

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

In re:)
) **Chapter 11**
WOODBRIIDGE GROUP OF)
COMPANIES, LLC, et al.,) **Case No. 17-12560 (KJC)**
) **(Jointly Administered)**
Debtors.)

**APPLICATION PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER UNDER
SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO
DECEMBER 14, 2017**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court for entry of an order under sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the employment and retention of the consulting firm of FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Committee. In support of this application (the “Application”), the Committee respectfully states as follows:

Jurisdiction and Venue

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code. This Application is a core proceeding pursuant to 28 U.S.C. 157.

Background

2. On December 4, 2017 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their

businesses and manage their properties and assets as debtors in possession.

3. On December 14, 2017 the Office of the United States Trustee held a meeting to appoint the Committee pursuant to section 1102 of the Bankruptcy Code (the “Formation Meeting”). At the Formation Meeting, the Committee selected Pachulski Stang Ziehl & Jones as its counsel, and FTI Consulting, Inc. as its financial advisor. The Committee consists of the following 3 members:

- (a) G3 Group LA, Inc.;
- (b) Ronald E. Myrick, Sr.; and
- (c) John J. O’Neill.

Relief Requested

4. By this Application, the Committee seeks to employ and retain FTI pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to perform financial advisory services for the Committee in these chapter 11 cases, nunc pro tunc to December 14, 2017.

5. The Committee is familiar with the professional standing and reputation of FTI. The Committee understands and recognizes that FTI has a wealth of experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for services it has rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States.

6. The services of FTI are deemed necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professional advisors to maximize the value of their estates and to reorganize successfully. Further, FTI is well qualified and able to represent the Committee in a cost-effective, efficient and timely manner.

Scope of Services

7. FTI will provide such financial advisory services to the Committee and its legal advisor as they deem appropriate and feasible in order to advise the Committee in the course of

these chapter 11 cases, including but not limited to the following:

- Assistance in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Assistance in the preparation of analyses required to assess any proposed Debtor-In-Possession (“DIP”) financing or use of cash collateral;
- Assistance with the assessment and monitoring of the Debtors’ short term cash flow, liquidity, and operating results;
- Assistance with the review of the Debtors’ employee benefit programs;
- Assistance with the review of the Debtors’ analysis of core business assets and the potential disposition or liquidation of non-core assets;
- Assistance with the review of the Debtors’ cost/benefit analysis with respect to the affirmation or rejection of various executory contracts and leases;
- Assistance with the review of the Debtors’ identification of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- Assistance in the review and monitoring of the asset sale process, including, but not limited to an assessment of the adequacy of the marketing process, completeness of any buyer lists, review and quantifications of any bids;
- Assistance with review of any tax issues associated with, but not limited to, claims/stock trading, preservation of net operating losses, refunds due to the Debtors, plans of reorganization, and asset sales;
- Assistance in the review of the claims reconciliation and estimation process;

- Assistance in the review of other financial information prepared by the Debtors, including, but not limited to, cash flow projections and budgets, business plans, cash receipts and disbursement analysis, asset and liability analysis, and the economic analysis of proposed transactions for which Court approval is sought;
- Assistance in connection with the SEC and state investigations, including, but not limited to, assisting, advising and representing the Committee in connection with any litigation, claim, action, regulatory or other proceeding, formal or informal, that may be pending in any federal or state court or otherwise, including, without limitation, and by way of example only, the litigation initiated by the Securities and Exchange Commission against Robert Shapiro *et al.*, pending in the United States District Court for the Southern District of Florida at Case No. 17-24624;
- Assistance to the Debtors with respect to document preservation
- Attendance at meetings and assistance in discussions with the Debtors, potential investors, banks, other secured lenders, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;
- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Assistance in the prosecution of Committee responses/objections to the Debtors' motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Committee; and
- Render such other general business consulting or such other assistance as the Committee

or its counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

FTI's Eligibility for Employment

8. FTI has informed the Committee that, except as may be set forth in the Declaration of Matthew Diaz (the "Matthew Diaz Declaration"), it does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code. To the best of the Committee's knowledge and based upon the Matthew Diaz Declaration, (a) FTI's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed on Exhibit B to the Matthew Diaz Declaration; and (b) the FTI professionals working on this matter are not relatives of the United States Trustee or of any known employee in the office thereof, or any United States Bankruptcy Judge of the District of Delaware. FTI has not provided, and will not provide any professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these chapter 11 cases.

9. FTI will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered, FTI will supplement its disclosure to the Court.

10. FTI has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with these cases.

Terms of Retention

11. FTI is not owed any amounts with respect to pre-petition fees and expenses.

12. The Committee understands that FTI intends to apply to the Court for allowances of compensation and reimbursement of expenses for its financial advisory services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding local rules, orders of this Court and guidelines established by the United States Trustee.

13. FTI seeks to be compensated on an hourly fee basis, plus reimbursement of actual and necessary expenses incurred by FTI. Actual and necessary expenses would include any reasonable legal fees incurred by FTI related to FTI’s retention and defense of fee applications in these cases, subject to Court approval.

