

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

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)

**DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 105(a), FED. R. BANKR. P. 2002,  
9007, AND 9036, AND LOCAL RULES 2002-1 AND 5005-4 FOR ENTRY OF AN ORDER  
APPROVING THE FORM AND MANNER OF ELECTRONIC NOTICING  
PROCEDURES IN THE DEBTORS' CHAPTER 11 CASES**

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 entry of an order, substantially in the form attached hereto as Exhibit A (the "Proposed Order"), pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 2002,9007, and 9036 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2002-1 and 5005-4 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), approving the form and manner of electronic noticing procedures, set forth below, to be utilized throughout the course of the Debtors' chapter 11 cases (the "Chapter 11 Cases"). In support of this Motion, the Debtors rely upon and incorporate by

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

reference the *Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration") [D.I. 12].<sup>2</sup> In further support of this Motion, the Debtors respectfully represent as follows:

**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-l(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 in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105(a) of the Bankruptcy Code, Bankruptcy Rules 2002, 9007, and 9036, and Local Rules 2002-1 and 5005-4.

**BACKGROUND**

2. On December 4, 2017 (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

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

3. On December 5, 2017, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order approving of the joint administration of the Chapter 11 Cases [D.I. 45]. No trustee or examiner has been appointed.

4. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 79].

5. Additional 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 First Day Declaration.

### **NOTICE PROCEDURES**

6. As set forth in the First Day Declaration, the Debtors are part of the Woodbridge Group Enterprise, a comprehensive real estate and development company whose principal business comprises buying, improving, and selling luxury homes. Prior to the Petition Date, the Debtors engaged in retail fundraising activities related to the real estate development business, raising money from thousands of retail investors. In connection with these fundraising activities, the Debtors estimate that they have approximately 8,250 creditors—comprised of approximately 7,000 Noteholders and 1,250 Unitholders. The Debtors estimate that they have an additional 5,800 creditors, which include, among others, vendors, banks, employees, and taxing authorities. In total, the Debtors have identified over 14,000 creditors and interested parties in these Chapter 11 Cases.

7. Due to the number of potential parties in interest, the costs of providing traditional mailing notice (“Traditional Notice”) will be unnecessarily burdensome and costly to the Debtors’ estates and will result in a diminution of assets, to the detriment of all creditors. To

alleviate that burden, the Debtors seek to implement the following notice procedures (the “Notice Procedures”) for service of process in these Chapter 11 Cases:

- A. **Notice of Pleadings.** Notice will include (1) the title and description of the applicable pleading sufficient to communicate to a reasonable person the subject matter of the pleading and the purpose of the relief sought; (2) any relevant deadlines; and (3) a link to the specific document on the website maintained by the appointed claims and noticing agent in the Chapter 11 Cases, Garden City Group, LLC (“GCG”), [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC) (the “Case Information Website”). The Case Information Website will contain electronic versions of the pleadings available for download at no cost. As used herein, the term “Notice” shall mean a notice of a pleading and not the pleading itself, and the term “Pleading” shall mean a copy of the relevant pleading filed with the Court.
- B. **Affected Parties.** Unless otherwise ordered by the Court or with respect to the Electronic Service Parties (defined below), the Debtors shall serve Notice, but not the Pleadings, to all parties whose rights are affected by a motion except with respect to the following documents (the “Affected Parties”), which service will be governed by other order of this Court:
- i. notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code;
  - ii. the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c);
  - iii. the time fixed for filing objections to, and the hearing to consider approval of, a disclosure statement;
  - iv. the time fixed for filing objections to, and the hearing to consider confirmation of a chapter 11 plan, any applicable form of ballot or solicitation and voting procedures with respect to any proposed plan; and
  - v. any notice for approval of the sale of all or substantially all of the Debtors’ assets.
- C. **Electronic Service.**
- i. Pursuant to Bankruptcy Rule 9036, any party that wishes to receive electronic-only service (the “Electronic Service Parties”) may register for electronic-only service by providing such party’s email address with GCG at GCG’s website ([www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC)) or by completing the form attached to the Proposed Order as Exhibit 2 (the “Electronic Service Election Form”) and returning the form to GCG.
  - ii. Once registered, pursuant to Bankruptcy Rule 9036, rather than receiving paper copies of Notices or Pleadings, Electronic Service Parties will receive an email containing a link to all documents recently filed in the Chapter 11 Cases or with an attachment of the recently-filed documents, irrespective of whether such party would be entitled to such notice under

the Bankruptcy Rules, Local Rules, or Bankruptcy Code (“Electronic Service”).

