

**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)

Hearing Date: January 10, 2018, at 10:00 a.m. (ET)

Obj. Deadline: January 3, 2018, at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND PAYMENT OF
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") hereby move the Court (this "Motion") for the entry of an order (the "Proposed Order"), substantially in the form annexed hereto as Exhibit A, pursuant to sections 105, 327, 328, 330, and 331 of title 11 of the United States Code, §§ 101-1532 (the "Bankruptcy Code"), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), authorizing the Debtors to employ and pay professionals used in the ordinary course of business pursuant to the procedures and limitations proposed herein. In support of this Motion, the Debtors respectfully represent as follows:

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 14225 Ventura Boulevard #100, 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 proposed undersigned counsel for the Debtors.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105, 327, 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rule 2014-1.

BACKGROUND

A. General Background

2. On December 4, 2017 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. These chapter 11 cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

3. On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code.

4. Information regarding the Debtors’ history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of

the Chapter 11 Cases can be found in the *Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration"), [Docket No. 12], filed on the Petition Date.²

B. Ordinary Course Professionals

5. The Debtors employ various attorneys, appraisers, and accountants in the ordinary course of their business (each an "Ordinary Course Professional" and collectively, the "Ordinary Course Professionals") in a variety of matters unrelated to the conduct of the Chapter 11 Cases. A nonexclusive list of the Debtors' current Ordinary Course Professionals (the "OCP List") is set forth on Schedules 1 and 2 to the Proposed Order. The Debtors reserve the right to supplement the OCP List as necessary in the course of the Chapter 11 Cases, subject to the procedures set forth herein.

6. The Ordinary Course Professionals have background knowledge, expertise, and familiarity with the Debtors and their business operations, and the Debtors believe that the continued employment and compensation of the Ordinary Course Professionals is in the best interests of the Debtors' estates, their creditors, and other parties in interest. The Debtors submit that it would be impractical and inefficient for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional in light of (a) the number of Ordinary Course Professionals, (b) the costs associated with the preparation of employment applications and monthly fee application process, and (c) the relatively modest fees the Debtors expect to pay to the Ordinary Course Professionals during the course of the Chapter 11 Cases.

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the First Day Declaration.

RELIEF REQUESTED

7. By this Motion, the Debtors seek entry of the Proposed Order authorizing the Debtors to employ and compensate the Ordinary Course Professionals listed on the OCP List in accordance with the OCP Procedures, without the need for each Ordinary Course Professional to file a formal application for retention and compensation pursuant to sections 327, 328, and 330 of the Bankruptcy Code.

THE PROPOSED OCP PROCEDURES

8. The Debtors request that the Court approve the following procedures for the retention and payment of the Ordinary Course Professionals (the "OCP Procedures"):

(a) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements requested by each Ordinary Course Professional pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided, however, that subject to further order of this Court, fees paid to the Ordinary Course Professionals, excluding costs and disbursements, may not exceed \$25,000 per month per each Ordinary Course Professional listed on Schedule 1 to the Proposed Order, or \$45,000 per month per each Ordinary Course Professional listed on Schedule 2 to the Proposed Order, as calculated as an average over a rolling three-month period while the Chapter 11 Cases are pending (the "OCP Cap").

(b) Each Ordinary Course Professional on the OCP List that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-1 (the "Attorney OCP Declaration") and each Ordinary Course Professional on the OCP List that is a non-attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-2 (the "Professional OCP Declaration" together with the Attorney Declaration, a "Declaration of Disinterestedness"). Each Ordinary Course Professional shall file and serve, at least 14 calendar days prior to submitting an invoice to the Debtors, a Declaration of Disinterestedness upon: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Larry Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) proposed counsel for any official

committee appointed in the Chapter 11 Cases; and (v) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq. (collectively, the “Notice Parties”).

(c) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.

(d) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.

(e) Within thirty (30) calendar days after the end of, and with respect to, each three (3) month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during such period. Each Ordinary Course Professional’s statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.