14. The customary hourly rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to this case are as follows:

2017 Rates

	<u>Per Hour (USD)</u>
Senior Managing Directors	\$750 – 1,050
Directors / Senior Directors / Managing Directors	475 – 835
Consultants/Senior Consultants	285 – 605
Administrative / Paraprofessionals	135 – 265

2018 Rates

	<u>Per Hour (USD)</u>
Senior Managing Directors	\$750 – 1,075
Directors / Senior Directors / Managing Directors	475 – 855
Consultants/Senior Consultants	285 – 620
Administrative / Paraprofessionals	140 – 270

15. FTI understands that interim and final fee awards are subject to approval by this Court.

Indemnification

16. In addition to the foregoing, and as a material part of the consideration for the agreement of FTI to furnish services to the Committee pursuant to the terms of this Application, FTI believes that the following indemnification terms are customary and reasonable for financial advisors in chapter 11 cases:

- a. subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement under this Application, but not for any claim arising from, related to, or in connection with

FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI

The Committee believes that indemnification is customary and reasonable for financial advisors in chapter 11 proceedings. *See In re Joan & David Halpern, Inc.*, 248 B.R. 43 (Bankr. S.D.N.Y. 2000).

No Prior Request

- 17. No prior Application for the relief requested herein has been made to this or any

other Court.

Notice

18. Notice of this Application has been given to (i) the Debtors, (ii) the United States Trustee and (iii) all parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee submits that no further notice is required.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto, authorizing the Committee to employ and retain FTI as financial advisors for the Committee for the purposes set forth above, nunc pro tunc to December 14, 2017, and grant such further relief as is just and proper.

Date: December 22, 2017

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF WOODBRIDGE GROUP OF
COMPANIES, LLC, et al.**

solely in his capacity as an authorized representative and
not in his individual capacity¹

/s/ Ronald E. Myrick, Sr.

Ronald E. Myrick, Sr.

¹ Except as otherwise provided in this Application, I have made the statements herein on information and belief and in reliance on statements made to me by the Committee and its professionals.

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

In re:)	
)	Chapter 11
WOODBIDGE GROUP OF)	
COMPANIES, LLC, et al.,)	
)	Case No. 17-12560 (KJC)
)	(Jointly Administered)
Debtors.)	

**DECLARATION IN SUPPORT OF THE APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 USC Section 1746, Matthew Diaz declares as follows :

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this Declaration on behalf of FTI (the “Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Woodbridge Group of Companies, LLC, et al., the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

Disinterestedness and Eligibility

2. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A listing of such relationships that FTI identified during this process is set forth on Exhibit B to this Declaration.

3. Based on the results of its review, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

4. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings.

5. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the

Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the estate, and none are in connection with these cases.

6. FTI is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors’ stock

7. As such, to the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

8. It is FTI’s policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Declaration.

Professional Compensation

9. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and local rules, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to this retention application and future fee applications as approved by the court. FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted periodically.

10. According to FTI's books and records, during the ninety day period prior to the Debtors' petition date, FTI performed no professional services or incurred any reimbursable expenses on behalf of the Debtors.

11. To the best of my knowledge, a) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 22 day of December, 2017


Matthew Diaz

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current and Recent Former Relationships

Debtors and Non-Debtor Affiliates (including trademarks)