- iii. **FOR THE AVOIDANCE OF DOUBT, UNLESS, AT THE DEBTORS’ SOLE DISCRETION, TRADITIONAL NOTICE HAS OTHERWISE BEEN PROVIDED, NO ELECTRONIC SERVICE PARTY WILL RECEIVE TRADITIONAL NOTICE OF ANY DOCUMENTS IN THESE CHAPTER 11 CASES. IN THE EVENT THAT TRADITIONAL NOTICE IS PROVIDED, THE PARTIES WILL NOT ALSO RECEIVE ELECTRONIC NOTICE.**
  - iv. **ELECTRONIC SERVICE SHALL APPLY TO THE SERVICE OF A COMPLAINT AND SUMMONS IN AN ADVERSARY PROCEEDING UNDER BANKRUPTCY RULE 7004 OR A SUBPOENA ISSUED UNDER BANKRUPTCY RULE 9016.**
  - v. If any notice or pleading sent via Electronic Service is returned to GCG’s noticing inbox as undeliverable, GCG will attempt to contact the intended recipient to update the service address using the contact information provided to GCG upon the party’s registration.
  - vi. Pursuant to Bankruptcy Rule 9036, Electronic Service is deemed complete upon electronic transmission of service.
  - vii. The Debtors will serve the Electronic Service Election Form, attached to the Proposed Order as Exhibit 2, upon all parties in interest.
- D. Except as otherwise set forth herein, the Debtors shall provide notice pursuant to Local Rule 2002-1.

**RELIEF REQUESTED**

8. By this Motion, the Debtors request entry of the Proposed Order approving the form and manner of noticing procedures to be utilized throughout the course of the Chapter 11 Cases.

**BASIS FOR RELIEF**

**I. The Court Should Authorize the Form and Manner of the Notice Procedures**

9. The Debtors submit that the relief requested herein is consistent with the Court’s authority pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m), 9007, and 9036.

10. First, under Bankruptcy Rule 2002(m), the Court is authorized to enter orders “designating the matters in respect to which, the entity to whom, and the form and manner in

which notices shall be sent except as otherwise provided by these rules.” Similarly, Bankruptcy Rule 9007 provides that unless otherwise specified in the Bankruptcy Rules, the court may designate “the time within which, the entities to whom, and the form and manner in which . . . notice shall be given.” In addition, Bankruptcy Rule 9036 provides:

Whenever the clerk or some other person as directed by the court is required to send notice by mail and the entity entitled to receive the notice requests in writing that, instead of notice by mail, all or part of the information required to be contained in the notice be sent by a specified type of electronic transmission, the court may direct the clerk or other person to send the information by such electronic transmission. Notice by electronic means is complete on transmission.

Fed. R. Bankr. P. 9036. Finally, section 105(a) of the Bankruptcy Code empowers a bankruptcy court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Bankruptcy courts have invoked the equitable power of section 105 of the Bankruptcy Code, in part, to authorize electronic noticing procedures where doing so comports with due process and is otherwise necessary to preserve the value of a debtor’s estate.<sup>3</sup>

11. Collectively, Bankruptcy Rules 2002(m), 9007, and 9036, along with section 105(a) of the Bankruptcy Code, authorize the Court to amend Traditional Notice procedures in order to balance the need to preserve estate assets with the rights of parties-in-interest to receive

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<sup>3</sup> See, e.g., *In re American Apparel, Inc., et al.*, Order (I) Authorizing the Debtors to Maintain and File a Consolidated Creditor Matrix, (II) Authorizing the Filing of a Consolidated List of Top 30 Unsecured Creditors, (III) Implementing Certain Notice Procedures, (IV) Approving the Form and Manner of Notice of the Commencement of the Debtors’ Chapter 11 Cases, and (V) Waiving the Requirement that American Apparel, Inc. File a List of Equity Security Holders [D.I. 120], Case No. 15-12055 (BLS), (Bankr. D. Del. Oct. 13, 2015) (authorizing amended notice procedures) (the “American Apparel Noticing Order”); *In re UCI Int’l, LLC et al.*, Order Approving the Adequacy of the Disclosure Statement, (II) the Solicitation and Voting Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, (IV) the Rights Offering Procedures and Related Forms, and (V) Scheduling Certain Dates with Respect thereto [D.I. 728], Case No. 16-11354 (MFW) (Bankr. D. Del. Sept. 23, 2016) (approving solicitation and voting procedures that provided limited materials in paper format and referred an interested party to a case website to download documents) (the “UCI Solicitation Order”).

adequate notice. The Advisory Committee comments to Bankruptcy Rule 9036 recognize that the “use of electronic technology instead of mail to send information to creditors and interested parties will be more convenient and less costly for the sender and the receiver.” Bankr. R. P. 9036. Further, the Advisory Committee has noted that “[c]onfidence in the delivery of email text messages now rivals or exceeds confidence in the delivery of printed materials.” Fed. R. Bankr. P. 9036. Accordingly, the Notice Provisions will provide parties-in-interest good and sufficient notice in a cost efficient and “convenient” method that is consistent with the Advisory Committee’s comments, the Bankruptcy Code, and the Bankruptcy Rules.

