	180.90	715.00
John C. Kuffel	Partner	Bankruptcy	2009	22,880.00	47.00	475.00
Donald J. Bowman, Jr.	Counsel	Bankruptcy	2003	12,882.00	22.80	565.00
Andrew L. Magaziner	Associate	Bankruptcy	2010	371.00	0.70	530.00
Michael S. Neiburg	Associate	Bankruptcy	2006	16,095.00	29.00	555.00
Ian J. Bambrick	Associate	Bankruptcy	2010	159,518.00	339.40	470.00
Elizabeth S. Justison	Associate	Bankruptcy	2013	85.00	0.20	425.00
Shane M. Reil	Associate	Bankruptcy	2015	2,528.00	6.40	395.00
Allison Mielke	Associate	Bankruptcy	2013	396.00	1.10	360.00
Betsy L. Feldman	Associate	Bankruptcy	2017	81,900.00	273.00	300.00
Ryan D. Hart	Associate	Business Planning	2017	30.00	0.10	300.00
Malak S. Doss	Summer Associate			440.00	2.00	220.00
Maria Rodriguez	Summer Associate			44.00	0.20	220.00
Brenda Walters	Paralegal	Bankruptcy		655.50	2.30	285.00
Debbie Laskin	Paralegal	Bankruptcy		51,015.00	179.00	285.00
Michelle Smith	Paralegal	Bankruptcy		3,978.00	15.60	255.00
Karen Luongo	Paralegal	Corporate Services		3,200.00	16.00	200.00
Monica Fratticci	Paralegal	Information Technology		17.50	0.10	175.00

Patrick Foss	Paralegal	Information Technology		462.00	2.80	175.00
Totals				557,812.50	1,210.80	

EXHIBIT C

BUDGET AND STAFFING PLAN

YOUNG CONAWAY STARGATT & TAYLOR, LLP BUDGET & STAFFING PLAN

BUDGET JUNE 2018		
Project Category	Estimated Hours	Estimated Fees
Case Administration (B001)	20.00	\$10,423.20
Court Hearings (B002)	39.90	\$20,846.40
Cash Collateral/DIP Financing (B003)	13.30	\$6,948.80
Schedules & Statements, U.S. Trustee Reports (B004)	39.90	\$20,846.40
Lease/Executory Contract Issues (B005)	39.90	\$20,846.40
Use, Sale or Lease of Property (363 issues) (B006)	166.30	\$86,860.00
Claims Analysis, Objections and Resolutions (B007)	13.30	\$6,948.80
Meetings (B008)	26.60	\$13,897.60
Stay Relief Matters (B009)	13.30	\$6,948.80
Reclamation Claims and Reclamation Adversaries (B010)	6.70	\$3,474.40
Other Adversary Proceedings (B011)	66.50	\$34,744.00
Plan and Disclosure Statement (B012)	86.50	\$45,167.20
Creditor Inquiries (B013)	26.60	\$13,897.60
General Corporate Matters (B014)	20.00	\$10,423.20
Employee Matters (B015)	6.70	\$3,474.40
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	59.90	\$31,269.60
Fee Application Preparation (B018)	13.30	\$6,948.80
Travel (B019)	8.00	\$4,169.28
Utility Services (B020)	3.30	\$1,737.20
Total	670.00	\$349,872.08

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate¹
Partner	3	\$713.91
Counsel	1	\$565.00
Associate (7 or more years since first admission)	2	\$490.14
Associate (4-6 years since first admission)	1	\$360.00
Associate (less than 4 years since first admission)	2	\$300.00
Paralegal	2	\$285.00

¹The 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.

BUDGET JULY 2018		
Project Category	Estimated Hours	Estimated Fees
Case Administration (B001)	20.00	\$10,423.20
Court Hearings (B002)	39.90	\$20,846.40
Cash Collateral/DIP Financing (B003)	13.30	\$6,948.80
Schedules & Statements, U.S. Trustee Reports (B004)	39.90	\$20,846.40
Lease/Executory Contract Issues (B005)	39.90	\$20,846.40
Use, Sale or Lease of Property (363 issues) (B006)	166.30	\$86,860.00
Claims Analysis, Objections and Resolutions (B007)	13.30	\$6,948.80
Meetings (B008)	26.60	\$13,897.60
Stay Relief Matters (B009)	13.30	\$6,948.80
Reclamation Claims and Reclamation Adversaries (B010)	6.70	\$3,474.40
Other Adversary Proceedings (B011)	66.50	\$34,744.00
Plan and Disclosure Statement (B012)	86.50	\$45,167.20
Creditor Inquiries (B013)	26.60	\$13,897.60
General Corporate Matters (B014)	20.00	\$10,423.20
Employee Matters (B015)	6.70	\$3,474.40
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	59.90	\$31,269.60
Fee Application Preparation (B018)	13.30	\$6,948.80
Travel (B019)	8.00	\$4,169.28
Utility Services (B020)	3.30	\$1,737.20
Total	670.00	\$349,872.08

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate¹
Partner	3	\$713.91
Counsel	1	\$565.00
Associate (7 or more years since first admission)	2	\$490.14
Associate (4-6 years since first admission)	1	\$360.00
Associate (less than 4 years since first admission)	2	\$300.00
Paralegal	2	\$285.00

¹The 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.