Woodbridge Group of Companies, LLC
Woodbridge Capital Investments, LLC
WMF Management, LLC
Woodbridge Commercial Bridge Loan Fund 1, LLC
Woodbridge Commercial Bridge Loan Fund 2, LLC
Woodbridge Mortgage Investment Fund 1, LLC
Woodbridge Mortgage Investment Fund 2, LLC
Woodbridge Mortgage Investment Fund 3, LLC
Woodbridge Mortgage Investment Fund 3A, LLC
Woodbridge Mortgage Investment Fund 4, LLC
1336, LLC
14068 Davana Holding Company, LLC
14068 Davana Terrace, LLC
14112, LLC
15672 Castlewoods Drive, LLC
15672 Castlewoods Owners, LLC
15714 Castlewoods Drive, LLC
15714 Castlewoods Owners, LLC
204 Derby Ave, LLC
215 North 12th Street, LLC
3x A Charm, LLC
695 Buggy Circle, LLC
A Plus Holdings, LLC
Acacia Circle, LLC
Acme Diversified Holdings, LLC
Acme Now, LLC
Addison Park Investments, LLC
Akebia Square Funding, LLC
Alpine Rose LLC
Alpine Rose, LLC
Ambrosia Circle, LLC
American Note Company, LLC
Amnoco Holdings, LLC
Anchorpoint Investments, LLC
Arborvitae Investments, LLC
Archivolt Investments, LLC
Archstone Development, LLC
Arlington Ridge Investments, LLC
Arrowpoint Investments, LLC
Ash Square Funding, LLC
Ashburton Way Investments, LLC
Atalaya Circle Investments, LLC
Baleroy Investments, LLC
Basswood Funding, LLC
Basswood Holding, LLC
Bay Village Investments, LLC
Bear Brook Investments, LLC
Bearberry Square Funding, LLC
Bearingside Investments, LLC
Beech Creek Investments, LLC
Bellflower Funding, LLC
Bellmire Investments, LLC
Birchwood Manor Investments, LLC
Bishop White Investments, LLC
Bittersweet Square Funding, LLC
Black Bass Investments, LLC
Black Locust Investments, LLC
Blazingstar Funding, LLC
Bluff Point Investments, LLC
Boiling Spring Investments, LLC
Bonifacio Hill Investments, LLC
Bowman Investments, LLC
Bowstring Investments, LLC
Boxwood Funding, LLC
Bramley Investments, LLC
Breckenridge Investments, LLC
Breckenridge, LLC
Brise Soleil Investments, LLC
Broadsands Investments, LLC
Brynderwen Investments, LLC
Cablestay Investments, LLC
Caisson Investments, LLC
Calder Grove Investments, LLC
Calendonia Circle Investments, LLC
California Commercial Lenders, LLC
Cannington Investments, LLC
Cantilever Investments, LLC
Carbondale Basalt Owners, LLC
Carbondale Doocy, LLC
Carbondale Glen Lot A-5, LLC
Carbondale Glen Lot D-22, LLC
Carbondale Glen Lot E-15, LLC
Carbondale Glen Lot E-24, LLC
Carbondale Glen Lot E-38, LLC
Carbondale Glen Lot E-8, LLC
Carbondale Glen Lot GV-13, LLC
Carbondale Glen Lot GV6, LLC
Carbondale Glen Lot IS - 11, LLC
Carbondale Glen Lot L-2, LLC
Carbondale Glen Mesa Lot 19, LLC

Carbondale Glen Owners, LLC
Carbondale Glen River Mesa, LLC
Carbondale Glen Sundance Ponds, LLC
Carbondale Glen Sweetgrass Vista, LLC
Carbondale Peaks Lot L-1 LLC
Carbondale Spruce 101, LLC
Casper Falls Investments, LLC
Castle Pines Investments, LLC
Centershot Investments, LLC
Chaplin Investments, LLC
Chestnut Investments, LLC
Chestnut Ridge Investments, LLC
Clementina Park Investments, LLC
Cliff Park Investments, LLC
Clover Basin Investments, LLC
Coffee Creek Investments, LLC
Conneaut Lake Investments, LLC
Copper Sands Investments, LLC
Craven Investments, LLC
Crestmark Investments, LLC
Crossbeam Investments, LLC
Crosskeys Investments, LLC
Crowfield Investments, LLC
Crystal Valley Holdings, LLC
Crystal Woods Investments, LLC
Cuco Settlement, LLC
Daffodil Square Funding, LLC
Dahlia Square Funding, LLC
Daleville Investments, LLC
Dandelion Funding, LLC
Davana Owners, LLC
Davana Sherman Oaks Owners, LLC
Deerfield Park Investments, LLC
Derbyshire Investments, LLC
Diamond Cove Investments, LLC
Direct Insurance Source, LLC
Dixmont State Investments, LLC
Dixville Notch Investments, LLC
Dogwood Valley Investments, LLC
Dollis Brook Investments, LLC
Donnington Investments, LLC
Doubleleaf Investments, LLC
Drawspan Investments, LLC
DVDO Design, LLC
DVDO Holding Company, LLC
Eldredge Investments, LLC
Elm City Investments, LLC
Elstar Investments, LLC
Emerald Lake Investments, LLC
Evergreen Way Investments, LLC
Fern Square Funding, LLC
Fieldpoint Investments, LLC
Fieldpoint Investments, LLC
Foothill CL Nominee, LLC
Foxridge Investments, LLC
Foxridge Investments, LLC
Franconia Notch Investments, LLC
Frog Rock Investments, LLC
Fulton Underwood, LLC
Gateshead Investments, LLC
Glenhaven Heights Investments, LLC
Glenn Rich Investments, LLC
Golden Gate Investments, LLC
Golden Mesa Ventures, LLC
Golden Primrose Ventures, LLC
Goose Rocks Investments, LLC
Goosebrook Investments, LLC
Graeme Park Investments, LLC
Grand Midway Investments, LLC
Gravenstein Investments, LLC
Graywater Investments, LLC
Great Sand Investments, LLC
Green Gables Investments, LLC
Grenadier Investments, LLC
Grumblethorpe Investments, LLC
GS Metropolitan Investments, LLC
H1 Silverbaron Holding Company, LLC
H10 Deerfield Park Holding Company, LLC
H11 Silk City Holding Company, LLC
H12 White Birch Holding Company, LLC
H13 Bay Village Holding Company, LLC
H14 Dixville Notch Holding Company, LLC
H15 Bear Brook Holding Company, LLC
H16 Monadnock Holding Company, LLC
H17 Pemigewasset Holding Company, LLC
H18 Massabesic Holding Company, LLC
H19 Emerald Lake Holding Company, LLC
H2 Arlington Holding Company, LLC
H2 Arlington Ridge Holding Company, LLC
H20 Bluff Point Holding Company, LLC
H21 Summerfree Holding Company, LLC
H22 Papirovska Holding Company, LLC
H23 Pinova Holding Company, LLC
H24 Stayman Holding Company, LLC
H25 Elstar Holding Company, LLC
H26 Gravenstein Holding Company, LLC
H27 Grenadier Holding Company, LLC
H28 Black Locust Holding Company, LLC
H29 Zestar Holding Company, LLC
H3 Evergreen Way Holding Company, LLC
H30 Silver Maple Holding Company, LLC
H31 Addison Park Holding Company, LLC