(f) Each Ordinary Course Professional who exceeds the OCP Cap shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

(g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is

filed with the Court and served on the Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

BASIS FOR RELIEF

9. The Debtors represent that (a) the retention of the Ordinary Course Professionals is necessary for the day-to-day operations of the Debtors' businesses, (b) expenses for the Ordinary Course Professionals will be monitored, and (c) the Ordinary Course Professionals will not perform substantial services related to the administration of the Chapter 11 Cases without filing an application with the Court for separate retention as a non-ordinary course professional.

10. Section 327(a) of the Bankruptcy Code requires a debtor to obtain court approval to retain and employ a "professional" to assist the debtor in the conduct of its chapter 11 case. *See* 11 U.S.C. § 327(a). According to the prevailing case law in this district, the following factors are used to determine whether an entity is a "professional" within the meaning of section 327(a):

- (a) whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's reorganization;
- (b) whether the entity is involved in negotiating the terms of a plan of reorganization;
- (c) whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- (d) whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;
- (e) the extent of the entity's involvement in the administration of the debtor's estate; and
- (f) whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

See, e.g., In re Am. Tissue, Inc., 331 B.R. 169, 173 (Bankr. D. Del. 2005); *In re First Merchants Acceptance Corp.*, No. 97-1500 (JJF), 1997 WL 873551, at *2 (D. Del. Dec. 15, 1997) (defining “professionals” within the meaning of section 327 as those whose “occupations . . . play a central role in the administration of the debtor proceeding, and not those occupations which are [merely] involved in the day-to-day mechanics of the debtor’s business.”). These factors must be considered in the totality of the circumstances; none of the factors alone is dispositive. *See In re First Merchants*, 1997 WL 873551, at *3.

11. Considering all of these factors, the Debtors believe that the Ordinary Course Professionals are not “professionals,” whose retention must be approved by the Court, within the meaning of section 327(a) of the Bankruptcy Code. In particular, the Ordinary Course Professionals will not be involved in the administration of the Chapter 11 Cases, but instead will provide services in connection with the Debtors’ ongoing business operations that are ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this Motion to avoid any subsequent controversy as to the Debtors’ employment and payment of the Ordinary Course Professionals during the Chapter 11 Cases. The Debtors will seek specific authority from the Court under section 327 of the Bankruptcy Code to retain any professionals involved in the conduct of the Chapter 11 Cases.

12. The Debtors and their estates will be well served by the continued retention of the Ordinary Course Professionals because of their prior relationships with the Debtors and their understanding of the Debtors’ operations and the matters for which they were previously retained. Moreover, in light of the substantial number of Ordinary Course Professionals and the significant costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient,

and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional. The time delay attendant to such a process would also be potentially disruptive to the professional services that are required for the day-to-day operation of the Debtors' business. Therefore, the Debtors submit that it is in the best interests of all creditors and other parties in interest to avoid any disruption in the services provided by the Ordinary Course Professionals.

13. Although some of the Ordinary Course Professionals may hold unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest. Moreover, the OCP Procedures require each Ordinary Course Professional to file a Declaration of Disinterestedness to be eligible for compensation.

NOTICE

14. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) counsel for the DIP lender; (iii) counsel to the Committee; and (iv) all parties who have requested notice in the Chapter 11 Cases pursuant to Local Rule 2002-1. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: December 20, 2017
Wilmington, Delaware

/s/ Ian J. Bambrick

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Allison S. Mielke (No. 5934)
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GIBSON, DUNN & CRUTCHER LLP

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J. Eric Wise (NY No. 3000957)
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Fax: (212) 351-4035

Proposed Counsel to the Debtors and Debtors in Possession

**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)

Hearing Date: January 10, 2018 at 10:00 a.m. (ET)

