

**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 SECOND INTERIM FEE APPLICATION OF
GLASER WEIL FINK HOWARD AVCHEN & SHAPIRO LLP**

Glaser Weil Fink Howard Avchen & Shapiro LLP (“**GW**” or the “**Firm**”), real estate counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby supplements the *Second Interim Fee Application of Glaser Weil Fink Howard Avchen & Shapiro LLP* [Docket No. 3307] (the “**Second 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, GW respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, GW 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 GW in the Second Interim Application are not more than the fees budgeted pursuant to the original budget provided by GW to the Debtors.
- c. The professionals included in the Second Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d. The Second 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 Second Interim Application includes approximately 17.20 hours with a value of \$10,234.00 spent by GW to ensure that the time entries subject to the Second 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 GW's preparation of each monthly fee application.
- f. The Second Interim Application does not include any rate increases.

Dated: January __, 2019
Wilmington, Delaware

/s/ Carolyn C. Jordan
GLASER WEIL FINK HOWARD AVCHEN &
SHAPIRO, LLP
Carolyn C. Jordan (CA Bar No. 125685)
10250 Constellation Boulevard, 19th Floor
Los Angeles, CA 90067
Tel: (310) 553-3000
Fax: (310) 5536-2920

*Real Estate Counsel for the Debtors and
Debtors in Possession*

EXHIBIT A

**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Glaser Weil's current standard hourly rates for attorneys range from \$325.00 to \$1,250.00, and Glaser Weil's hourly rate for paraprofessionals range from \$165.00 to \$340.00. Glaser Weil has agreed that the Firm will bill its attorneys' fees at a blended hourly rate of \$595.00 for attorneys (not including paraprofessionals and law clerks), such that Glaser Weil will receive, calculated in the aggregate for the entirety of the Chapter 11 Cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended hourly rate of \$595.00.² Glaser Weil will provide the aggregate blended hourly rate for the entirety of the Chapter 11 Cases in its final fee application.

| Category of Timekeeper | Hours | Amount Billed at Standard Rates | Blended Hourly Rate Billed This Application |
|-------------------------------|---------------|---|--|
| Partners | 577.70 | \$419,586.50 | \$343,731.50 |
| Associates | 88.10 | \$41,065.00 | \$52,419.50 |
| Paralegals | 29.10 | \$10,330.50 | \$10,330.50 |
| Totals | 694.90 | \$470,982.00 | \$406,481.50 |
| | | Actual Partner and Associate Blended Rate: | \$677.77 |
| | | Billed Blended Rate for Attorneys: | \$595.00 |
| | | Paralegals Billed at Standard Rate: | \$355.00 |

² For example, (i) if, at the conclusion of the representation, the GW's actual billed hourly rates for attorneys result in a blended rate of \$625.00 per hour for the Cases, GW will reduce such blended hourly rate for attorneys to \$595.00, and (ii) if GW's actual billed hourly rates for attorneys result in a blended rate of \$575.00 per hour for the Cases, GW will receive that hourly rate.

EXHIBIT B

**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
SECOND 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 (\$) |
|---|--------------|-----------------------|--------------------------------|---|---|--|
| Peter M. Weil | Partner | Real Estate | 1974 | 21,054.00 | 24.20 | 870.00 |
| Carolyn C. Jordan | Partner | Real Estate | 1986 | 45,240.00 | 58.00 | 780.00 |
| Brett J. Cohen | Partner | Real Estate | 1985 | 43,368.00 | 55.60 | 780.00 |
| Saul Breskal | Partner | Real Estate | 1985 | 141,570.00 | 181.50 | 780.00 |
| Peter Slevin | Partner | Real Estate | 2003 | 7,275.00 | 9.70 | 750.00 |
| Craig H. Marcus | Partner | Real Estate | 1991 | 31,500.00 | 42.00 | 750.00 |
| David Tabibian | Partner | Real Estate | 2007 | 125,687.50 | 201.10 | 625.00 |
| Clare Bronowski | Partner | Land Use | 1983 | 3,892.00 | 5.60 | 695.00 |
| Stewart Hayes | Associate | Real Estate/Corporate | 2014 | 37,335.00 | 78.60 | 475.00 |
| Spencer Kallick | Associate | Land Use | 2012 | 2,295.00 | 5.40 | 425.00 |
| Edward Schloss | Associate | Real Estate/Corporate | 2016 | 1,435.00 | 4.10 | 350.00 |
| Tigran Samvelyan | Paralegal | Real Estate | N/A | 10,330.50 | 29.10 | 355.00 |
| Actual Totals | | | | 470,982.00 | 694.90 | 677.77 |
| Blended Rate for Attorneys | | | | 396,151.00 | 665.80 | 595.00 |
| Actual Rate for Paraprofessionals | | | | 10,330.50 | 29.10 | 355 |
| Total Utilizing Blended Rate for Attorneys Plus Paraprofessional Actual Rate | | | | 406,481.50 | 694.90 | |

EXHIBIT C

BUDGET AND STAFFING PLAN

Approximate Monthly Estimate of Legal Fees: \$100,000

EXHIBIT D

SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT

| SUMMARY OF COMPENSATION BY PROJECT CATEGORY | | |
|--|---------------|------------------------|
| Project Category | Hours | Fees Sought(\$) |
| Asset Analysis and Recover (0001) | 9.20 | \$5,474.00 |
| Case Administration (0005) | 2.10 | \$1,249.50 |
| Employment and Fee Applications (0010) | 17.20 | \$10,234.00 |
| Real Estate Matters (Not Disposition) (0017) | 242.00 | \$137,006.00 |
| Use, Sale, and Lease of Assets (Other than Real Property Dispositions) (0021) | 1.30 | \$773.50 |
| Real Property Dispositions (0024) | 423.10 | 251,744.50 |
| Totals (at Blended Rate) | 694.90 | \$406,481.50 |

| SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY (\$) | |
|--|-----------------|
| Category | Amount |
| Document Scanning | 60.10 |
| Photocopies | 29.10 |
| Document Reproduction | 598.90 |
| Color printing | 1,127.20 |
| First Legal Vendor | 269.29 |
| Word Processing | 78.75 |
| Research Services | 300.00 |
| Federal Express | 21.25 |
| Total | 2,484.59 |

EXHIBIT E

SECOND INTERIM APPLICATION SUMMARY

| SUMMARY OF SECOND INTERIM APPLICATION | |
|---|--|
| Name of Applicant | Glaser Weil Fink Howard Avchen & Shapiro, LLP |
| Name of Client | Debtors |
| Time period covered by Second Interim Application | September 1, 2018 through November 30, 2018 |
| Total compensation sought during the Application Period | \$406,481.50 |
| Total expenses sought during the Application Period | \$2,484.59 |
| Petition Date | December 4, 2017 |
| Retention Date | March 22, 2018 |
| Date of order approving employment | May 9, 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 Second Interim Application for all attorneys | \$595.00 |
| Blended rate in the Second Interim Application for all timekeepers | \$595.00; plus actual rate for paraprofessionals (\$355.00) |
| Compensation sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed | \$325,185.20 |
| Expenses sought in the Second Interim Application already paid pursuant to a monthly compensation order but not yet allowed | \$2,484.59 |
| Number of professionals included in the Second Interim Application | 12 |
| If applicable, number of professionals in the Second 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: \$100,000.00\Month Amt. Sought: \$406,481.50 |
| 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 |