H32 Arborvitae Holding Company, LLC
 H33 Hawthorn Holding Company, LLC
 H34 Pearman Holding Company, LLC
 H34 Pearman Holding Company, LLC
 H35 Hornbeam Holding Company, LLC
 H36 Sturmer Pippin Holding Company, LLC
 H37 Idared Holding Company, LLC
 H38 Mutsu Holding Company, LLC
 H39 Haralson Holding Company, LLC
 H4 Pawtuckaway Holding Company, LLC
 H40 Bramley Holding Company, LLC
 H41 Grumblethorpe Holding Company, LLC
 H42 Hillview Holding Company, LLC
 H43 Lenni Heights Holding Company, LLC
 H44 Green Gables Holding Company, LLC
 H45 Harmony Inn Holding Company, LLC
 H46 Beech Creek Holding Company, LLC
 H47 Summit Cut Holding Company, LLC
 H48 Irondale Inn Holding Company, LLC
 H49 Bowman Holding Company, LLC
 H5 Chestnut Ridge Holding Company, LLC
 H50 Sachs Bridge Holding Company, LLC
 H51 Old Carbon Holding Company, LLC
 H52 Willow Grove Holding Company, LLC
 H53 Black Bass Holding Company, LLC
 H54 Seven Stars Holding Company, LLC
 H55 Old Maitland Holding Company, LLC
 H56 Craven Holding Company, LLC
 H57 Cliff Park Holding Company, LLC
 H58 Baleroy Holding Company, LLC
 H59 Rising Sun Holding Company, LLC
 H6 Lilac Meadow Holding Company, LLC
 H60 Moravian Holding Company, LLC
 H61 Grand Midway Holding Company, LLC
 H62 Holmesburg Holding Company, LLC
 H63 Dixmont State Holding Company, LLC
 H64 Pennhurst Holding Company, LLC
 H65 Thornbury Farm Holding Company, LLC
 H66 Heilbron Manor Holding Company, LLC
 H66 Hellbron Manor Holding Company, LLC
 H67 Powel House Holding Company, LLC
 H68 Graeme Park Holding Company, LLC
 H69 Conneaut Lake Holding Company, LLC
 H7 Dogwood Valley Holding Company, LLC
 H70 Bishop White Holding Company, LLC
 H71 Calendoncia Circle Holding Company, LLC
 H72 Clementina Park Holding Company, LLC
 H73 Glenhaven Heights Holding Company, LLC
 H74 Imperial Aly Holding Company, LLC
 H75 Pacific Heights Holding Company, LLC
 H76 Diamond Cove Holding Company, LLC

H77 New Montgomery Holding Company, LLC
 H78 Ingleside Path Holding Company, LLC
 H79 Atalaya Circle Holding Company, LLC
 H8 Melody Lane Holding Company, LLC
 H81 Boilling Spring Holding Company, LLC
 H81 Golden Gate Holding Company, LLC
 H82 Van Ness Holding Company, LLC
 H83 Octavia Holding Company, LLC
 H83 Seacliff Run Holding Company, LLC
 H84 Holly Park Holding Company, LLC
 H85 Birchwood Manor Holding Company, LLC
 H86 Bonifacio Hill Holding Company, LLC
 H86 Hellbron Manor Holding Company, LLC
 H87 Copper Sands Holding Company, LLC
 H88 Ashburton Way Holding Company, LLC
 H89 Vista Verde Holding Company, LLC
 H9 Strawberry Fields Holding Company, LLC
 H90 Harbor Point Holding Company, LLC
 Hackmatack Investments, LLC
 Haffenburg Investments, LLC
 Haralson Investments, LLC
 Harbor Point Investments, LLC
 Harlem 136th Street Mortgage, LLC
 Harmony Inn Investments, LLC
 Harringworth Investments, LLC
 Hawthorn Investments, LLC
 Hays Investments, LLC
 Hazelpoint Investments, LLC
 Heilbron Manor Investments, LLC
 Hillview Investments, LLC
 Holly Park Investments, LLC
 Hollyline Holdings, LLC
 Hollyline Owners, LLC
 Holmesburg Investments, LLC
 Hornbeam Investments, LLC
 Idared Investments, LLC
 ILD Holding Company, LLC
 Imperial Aly Investments, LLC
 Ingleside Path Investments, LLC
 Irondale Inn Investments, LLC
 Ironsides Investments, LLC
 Ivy Circle, LLC
 Js Equity, LLC
 Junipero Serra Investments, LLC
 Kirkstead Investments, LLC
 L1 Luxury Holdings, LLC
 Lavender Funding, LLC
 Lenni Heights Investments, LLC
 Leverett Funding, LLC
 Lilac Circle, LLC
 Lilac Meadow Investments, LLC