Objection Deadline: January 3, 2018 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) PROPOSED COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) have filed the attached *Debtors’ Motion for Entry of an Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed on or before **January 3, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any response or objection upon the proposed undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **JANUARY 10, 2018 AT 10:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

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PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: Wilmington, Delaware
December 20, 2017

/s/ Allison S. Mielke

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

PROPOSED ORDER

**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)

Ref. Docket No. ____

**ORDER AUTHORIZING THE EMPLOYMENT AND PAYMENT OF
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the *Debtors' Motion for Entry of an Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and this Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or

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² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing on the Motion and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to retain and pay the professionals identified on the OCP List annexed hereto as Schedules 1 and 2 (each an “Ordinary Course Professional” and collectively, the “Ordinary Course Professionals”) in the ordinary course of business pursuant to the following procedures (the “OCP Procedures”):

(a) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements requested by each Ordinary Course Professional pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided, however, that subject to further order of this Court, fees paid to the Ordinary Course Professionals, excluding costs and disbursements, may not exceed \$25,000 per month per each Ordinary Course Professional listed on Schedule 1 to the Proposed Order, or \$45,000 per month per each Ordinary Course Professional listed on Schedule 2 to the Proposed Order, as calculated as an average over a rolling three-month period while the Chapter 11 Cases are pending (the “OCP Cap”).

(b) Each Ordinary Course Professional on the OCP List that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-1 (the “Attorney OCP Declaration”) and each Ordinary Course Professional on the OCP List that is a non-attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-2 (the “Professional OCP Declaration” together with the Attorney Declaration, a “Declaration of Disinterestedness”). Each Ordinary Course Professional shall file and serve, at least 14 calendar days prior to submitting an invoice to the Debtors, a Declaration of Disinterestedness upon: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Larry

Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) proposed counsel for any official committee of unsecured creditors appointed in the Chapter 11 Cases; and (v) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq. (collectively, the “Notice Parties”).

(c) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of this Court.

(d) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.

(e) Within thirty (30) calendar days after the end of, and with respect to, each full three (3) month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with this Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during such period. Each Ordinary Course Professional’s statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.

(f) Each attorney Ordinary Course Professional who exceeds the OCP Cap shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and

applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court.

(g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is filed with this Court and served on the Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors shall file the amended or supplemental OCP List with this Court and serve such list on the Notice Parties. Interested parties shall have fourteen (14) days to object to any amended or supplemental OCP List. Each additional Ordinary Course Professional listed in the OCP List shall serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional Declaration of Disinterestedness, then retention of such Ordinary Course Professionals shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or Lien against the Debtors or their estates; (b) a waiver of the Debtors' right to dispute any claim or Lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (d) an admission of the priority status of any claim, whether under section 503(b)(9) of the Bankruptcy Code or otherwise; (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any

amounts owed or paid; or (f) an authorization to pay any pre-petition claim of an Ordinary Course Professional.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

6. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. Notwithstanding anything else herein, nothing in this Order shall prevent the U.S. Trustee from seeking a determination from this Court requiring an Ordinary Course Professional to file a separate retention application under sections 327(a) or 327(e) of the Bankruptcy Code.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