12. The relief requested herein is also consistent with the intent of several notice provisions set forth in the Local Rules. *See* Del. Bankr. L.R. 9036-1 (“To eliminate redundant paper notices, all registered electronic filing participants will receive notices required to be sent by the Clerk via electronic transmission only.”); Del. Bankr. L.R. 5005-4(c) (“By registering and becoming a CM/ECF user, one is consenting to receipt of electronic notices issued by the Court in accordance with Local Rule 9036-1.”); Del. Bankr. L.R. 2002-1(c) (“The claims agent shall be responsible for maintaining a list of all parties who are entitled to receive service (as set forth in Local Rule 2002-1(b), *including whether such parties have opted to receive email service.*”) (emphasis added).

13. This Court has previously approved similar electronic noticing procedures. For example, in *In re UCI Int’l, LLC, et al.*, this Court approved procedures which provided recipients with instructions, a form of ballot, confirmation hearing notice, and the disclosure statement order (without exhibits) by mail and access to the plan and disclosure statement materials via a link to the claims agent’s website. *See* UCI Solicitation Order.<sup>4</sup> Similarly, in *In*

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<sup>4</sup> *See also In re Exide Techs., Debtor’s Motion for Entry of an Order (A) Approving the Adequacy of the* (cont’d)

*re American Apparel, Inc., et al.*, this Court approved electronic noticing procedures at the outset of a case, which deemed that certain parties consented to electronic service and permitted the debtors to provide such parties with electronic notice. *See* American Apparel Noticing Order. The electronic notice consisted of an email containing either an attachment or a link to a website where a party could access relevant information. *Id.*

14. Due to the number of creditors and interested parties involved in the Chapter 11 Cases, service by mail is a cost-prohibitive burden that will unnecessarily deplete property of the estate; particularly considering that the provision of electronic notice in the Chapter 11 Cases will provide superior notice to the Electronic Service Parties. For example, the Debtors incurred approximately \$70,000 in expenses upon serving one pleading to each Noteholder utilizing Traditional Notice.<sup>5</sup> The Debtors estimate that if they are required to utilize Traditional Notice for service of each pleading in the Chapter 11 Cases, it will potentially cost the estates millions of dollars.

15. Approval of the Notice Procedures will result in considerable cost-savings to the Debtors' estates, thereby preserving value for all parties-in-interest. As set forth above, service of each pleading by mail in the Chapter 11 Cases would be cost prohibitive, and would diminish estate proceeds that would otherwise be available to parties-in-interest. On the other hand, implementation of the Notice Procedures will permit the Debtors to satisfy their obligations to

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*Debtor's Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtor's Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto, Case No. 13-11482 (KJC) [D.I. 3092] (Bankr. D. Del. Feb. 4, 2015).*

<sup>5</sup> The Debtors served the *Debtors' Motion for Interim and Final Orders (I) Pursuant to 11 U.S.C. §§ 105, 361, 362, 263, 364, 607, and 552 Authorizing Debtors to (A) Obtain Postpetition Secured Financing, (B) Use Cash Collateral, (C) Grant Adequate Protection to Prepetition Secured Parties; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c); and (IV) Granting Related Relief [D.I. 22]* and related exhibits on all noteholders on December 8, 2017; *see also Affidavit of Service [D.I. 78], ¶ 9.*



provide sufficient notice to interested parties while conserving limited resources. In addition, the Electronic Service Parties may actually receive superior notice than would be provided by mail, because Electronic Service will give parties real-time updates on filings and deadlines. Furthermore, the decision regarding whether to receive Electronic Service is completely left to the discretion of the interested party.

16. Accordingly, the Debtors submit that the Notice Procedures are necessary and appropriate in the Chapter 11 Cases, that the Notice Procedures provide good and sufficient notice, and that the Court has ample authority to approve the Notice Procedures under section 105(a) of the Bankruptcy Code.