Lilac Valley Investments, LLC
Lincolnshire Investments, LLC
Lockwood Investments, LLC
Lonetree Investments, LLC
Longbourn Investments, LLC
M1 Archstone Holding Company, LLC
M10 Gateshead Holding Company, LLC
M11 Anchorpoint Holding Company, LLC
M12 Bearingside Holding Company, LLC
M13 Cablestay Holding Company, LLC
M14 Crossbeam Holding Company, LLC
M15 Doubleleaf Holding Company, LLC
M16 Kirkstead Holding Company, LLC
M17 Lincolnshire Holding Company, LLC
M18 Twin Pier Holding Company, LLC
M19 Arrowpoint Holding Company, LLC
M2 Caisson Holding Company, LLC
M20 Bowstring Holding Company, LLC
M21 Crestmark Holding Company, LLC
M22 Drawspan Holding Company, LLC
M23 Sightline Holding Company, LLC
M24 Fieldpoint Holding Company, LLC
M25 Centershot Holding Company, LLC
M26 Archivolt Holding Company, LLC
M27 Brise Soleil Holding Company, LLC
M28 Broadsands Holding Company, LLC
M29 Brynderwen Holding Company, LLC
M3 Cantilever Holding Company, LLC
M30 Calder Grove Holding Company, LLC
M31 Cannington Holding Company, LLC
M32 Dollis Brook Holding Company, LLC
M33 Harringworth Holding Company, LLC
M34 Quarterpost Holding Company, LLC
M35 Saddlemount Holding Company, LLC
M36 Springline Holding Company, LLC
M37 Topchord Holding Company, LLC
M38 Pemberley Holding Company, LLC
M39 Derbyshire Holding Company, LLC
M4 Sidespar Holding Company, LLC
M40 Longbourn Holding Company, LLC
M41 Silverthorne Holding Company, LLC
M42 Orchard Mesa Holding Company, LLC
M43 White Dome Holding Company, LLC
M44 Wilderrest Holding Company, LLC
M45 Clover Basin Holding Company, LLC
M46 Owl Ridge Holding Company, LLC
M47 Bellmire Holding Company, LLC
M48 Vallecito Holding Company, LLC
M49 Squaretop Holding Company, LLC
M5 Stepstone Holding Company, LLC
M50 Wetterhorn Holding Company, LLC

M51 Coffee Creek Holding Company, LLC
M52 Lockwood Holding Company, LLC
M53 Castle Pines Holding Company, LLC
M54 Lonetree Holding Company, LLC
M55 Great Sand Holding Company, LLC
M56 Haffenburg Holding Company, LLC
M57 Ridgecrest Holding Company, LLC
M58 Springvale Holding Company, LLC
M59 Casper Falls Holding Company, LLC
M6 Trestlewood Holding Company, LLC
M60 Thunder Basin Holding Company, LLC
M61 Mineola Holding Company, LLC
M62 Sagebrook Holding Company, LLC
M63 Crowfield Holding Company, LLC
M64 Hays Holding Company, LLC
M65 Phillipsburg Holding Company, LLC
M66 Wonderview Holding Company, LLC
M67 Mountain Spring Holding Company, LLC
M68 Goosebrook Holding Company, LLC
M69 Foxridge Holding Company, LLC
M7 Breckenridge Holding Company, LLC
M70 Pinney Holding Company, LLC
M71 Eldredge Holding Company, LLC
M72 Daleville Holding Company, LLC
M73 Mason Run Holding Company, LLC
M74 Varga Holding Company, LLC
M75 Riley Creek Holding Company, LLC
M76 Chaplin Holding Company, LLC
M77 Frog Rock Holding Company, LLC
M78 Graywater Holding Company, LLC
M79 Chestnut Company, LLC
M8 Crosskeys Holding Company, LLC
M80 Hazelpoint Holding Company, LLC
M81 Boiling Spring Holding Company, LLC
M82 Winnesquam Holding Company, LLC
M82 Winnisquam Holding Company, LLC
M83 Mt. Holly Holding Company, LLC
M84 Pembroke Academy Holding Company, LLC
M85 Glenn Rich Holding Company, LLC
M86 Steele Hill Holding Company, LLC
M87 Hackmatack Hills Holding Company, LLC
M88 Franconia Notch Holding Company, LLC
M89 Mount Washington Holding Company, LLC
M9 Donnington Holding Company, LLC
M90 Merrimack Valley Holding Company, LLC
M91 Newville Holding Company, LLC
M92 Crystal Woods Holding Company, LLC
M93 Goose Rocks Holding Company, LLC
M94 Winding Road Holding Company, LLC
M95 Pepperwood Holding Company, LLC
M96 Lilac Valley Holding Company, LLC