BUDGET AUGUST 2018		
Project Category	Estimated Hours	Estimated Fees
Case Administration (B001)	20.00	\$10,423.20
Court Hearings (B002)	39.90	\$20,846.40
Cash Collateral/DIP Financing (B003)	13.30	\$6,948.80
Schedules & Statements, U.S. Trustee Reports (B004)	39.90	\$20,846.40
Lease/Executory Contract Issues (B005)	39.90	\$20,846.40
Use, Sale or Lease of Property (363 issues) (B006)	166.30	\$86,860.00
Claims Analysis, Objections and Resolutions (B007)	13.30	\$6,948.80
Meetings (B008)	26.60	\$13,897.60
Stay Relief Matters (B009)	13.30	\$6,948.80
Reclamation Claims and Reclamation Adversaries (B010)	6.70	\$3,474.40
Other Adversary Proceedings (B011)	66.50	\$34,744.00
Plan and Disclosure Statement (B012)	86.50	\$45,167.20
Creditor Inquiries (B013)	26.60	\$13,897.60
General Corporate Matters (B014)	20.00	\$10,423.20
Employee Matters (B015)	6.70	\$3,474.40
Asset Analysis (B016)	0.00	\$0.00
Retention of Professionals/Fee Issues (B017)	59.90	\$31,269.60
Fee Application Preparation (B018)	13.30	\$6,948.80
Travel (B019)	8.00	\$4,169.28
Utility Services (B020)	3.30	\$1,737.20
Total	670.00	\$349,872.08

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate¹
Partner	3	\$713.91
Counsel	1	\$565.00
Associate (7 or more years since first admission)	2	\$490.14
Associate (4-6 years since first admission)	1	\$360.00
Associate (less than 4 years since first admission)	2	\$300.00
Paralegal	2	\$285.00

¹The 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

SUMMARY OF COMPENSATION BY PROJECT CATEGORY		
Project Category	Hours Billed	Fees Sought(\$)
Case Administration	40.20	13,811.00
Court Hearing	69.50	35,658.50
Cash Collateral	2.20	1,359.50
Schedules & Statements, U.S. Trustee Reports	37.90	18,731.50
Lease/Executory Contract Issues	99.70	43,970.00
Use, Sale or Lease of Property	174.50	74,687.50
Claims Analysis, Objections & Resolutions	127.10	62,679.00
Meetings	17.40	9,449.50
Stay Relief Matters	3.20	1,096.00
Other Adversary Matters	128.60	69,916.50
Plan and Disclosure Statement	243.10	125,389.00
Creditor Inquiries	27.90	10,013.00
General Corporate Matters	63.70	23,719.50
Employee Matters	5.90	3,717.00
Retention of Professionals/ Fee Issues	137.40	51,853.00
Fee Application Preparation	15.80	6,469.00
Utility Services	16.30	5,179.00
Case Budgeting	0.40	114.00
Totals	1,210.80	557,812.50

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY (\$)	
Category	Amount
Reproduction	2,514.80
Federal Express	437.52
Filing Fee	4,163.00
Court Reporter	455.80
Deposition Transcript	163.35
Delivery/Courier	182.50
Car/Bus/Subway Travel	99.50
Working Meals	311.00
Teleconference	195.83
Postage	1.21
Secretary of State	607.50
Computerized Legal Research	494.32
Docket Retrieval/Search	359.80
Certified Documents	779.50
Total	10,765.63

EXHIBIT E

THIRD INTERIM APPLICATION SUMMARY

SUMMARY OF THIRD INTERIM APPLICATION	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by Second Interim Application	June 1, 2018 through August 31, 2018
Total compensation sought during the Application Period	\$557,812.50
Total expenses sought during the Application Period	\$10,765.63
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	\$1,605,197.00
Total expenses approved by interim order to date	\$68,788.30
Total allowed compensation paid to date	\$2,965,101.50
Total allowed expenses paid to date	\$166,564.94
Blended rate in the Third Interim Application for all attorneys	\$500.99
Blended rate in the Third Interim Application for all timekeepers	\$460.69
Compensation sought in the Third Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$446,250.00
Expenses sought in the Third Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$10,765.63
Number of professionals included in the Third Interim Application	22
If applicable, number of professionals in the Third 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: \$1,050,000.00 Amt. Sought: \$557,812.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	12
Are any rates higher than those approved or disclosed at retention?	No