

**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: February 4, 2019 at 4:00 p.m. (ET)
Hearing Date: To be determined

**SUPPLEMENT TO FOURTH 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 *Fourth Interim Fee Application of Young Conaway Stargatt & Taylor, LLP* [Docket No. 3307] (the “**Fourth Interim Application**”) for the period from September 1, 2018, through November 30, 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 Fourth 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 Fourth Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d. The Fourth 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 Fourth Interim Application includes approximately 11.00 hours with a value of \$3,917.50 spent by YCS&T to ensure that the time entries subject to the Fourth 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: January 14, 2019
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	720.65
Counsel	\$488	\$439	565.00
Associate	\$406	\$396	413.79
Paralegal	\$212	\$175	283.19
Aggregated:	\$541	\$466	426.22

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
FOURTH 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 (\$)
Norman Powell	Partner	Business Planning	1990	2,760.00	3.00	920.00
Edmon L. Morton	Partner	Bankruptcy	1999	20,100.00	26.80	750.00
Sean M. Beach	Partner	Bankruptcy	2000	67,996.50	95.10	715.00
Vincent Thomas	Partner	Business Planning	2005	6,175.00	9.50	650.00
John C. Kuffel	Partner	Bankruptcy	2009	400.00	0.80	475.00
Donald J. Bowman, Jr.	Counsel	Bankruptcy	2003	6,554.00	11.60	565.00
Michael S. Neiburg	Associate	Bankruptcy	2006	35,908.50	64.70	555.00
Justin H. Rucki	Associate	Bankruptcy	2009	106.00	0.20	530.00
Ian J. Bambrick	Associate	Bankruptcy	2010	132,681.00	282.30	470.00
Allurie Kephart	Associate	Business Planning	2012	46.00	0.10	460.00
Tara Pakrouh	Associate	Bankruptcy	2015	324.00	0.90	360.00
Betsy L. Feldman	Associate	Bankruptcy	2017	59,670.00	198.90	300.00
Jordan Sazant	Associate	Bankruptcy	2017	480.00	1.60	300.00
Matthew Milana	Associate	Bankruptcy		4,070.00	14.80	300.00
Ryan Hart	Associate	Business Planning		300.00	1.00	220.00
Brenda Walters	Paralegal	Bankruptcy		370.50	1.30	285.00
Debbie Laskin	Paralegal	Bankruptcy		66,747.00	234.20	285.00
Michelle Smith	Paralegal	Bankruptcy		178.50	0.70	255.00
Troy Bollman	Paralegal	Bankruptcy		204.00	0.80	255.00
Karen Luongo	Paralegal	Corporate Services		60.00	0.30	200.00
Monica Fratticci	Paralegal	Information Technology		350.00	2.00	175.00

Patrick Foss	Paralegal	Information Technology		198.00	1.20	175.00
Totals				405,679.00	951.80	

EXHIBIT C

BUDGET AND STAFFING PLAN

YOUNG CONAWAY STARGATT & TAYLOR, LLP BUDGET & STAFFING PLAN

BUDGET SEPTEMBER 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	\$86,987.92
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	\$350,000.00

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 OCTOBER 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	\$86,987.92
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	\$350,000.00

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 NOVEMBER 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	\$86,987.92
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	\$350,000.00

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	25.40	8,708.50
Court Hearing	63.40	29,493.50
Cash Collateral	5.20	2,192.00
Schedules & Statements, U.S. Trustee Reports	51.40	20,512.00
Lease/Executory Contract Issues	25.20	10,322.50
Use, Sale or Lease of Property	131.00	45,486.00
Claims Analysis, Objections & Resolutions	79.10	29,046.00
Meetings	1.30	560.00
Other Adversary Matters	245.80	108,857.50
Plan and Disclosure Statement	187.10	100,742.00
Creditor Inquiries	12.60	5,318.50
General Corporate Matters	11.30	4,108.00
Employee Matters	1.50	673.50
Retention of Professionals/ Fee Issues	98.60	35,103.50
Fee Application Preparation	11.00	3,917.50
Utility Services	1.90	638.00
Totals	951.80	405,679.00

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY (\$)	
Category	Amount
Reproduction	2,538.70
Federal Express	357.71
Filing Fee	11,568.00
Court Reporter	350.90
Deposition Transcript	899.00
Delivery/Courier	488.00
Car/Bus/Subway Travel	106.00
Working Meals	1,340.74
Ext. Vendor Staff	83.75
AP Outside Scanning	17.10
Teleconference	90.71
Postage	138.54
Secretary of State	50.00
Staff Overtime	37.61
Computerized Legal Research	1,705.09
Docket Retrieval/Search	343.40
Certified Documents	946.00
Total	21,061.25

EXHIBIT E

FOURTH INTERIM APPLICATION SUMMARY

SUMMARY OF FOURTH INTERIM APPLICATION	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by Fourth Interim Application	September 1, 2018 through November 30, 2018
Total compensation sought during the Application Period	\$405,679.00
Total expenses sought during the Application Period	\$21,061.25
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	\$2,747,265.00
Total expenses approved by interim order to date	\$155,799.31
Total allowed compensation paid to date	\$3,071,808.20
Total allowed expenses paid to date	\$187,626.19
Blended rate in the Fourth Interim Application for all attorneys	\$474.59
Blended rate in the Fourth Interim Application for all timekeepers	\$426.22
Compensation sought in the Fourth Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$324,543.20
Expenses sought in the Fourth Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$21,061.25
Number of professionals included in the Fourth Interim Application	22
If applicable, number of professionals in the Fourth 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: \$405,679.00
Number of professionals billing fewer than 15 hours to the case during the Application Period	16
Are any rates higher than those approved or disclosed at retention?	No