M97 Red Woods Holding Company, LLC
M98 Elm City Holding Company, LLC
M99 Ironsides Holding Company, LLC
Mandevilla Circle, LLC
Mason Run Investments, LLC
Massabesic Investments, LLC
Melody Lane Investments, LLC
Mercer Vine, LLC
Merrimack Valley Investments, LLC
Mesa Glen Enterprises, LLC
Mesa Glen Holding Company, LLC
Mesquite Funding, LLC
Midland Loop Enterprises, LLC
Midland Loop Loan, LLC
Mineola Investments, LLC
Monadnock Investments, LLC
Moravian Investments, LLC
Mount Washington Investments, LLC
Mountain Spring Investments, LLC
Mt. Holly Investments, LLC
Mutsu Investments, LLC
New Montgomery Investments, LLC
Newville Investments, LLC
Old Carbon Investments, LLC
Old Maitland Investments, LLC
Orchard Mesa Investments, LLC
Owl Ridge Investments, LLC
Pacific Heights Investments, LLC
Papirovka Investments, LLC
Pawtuckaway Investments, LLC
Pearmain Investments, LLC
Pemberley Investments, LLC
Pembroke Academy Investments, LLC
Pemigewasset Investments, LLC
Pennhurst Investments, LLC
Pepperwood Investments, LLC
Phillipsburg Investments, LLC
Pinney Investments, LLC
Pinova Investments, LLC
Powel House Investments, LLC
Quarterpost Investments, LLC
Red Woods Investments, LLC
Ridgecrest Investments, LLC
Riley Creek Investments, LLC
Rising Sun Investments, LLC
Riverdale Funding, LLC
Roscoe Blvd. Investments, LLC
RS Protection Trust
SAC Aspen Acquisition, LLC
SAC Holding Company of Aspen, LLC
SAC Management, LLC
Sachs Bridge Investments, LLC
Saddlemount Investments, LLC
Sagebrook Investments, LLC
Schwartz Direct Media, LLC
Schwartz Media Buying Company, LLC
Schwartz Media Holding, LLC
Seacliff Run Holding Company, LLC
Seven Star Investments, LLC
Seven Stars Investments, LLC
Sidespar Investments, LLC
Sightline Investments, LLC
Silk City Investments, LLC
Silver Maple Investments, LLC
Silverbaron Investments, LLC
Silverleaf Funding, LLC
Silverthorne Investments, LLC
Springline Investments, LLC
Springvale Investments, LLC
Squaretop Investments, LLC
Stayman Investments, LLC
Steele Hill Investments, LLC
Stepstone Investments, LLC
Stover Real Estate Partners, LLC
Strawberry Fields Investments, LLC
Sturmer Pippin Investments, LLC
Suffield Funding, LLC
Summerfree Investments, LLC
Summit Cut Investments, LLC
Texas Co-Lenders 01, LLC
Thornbury Farm Investments, LLC
Thunder Basin Investments, LLC
Tillinghast Investments, LLC
Topchord Investments, LLC
Trestlewood Development, LLC
Twin Pier Investments, LLC
U Street Holdings, LLC
VA Properties, LLC
Vallecito Investments, LLC
Van Ness Investments, LLC
Varga Investments, LLC
Vista Verde Investments, LLC
Wall 123, LLC
Wall 1234, LLC
West 134th Street Investments, LLC
West 134th Street, LLC
Wetterhorn Investments, LLC
White Birch Investments, LLC
White Dome Investments, LLC
Whiteacre Funding, LLC
Wilderness Investments, LLC
Willow Grove Investments, LLC

Winding Road Investments, LLC
Winnesquam Investments, LLC
Winnisquam Investments LLC
Wintercress Funding, LLC
Wisteria Funding LLC
Wonderview Investments, LLC
Woodbridge Baric Pre-Settlement Investments, LLC
Woodbridge Construction Loan Fund 1, LLC
Woodbridge Construction Loan Fund 2, LLC
Woodbridge Crowdfunding 1, LLC
Woodbridge Custom Homes Holding, LLC
Woodbridge Custom Homes, LLC
Woodbridge Guarantee Holding, LLC
Woodbridge Guarantee, LLC
Woodbridge Investments, LLC
Woodbridge Lending Fund 1, LLC
Woodbridge Luxury Homes of California, Inc.
Woodbridge Luxury Homes, LLC
Woodbridge Management Company, LLC
Woodbridge Mezzanine Fund 1, LLC
Woodbridge Mezzanine Fund 2, LLC
Woodbridge Pre-Settlement Funding 2, LLC
Woodbridge Pre-Settlement Funding, LLC
Woodbridge Realty of Colorado, LLC
Woodbridge Servicing Company, LLC
Woodbridge Structured Funding, LLC
Woodport News Holding Company, LLC
Zestar Investments, LLC

Current officers and directors, board members of the Debtors and individuals who have served as officers or directors of the Debtors in the past two years