**NOTICE**

17. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) the DIP lender and counsel thereto; (iii) counsel to the Committee; and (iv) all parties who have requested notice 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/ Allison S. Mielke

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*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.*,<sup>1</sup>

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 Pursuant to 11 U.S.C. § 105(a), Fed. R. Bankr. P. 2002, 9007, and 9036, and Local Rules 2002-1 and 5005-4 for Entry of an Order Approving the Form and Manner of Electronic Noticing Procedures in the Debtors’ Chapter 11 Cases (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

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

OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5,  
WILMINGTON, DELAWARE 19801.

**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*

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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.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. No. \_\_\_\_\_

**ORDER APPROVING THE FORM AND MANNER OF ELECTRONIC NOTICING  
PROCEDURES IN THE DEBTORS' CHAPTER 11 CASES**

Upon the *Debtors' Motion Pursuant to 11 U.S.C. § 105(A), Fed. R. Bankr. P. 2002, 9007, and 9036, and Local Rules 2002-1 and 5005-4 for Entry of an Order Approving the Form and Manner of Electronic Noticing Procedures in the Debtors' Chapter 11 Cases* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); and upon consideration of the First Day Declaration; section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"); Rules 2002,9007, and 9036 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and Rules 2002-1 and 5005-4 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and this Court having found that it 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

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

<sup>2</sup> Capitalized terms used in this Order but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

dated as of 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 this Court having found that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or 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 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, but not directed, to implement the following Notice

Procedures:

- A. **Notice of Pleadings.** Notice will include (1) the title and description of the applicable pleading sufficient to communicate to a reasonable person the subject matter of the pleading and the purpose of the relief sought; (2) any relevant deadlines; and (3) a link to the specific document on the website maintained by the appointed claims and noticing agent in the Chapter 11 Cases, Garden City Group, LLC (“GCG”), [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC) (the “Case Information Website”). The Case Information Website will contain electronic versions of the pleadings available for download at no cost. As used herein, the term “Notice” shall mean a notice of a pleading and not the pleading itself, and the term “Pleading” shall mean a copy of the relevant pleading filed with the Court.
- B. **Affected Parties.** Unless otherwise ordered by the Court or with respect to the Electronic Service Parties (defined below), the Debtors shall serve Notice, but not the Pleadings, to all parties whose rights are affected by a motion except with

respect to the following documents (the “Affected Parties”), which service will be governed by other order of this Court:

- i. notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code;
- ii. the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c);
- iii. the time fixed for filing objections to, and the hearing to consider approval of, a disclosure statement;
- iv. the time fixed for filing objections to, and the hearing to consider confirmation of a chapter 11 plan, any applicable form of ballot or solicitation and voting procedures with respect to any proposed plan; and
- v. any notice for approval of the sale of all or substantially all of the Debtors’ assets.

C. **Electronic Service.**

- i. Pursuant to Bankruptcy Rule 9036, any party that wishes to receive electronic-only service (the “Electronic Service Parties”) may register for electronic-only service by providing such party’s email address with GCG at GCG’s website ([www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC)) or by completing the form attached to the Proposed Order as Exhibit 2 (the “Electronic Service Election Form”) and returning the form to GCG.
- ii. Once registered, pursuant to Bankruptcy Rule 9036, rather than receiving paper copies of Notices or Pleadings, Electronic Service Parties will receive an email containing a link to all documents recently filed in the Chapter 11 Cases or with an attachment of the recently-filed documents, irrespective of whether such party would be entitled to such notice under the Bankruptcy Rules, Local Rules, or Bankruptcy Code (“Electronic Service”).
- iii. **FOR THE AVOIDANCE OF DOUBT, UNLESS, AT THE DEBTORS’ SOLE DISCRETION, TRADITIONAL NOTICE HAS OTHERWISE BEEN PROVIDED, NO ELECTRONIC SERVICE PARTY WILL RECEIVE TRADITIONAL NOTICE OF ANY DOCUMENTS IN THESE CHAPTER 11 CASES. IN THE EVENT THAT TRADITIONAL NOTICE IS PROVIDED, THE PARTIES WILL NOT ALSO RECEIVE ELECTRONIC NOTICE.**
- iv. **ELECTRONIC SERVICE SHALL APPLY TO THE SERVICE OF A COMPLAINT AND SUMMONS IN AN ADVERSARY PROCEEDING UNDER BANKRUPTCY RULE 7004 OR A SUBPOENA ISSUED UNDER BANKRUPTCY RULE 9016.**
- v. If any notice or pleading sent via Electronic Service is returned to GCG’s noticing inbox as undeliverable, GCG will attempt to contact the intended recipient to update the service address using the contact information provided to GCG upon the party’s registration.



