

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

<hr style="border: 0.5px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 40%;"><p>In re:</p><p>WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i><sup>1</sup></p><p style="text-align: center;">Debtors.</p></div><div style="width: 5%; text-align: center;">:</div><div style="width: 55%;"><p>: Chapter 11</p><p>: Case No. 17-12560 (KJC)</p><p>: </p><p>: Jointly Administered</p><p>: </p><p>: <b>Obj. Deadline: November 14, 2018 at 4:00 p.m. (ET)</b></p><p>: <b>Hearing Date: To be determined</b></p><p>: </p></div></div> <hr style="border: 0.5px solid black;"/>	
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**SUPPLEMENT TO THIRD INTERIM FEE  
APPLICATION OF VENABLE LLP**

Venable LLP (“Venable”), counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), hereby supplements the *Third Interim Fee Application of Venable LLP as Counsel to the Unitholders’ Committee* [Dkt. No. 2874] (the “Third Interim Application”) for the period 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, 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.

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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 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

- b. The fees sought by Venable in the Third 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 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 5.0 hours with a value of \$3,825.00 spent by Venable 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 Venable's preparation of each monthly fee application.

Dated: October 24, 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 <sup>2</sup>	Billed Firm-wide for preceding calendar year <sup>3</sup>	Billed This Application
Partner	\$741.37	\$739.80	\$990.67
Counsel	\$627.33	\$629.38	\$695.00
Associate	\$476.00	\$480.00	\$646.49
Paralegal	\$287.50	\$278.75	\$222.38

<sup>2</sup> 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.

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

**EXHIBIT B**

SUMMARY OF TIMEKEEPERS INCLUDED IN THE  
THIRD INTERIM APPLICATION

**TIMEKEEPER RATES AND HOURS**

<b>Timekeeper</b>	<b>Position</b>	<b>Practice Group</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
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	112.60	\$140,187.00
Jeffrey S. Sabin	Partner		\$622.50	6.80	\$4,233.00
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	42.80	\$35,738.00
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	86.00	\$65,790.00
Brian J. O'Connor	Partner	Tax and Wealth Planning. Joined the firm as an associate in 1996. Member of the Virginia bar since 1991. Member of the Maryland bar since 1998. Member of the District of Columbia bar since 2005.	\$980.00	6.00	\$5,880.00
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	37.60	\$26,132.00
Daniel A. O'Brien	Associate	Bankruptcy and Creditors' Rights. Joined	\$650.00	73.10	\$47,515.00

		the firm as an associate in 2014. Member of the Delaware bar since 2006.			
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	0.50	\$257.50
Elizabeth F. Stieff	Associate	Tax and Wealth Planning. Joined the firm as an associate in 2017. Member of the New York and Maryland bars since 2011.	\$595.00	3.70	\$2,201.50
Liana Shaw	Paralegal	Joined the firm as a paralegal in 2013.	\$225.00	14.70	\$3,307.50
<b>GRAND TOTAL:</b>				<b>383.80</b>	<b>\$331,241.50</b>
<b>BLENDED RATE:</b>			<b>\$863.06</b>		



**EXHIBIT C**

BUDGET AND STAFFING PLAN OF  
VENABLE LLP

**BUDGET FOR JUNE 1, 2018 THROUGH AUGUST 31, 2018**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
(WB01) Unitholder classification issues	0	\$0
(WB02) Substantive consolidation issues	1.30	\$994.50
(WB05) Communications with Debtors/advisors/trustee	5.00	\$4,126.00
(WB06) Plan formulation consultation and analysis	218.90	\$216,840.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	10.40	\$8,665.50
(WB08) Other services	18.0	\$12,610.00
(WB09) Non-working travel time	6.80	\$4,233.00
(WB10) Communications with Unitholders	41.10	\$33,566.50
(WB11) Retention and fee applications	75.60	\$45,031.50
(WB12) Hearing attendance	6.00	\$4,590.00
(WB13) Communications with other committees/advisors	3.50	\$4,343.00
<b>TOTAL:</b>	<b>386.6</b>	<b>\$335,000.00</b>

**STAFFING PLAN**

<b>Category of Timekeeper</b>	<b><u>Timekeepers Budgeted for Fee Period</u></b>	<b><u>Average Rate</u></b>
Partner	4	\$956.25
Counsel	1	\$695.00
Associates	3	\$586.67
Paralegal	1	\$225.00

**EXHIBIT D**

SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT

**SUMMARY OF COMPENSATION BY CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
(WB01) Unitholder classification issues	0	\$0
(WB02) Substantive consolidation issues	1.30	\$994.50
(WB05) Communications with Debtors/advisors/trustee	5.0	\$4,126.00
(WB06) Plan formulation consultation and analysis	218.90	\$216,840.00
(WB07) Investigate conduct, assets, liabilities, financial conditions, business operations and case content	10.40	\$8,665.50
(WB08) Other services	18.0	\$12,610.00
(WB09) Non-working travel time	6.80	\$4,233.00
(WB10) Communications with Unitholders	41.10	\$33,566.50
(WB11) Retention and fee applications	75.60	\$45,031.50
(WB12) Hearing attendance	6.0	\$4,590.00
(WB13) Communications with other committees/advisors	0.7	\$584.50
<b>TOTAL:</b>	<b>383.8</b>	<b>\$331,241.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses (\$)</b>
Commercial Messenger/Delivery Service	\$42.34
Legal Research/Lexis	\$0
Legal Research/Westlaw	\$0
Local Travel	\$0
Luncheon/Dinner conference	\$604.09
Conferencing Services	\$37.00
Other:	\$0
Travel Expenses	\$1,411.18
External Reproduction	\$0
Travel Reimbursement	(\$253.00)
<b>TOTAL:</b>	<b>\$1,841.61</b>

**EXHIBIT E**

**THIRD INTERIM APPLICATION SUMMARY**

**SUMMARY OF THIRD INTERIM APPLICATION**

Name of Applicant	Venable LLP
Name of Client	Official Ad Hoc Committee of Unitholders
Time Period Covered in Third Interim Application	June 1, 2018 through August 31, 2018
Total Compensation Sought in Application Period	\$331,241.50
Total Expenses Sought in Application Period	\$1,841.61
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	\$728,799.00
Total Expenses Approved by Interim Order to Date	\$25,901.57
Total Expenses Paid to Date	\$52,207.95
Blended Rate in Third Interim Application for all Attorneys	\$888.47
Blended Rate in Third Interim Application for all Timekeepers	\$863.06
Compensation sought for Third Interim Application Paid Pursuant to Monthly Compensation Order, not yet allowed	\$223,741.00
Expenses sought for Third Interim Application Already Paid pursuant to a monthly compensation order but not yet allowed	\$1,401.16
Number of Professionals included in the Third Interim Application	9
If applicable, Number of Professionals in Third Interim Application not included in Staffing Plan	0
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$335,000.00 Amt. Sought: \$331,241.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	4
Are any rates higher than those approved or disclosed at retention?	No

**CERTIFICATE OF SERVICE**

I, Jamie L. Edmonson, hereby certify that on the 24<sup>th</sup> day of October, 2018, a true and correct copy of the *Supplement to the Third Interim Fee Request of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for the Period From June 1, 2018 Through August 31, 2018* was served on the attached services list via First Class U.S. Mail.

/s/ Jamie L. Edmonson, Esq.  
Jamie L. Edmonson (No. 4247)



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