Robert Shapiro
Robert Reed
Nina Pedersen

Debtors' Advisors

Beilinson Advisory Group

Garden City Group
Gibson, Dunn & Crutcher LLP
Homer Bonner Jacobs
Lawrence Perkins
Moelis & Company LLC
SierraConstellation Partners LLC
Young Conaway Stargatt & Taylor, LLP

DIP Lenders

The Hankey Group
Don Hankey

Westlake Financial Services

DIP Lenders' Attorneys

Buchalter

Other Secured Lenders

805 Nimes Place, LLC
Ashley Land, LLC
Tintarella, LLC

Top 30 Unitholders

Alfred S. and Gail E. Malianni RLT 3/27/14
Archie R. and Dani N. Beckett
Dr. Vikram Patel
Haynes FT
Ironbridge Asset Fund 1 LLC
Ironbridge Asset Fund 2 LLC
Ironbridge Asset Fund LLC
Joseph C. Hull
Joseph G. Poehler
Mainstar Tr-FBO Brian Millyard
Mainstar Tr-FBO Donald M. Cooper T2175043
Mainstar Tr-FBO Raymond C. Blackburn
Mainstar-FBO James Fodor T2176917
Nelson FLP
Oliver Andrew Entine 1984 Tr
Prov. Tr Gp-FBO Ellis W. Presson IRA
Prov. Tr Gp-FBO Evan Brodie IRA
Prov. Tr Gp-FBO James Krupka IRA
Prov. Tr Gp-FBO Larry Logero IRA
Prov. Tr Gp-FBO Maxim Insurance Group ICA
Prov. Tr Gp-FBO Robert P. Regner IRA
Ramah Navajo Chapter
Raymond C. & Cydnei K Blackburn
Sarah Kaufman Rev Trust #3
Schwartz Media Buying Company, LLC
The Gerald Entine 1988 Family Trust
The Kwan FT Dtd 02/24/89
The Stone Living Trust
Usama Sabry Awad Halim
Vertex Property Holdings LLC

The Debtors' 32 Largest Unsecured Creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions - Noteholders

Bad Riv Band LK Sup Chippewa Indians
Barry A. Wiener
Christensen Livestock Co. LLP
Clayton Capital Investments Corp.
Daniel J. & Linda J. Valentino

Evers Dairy
Gerald D. & Elizabeth J. Sjaastad
GS Metro Investments
Harry Breyer RLT
James A Lochtefeld
Jara Group II LLC
Jesse Randle
June D. Lindsey
Leonard Shemtob
Lynne Friend
Mainstar-Bruce Semeria TW003685
Mainstar-James Fodor T2176917
Marlene & Maurice Mallah RLT
Mary Beth Serafano T2177816
Max & Shelia Humbert
Michael Weiner MD PA Prof Sharing Plan
Norma Weiner Living Trust dated 11/13/13
Oliver Andrew Entine 1984 Trust
Provident-Doug E Onesko IRA
Provident-Jackways D. Kesling INH IRA
Randy & Ester Schreffler
Richard L Feller
Rodney Black
Rosewood Capital Investments Inc.
The Eddan Restructured Sales TR
William E. Lindsey

**The Debtors' 30 Largest Unsecured Creditors
(who are not insiders) on a consolidated basis as
identified in their chapter 11 petitions – Vendors**

A Logan Insurance Brokerage
Alba Environmental Services Inc.
Boswell Construction
BT Construction & Development
Builder's Team
Bulli Corporation
City of Los Angeles
Crest Real Estate LLC
Dane Coyle Custom Homes Inc.
G3 Group
Good Panda Landscape LLC
HM DG Inc.
Janckila Construction Inc.
Javid Construction, Inc.
Jeffer Mangels Butler & Mitchell LLP
John Labib & Associates
KAA Design Group Inc.
Los Angeles County Tax Collector-54018
Los Angeles County Tax Collector-60186
Los Angeles Department of Water and Power
Novack Burnbaum Crystal LLP

OHS Design & Development LLC
Plus Development LLC
Standard LLP
Studio Tim Campbell
Studiomk27 Arquitetos l TDA
The I-Grace Company
Trees 'n Scapes Unlimited
Walker Workshop Design Build
WDR Contracting

**Critical Vendors (not listed on Top 30 Largest
Unsecured Creditors - Vendors)**

George Barajas
GFS Construction Inc.
Jorge Flores
Jose E. Rascon
Meyer Davis Studio inc.
Ofelia Gutierrez
Pero Alberto Viera
Roberto Lopez
Titan Contracting Services
Vicente Ramirez
Woods + Dangaran

The Debtors' Other Professionals
Boies, Schiller & Flexner LLP

The Debtors' Landlords

14140 Investment, LTD
Garden First Center, LLC
GPR1 LLC
Kayline, LLC
NN, Inc.
Seidel & Shaw Realty Holding, LLC
SMP LLC

The Debtors' Insurers and Insurance brokers

Blackburn Tabb Insurance
Braishfield Associates Inc.
Farmers Insurance Exchange
Farmers Insurance Group
First Insurance Funding Corp.
John D Bell
Kar Insurance
Levitt-Fuirst Assoc Ltd.
Nationwide Insurance
NFP Property & Casualty Services
Travelers
United States Liability Insurance Co.
US Assure Insurance Services of FL Inc.