- vi. Pursuant to Bankruptcy Rule 9036, Electronic Service is deemed complete upon electronic transmission of service.
  - vii. The Debtors will serve the Electronic Service Election Form, attached to the Proposed Order as Exhibit 2, upon all parties in interest.
- D. Except as otherwise set forth herein, the Debtors shall provide notice pursuant to Local Rule 2002-1.
3. To the extent that any Notice Procedures conflict with the Bankruptcy Code or Local Rules, the Notice Provisions shall govern and supersede such provisions.
4. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: January \_\_, 2018  
Wilmington, Delaware

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**PROPOSED NOTICE OF OPTION TO ELECT ELECTRONIC SERVICE**

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**NOTICE OF OPTION TO ELECT ELECTRONIC SERVICE**

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) THE 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 any party wishing to receive electronic service of pleadings and documents in lieu of mail service (“Electronic Service”) in the above-captioned cases may register for electronic service by filling out and submitting the attached Electronic Service Form or registering for Electronic Service at the following website: ([www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC)).

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

Dated: Wilmington, Delaware  
January [-], 2018

*/s/ Allison S. Mielke*

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**EXHIBIT 2**

**ELECTRONIC SERVICE ELECTION FORM**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  
  
WOODBRIDGE GROUP OF COMPANIES, LLC, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11  
  
Case No. 17-12560 (KJC)  
  
(Jointly Administered)

ELECTRONIC SERVICE ELECTION FORM

Any party wishing to receive electronic service of pleadings and documents in lieu of mail service (“Electronic Service”) in the above-captioned cases (the “Chapter 11 Cases”) may register for electronic service by filling out and submitting this Electronic Service Form to the claims and noticing agent in the Chapter 11 Cases, Garden City Group, LLC (“GCG”) **or registering for Electronic Service at the following website: <http://cases.gardencitygroup.com/wgc>.**

**PLEASE TAKE NOTICE** of the following information about electronic service:

- A. By electing to receive electronic service in these Chapter 11 Cases (an “Electronic Service Party”), you acknowledge that documents sent to you in this case may only be provided to you in electronic format.
- B. Once registered, pursuant to Bankruptcy Rule 9036, rather than receiving paper copies of documents, Electronic Service Parties will receive an email containing a link to all documents recently filed in the Chapter 11 Cases or with an attachment of the recently-filed documents, irrespective of whether you would otherwise be entitled to such notice under the Bankruptcy Rules, Local Rules, or Bankruptcy Code.
- C. **UNLESS, AT THE DEBTORS’ SOLE DISCRETION, TRADITIONAL NOTICE HAS OTHERWISE BEEN PROVIDED, NO ELECTRONIC SERVICE PARTY WILL RECEIVE NOTICE BY MAIL OF ANY DOCUMENTS IN THESE CHAPTER 11 CASES. IN THE EVENT THAT TRADITIONAL NOTICE IS PROVIDED, YOU WILL NOT ALSO RECEIVE ELECTRONIC NOTICE.**
- D. **ELECTRONIC SERVICE SHALL APPLY TO THE SERVICE OF A COMPLAINT AND SUMMONS IN AN ADVERSARY PROCEEDING UNDER BANKRUPTCY RULE 7004 OR A SUBPOENA ISSUED UNDER BANKRUPTCY RULE 9016.**
- E. If any notice or pleading sent via Electronic Service is returned to GCG’s noticing inbox as undeliverable, GCG will attempt to contact you to update the service address using the contact information provided to GCG upon registration.
- F. Pursuant to Bankruptcy Rule 9036, Electronic Service is deemed complete upon electronic transmission of service.
- G. Electronic Service is being provided as a convenience to all of the parties involved in this case. **YOU WILL NOT INCUR ANY FEES OR COSTS BY ELECTING TO PARTICIPATE IN ELECTRONIC SERVICE.**

By signing below, I, \_\_\_\_\_, certify that I am authorized to act on behalf of the below named party. In accordance with the Bankruptcy Court’s *Order Approving the Form and Manner of Electronic Noticing Procedures in the Debtors’ Chapter 11 Cases*, I elect and consent to receive electronic notice of pleadings at the email address(es) provided below.

GCG #: <<insert GCG NME>>

Name: <<insert Name>>

Address: <<insert address>>

Phone Number:

Email Address:

Signature:

To submit this document, please complete the above information and send to GCG using the provided postage-paid envelope, or alternatively, you may also register for **Electronic Service at the following website: <http://cases.gardencitygroup.com/wgc>.**

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