ORDINARY COURSE PROFESSIONALS

Woodbridge Group of Companies, LLC
Ordinary Course Professionals

Schedule 1

\$25,000 Per Month

Name	Type of Service Provided
ADELMAN APPRAISALS, INC.	Real Estate Appraisal Services
ARMSTRONG TEASDALE LLP	State and SEC Attorney Work
BLANKINGSHIP KEITH, P.C.	Real Estate Law
BRENTWOOD PROPERTY APPRAISAL, INC.	Real Estate Appraisal Services
CAMPANELLA REALTY & CONSULTING	Real Estate Appraisal Services
COLLIERS INT'L VALUATION & ADVISORY SVCS	Real Estate Appraisal Services
COUNCIL, BARADEL, KOSMERI & NOLAN, P.A.	General Business Lawyers
EAST COAST APPRAISAL SERVICE	Real Estate Appraisal Services
EDWARD K CROWE & ASSOCIATES LLC	General Business Lawyers
ELI AKIBA	Real Estate Appraisal Services
ELKINS KALT WEINTRAUB REUBEN GARTSIDE LLP	General Business Lawyers
EMANUEL GUELLA	Real Estate Appraisal Services
ERVIN COHEN & JESSUP LLP	General Business Lawyers
FOX ROTHSCHILD LLP	General Business Lawyers
GAR ASSOCIATES LLC	Real Estate Appraisal Services
HAHN LOESER & PARKS LLP	General Business Lawyers
J.T. NAMIE & ASSOCIATES	Real Estate Appraisal Services
JERRY FRIEDMAN, APC	Malpractice Action and Cross-Complaint Pertaining to Haight Brown
KRAMER LEVIN NAFTALIS & FRANKEL LLP	General Business Lawyers
LANE POWELL	Attorneys for Oregon Securities Matters
LARRY S JONES REAL ESTATE, INC.	Real Estate Appraisal Services
LARRY WEINSTEIN	Real Estate Appraisal Services
LAUENSTEIN & ASSOCIATES	Real Estate Appraisal Services
LAW OFFICE OF DAVID E. MILLER, LLC	General Business Lawyers
LAW OFFICES OF GIVENS PURSLEY	Attorney for Idaho Matters
LOCKE, LORD, BISSELL & LIDDELL, LLP Total	Taxes and Audit Work
MCCORRISTON MILLER MUKAI MACKINNON LLP	General Business Lawyers
MILLER AND ASSOCIATES	Real Estate Appraisal Services
MILLER CANFIELD	Attorneys for Michigan Securities Matters
MOLLIKA APPRAISAL COMPANY	Real Estate Appraisal Services
NORMAN, HANSON & DETROY, LLC	General Business Lawyers
NOVACK BURNBAUM CRYSTAL LLP	General Business Lawyers
OLSHAN FROME WOLOSKY LLP	General Business Lawyers
RAMEL SHORTE	Real Estate Appraisal Services
RITTENHOUSE REALTY ADVISORS	Real Estate Appraisal Services
ROGERS & TAYLOR APPRAISERS, INC.	Real Estate Appraisal Services

Ordinary Course Professionals

Schedule 1

\$25,000 Per Month

Name	Type of Service Provided
SNELL & WILMER	Attorneys for Arizona Securities Matters
STEPHENSON FOURNIER	General Business Lawyers
WOODEN LAUGHLIN	Foreclosure and real estate transactions
WRIGHT REALTY CO	Real Estate Appraisal Services
WYRICK ROBBINS	Attorneys for N/S Carolina & Misc. Securities Matters

SCHEDULE 2

ORDINARY COURSE PROFESSIONALS

EXHIBIT B-1

FORM OF ATTORNEY OCP DECLARATION

**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)

**DECLARATION OF DISINTERESTEDNESS BY
ATTORNEY USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the “Firm”).
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed legal services in the past, may currently perform legal services, and may perform legal services in the future, in matters unrelated to the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform legal services for any such person in connection

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 14225 Ventura Boulevard #100, 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 proposed undersigned counsel for the Debtors.

with the Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtors owe the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its

employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: _____

[DECLARANT]

EXHIBIT B-2

FORM OF PROFESSIONAL OCP DECLARATION

**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)

**DECLARATION OF DISINTERESTEDNESS BY
PROFESSIONAL USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the “Firm”).
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have requested that the Firm provide [specific description of services] to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform services for any such person in connection with the

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 14225 Ventura Boulevard #100, 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 proposed undersigned counsel for the Debtors.

Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Firm is either not owed any amounts for prepetition services or the Firm has agreed to waive any amounts owed on account of services rendered and expenses incurred prior to the commencement of the Chapter 11 Cases in connection with the Firm's employment by the Debtors.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: _____

[DECLARANT]