Wright National Flood Insurance Company

Official Creditors' Committee Members

G3 Group LA, Inc.,
Ronald E. Myrick Sr.
John J. O'Neill

Official Creditors' Committee Attorneys

Pachulski Stang Ziehl & Jones LLP

U.S. Trustee Employees for the District of Delaware

Attix, Lauren
Buchbinder, David
Casey, Linda
Dice, Holly
Dortch, Shakima L.
Fox, Timothy J., Jr.
Giordano, Diane
Green, Christine
Hackman, Benjamin
Heck, Jeffrey
Keilson, Bryan
Kenney, Mark
Leamy, Jane
McCollum, Hannah M.
O'Malley, James R.
Panacio, Michael
Sarkessian, Juliet
Schepacarter, Richard
Serrano, Edith A.
Starr, Karen
Tinker, T. Patrick
Vinson, Ramona
Weissgerber, Jaclyn
West, Michael
Wynn, Dion

Bankruptcy Judges in the District of Delaware

Kevin J. Carey
Kevin Gross
Brendan L. Shannon
Laurie Selber Silverstein
Christopher S. Sontchi
Mary F. Walrath

EXHIBIT B

Listing of Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters

Debtors' Advisors

Gibson, Dunn & Crutcher LLP

Homer Bonner Jacobs

Young Conaway Stargatt & Taylor, LLP

DIP Lenders' Attorneys

Buchalter

Top 30 Unitholders

Ramah Navajo Chapter

The Debtors' 30 Largest Unsecured Creditors (who are not insiders) on a consolidated basis as identified in their chapter 11 petitions – Vendors

City of Los Angeles

Jeffer Mangels Butler & Mitchell LLP

Los Angeles Department of Water and Power

The Debtors' Other Professionals

Boies, Schiller & Flexner LLP

The Debtors' Insurers and Insurance Brokers

Farmers Insurance Exchange

Farmers Insurance Group

First Insurance Funding Corp.

Travelers

Official Creditors' Committee Attorneys

Pachulski Stang Ziehl & Jones LLP

Proposed Order

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

In re:)	Chapter 11
)	
WOODBRIIDGE GROUP OF)	
COMPANIES, LLC, et al.,)	Case No. 17-12560 (KJC)
)	(Jointly Administered)
Debtors.)	Re: Docket No. _____

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”) as financial advisor; and upon the Declaration of Matthew Diaz in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interest in connection with these cases; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with section 1103 of the Bankruptcy Code, the Committee is authorized to employ and retain FTI as of December 14, 2017 as their financial

advisor on the terms set forth in the Application; and it is further

ORDERED that FTI shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this court; and it is further

ORDERED that FTI shall provide notice to the Debtors, the United States Trustee, and the Committee in connection with any increase in the hourly rates listed in the Application to retain FTI; and it is further

ORDERED that, FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to this retention application and future fee applications as approved by the court; and it is further

ORDERED that the following indemnification provisions are approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence,

willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and

- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2018

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

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

In re:

WOODBIDGE GROUP OF COMPANIES,
LLC, et al.,

Debtors.¹

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

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

Hearing Date: January 10, 2018 at 1:00 p.m.

**NOTICE OF APPLICATION PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER
UNDER SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE
EMPLOYMENT AND RETENTION OF FTI CONSULTING, INC. AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS NUNC
PRO TUNC TO DECEMBER 14, 2017**

TO: (a) the U.S. Trustee; (b) Debtors; (c) DIP Lender; and (d) all parties that have requested or that are required to receive notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

PLEASE TAKE NOTICE that, on December 22, 2017, the Official Committee of Unsecured Creditors filed the *Application Pursuant To Fed. R. Bankr. P. 2014(A) For Order Under Section 1103 Of The Bankruptcy Code Authorizing The Employment And Retention Of FTI Consulting, Inc. As Financial Advisor To The Official Committee Of Unsecured Creditors Nunc Pro Tunc To December 14, 2017* (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court" or "Court"). A copy of the Application is attached hereto.

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. The 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 noticing and claims agent at www.gardencitygroup.com/cases/WGC.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING TO CONSIDER THE SUBSTANTIVE RELIEF SOUGHT IN THE APPLICATION WILL BE HELD BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801 ON **JANUARY 10, 2018 AT 1:00 P.M.**

[Remainder of Page Intentionally Left Blank]

Dated: December 22, 2017

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Richard M. Pachulski (CA Bar No. 90073)

James I. Stang (CA Bar No. 94435)

Jeffrey N. Pomerantz (CA Bar No. 143717)

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-4100

Facsimile: 302-652-4400

E-mail: rpachulski@pszjlaw.com

jstang@pszjlaw.com

jpomerantz@pszjlaw.com

bsandler@pszjlaw.com

crobinson@pszjlaw.com

*Proposed Counsel for the Official Committee of
Unsecured Creditors*