

**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

Re: Docket No. 150

**MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER TO SET HEARING DATE ON AND SHORTEN TIME TO
OBJECT OR RESPOND TO EMERGENCY MOTION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ENTRY OF AN ORDER DIRECTING THE
APPOINTMENT OF A CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. § 1104**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases of Woodbridge Group of Companies, LLC, *et al.* (collectively, the “Debtors”) hereby submits its *Motion of Official Committee of Unsecured Creditors for Entry of an Order to Set the Hearing Date on and Shorten Time to Object or Respond to Emergency Motion of Official Committee of Unsecured Creditors for the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104* (the “Motion to Shorten”), and in support thereof respectfully states 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. 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.

Preliminary Statement²

1. The Committee seeks the immediate appointment of a chapter 11 trustee on shortened notice because these Cases are at a critical juncture.
2. Earlier today, the court overseeing the SEC Enforcement Proceeding issued an order directing the parties to that litigation to show cause, by January 25, 2018, why the SEC Enforcement Proceeding “should not be stayed in its entirety pending the termination” of these Cases. Written responses are required by January 18, 2018. SEC Enforcement Proceeding, Docket No. 41 (the “Stay Order”).
3. The Committee therefore seeks to have the Trustee Motion determined on January 10, 2018, so that, if granted, the trustee will have sufficient time to consider and respond to the Stay Order, including intervening in the SEC Enforcement Proceeding, by January 18, 2018.
4. Further, for the reasons set forth in the Trustee Motion,³ a chapter 11 trustee must be appointed as soon as possible to protect the estates’ and creditors’ interests, and maximize value for the Committee’s constituency consisting of the noteholders and vendors. The immediate appointment of an independent fiduciary is also critical given the improper control Shapiro continues to exercise over Woodbridge’s assets and operations through his hand-picked management team. As set forth in the Trustee Motion, in the days before and after the commencement of these Cases the so-called independent management has done Shapiro’s

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the *Emergency Motion of Official Committee of Unsecured Creditors for Entry of an Order Directing the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104* [D.I. 150] (the “Trustee Motion”).

³ The Committee incorporates all of its assertions and arguments as set forth in the Trustee Motion as if fully set forth herein.

bidding to the detriment of the estates and creditors. Management must be replaced immediately to ensure that these Cases are administered by a truly independent fiduciary.

Argument

5. Del. Bankr. LR 9006-1 provides that unless the Federal Rules of Bankruptcy Procedure or the Local Rules state otherwise, “all motion papers shall be filed and served in accordance with Local Rule 2002-1(b) at least eighteen (18) days (twenty-one (21) days if service is by first class mail; nineteen (19) days if service is by overnight delivery) prior to the hearing date.” Del. Bankr. LR 9006-1(c)(i). Del. Bankr. LR 9006-1(e) provides in pertinent part that “no motion will be scheduled on less notice than required by these Local Rules or the Fed. R. Bankr. P. except by Order of the Court, on written motion (served on all interested parties) specifying the exigencies justifying shortened notice.” Del. Bankr. LR 9006-1(e).

6. The Committee requests that an expedited hearing on the Trustee Motion be scheduled for the hearing set on January 10, 2018 at 1:00 p.m. (Eastern Time). The urgency of the Committee’s request is driven by several factors. These factors are specific exigencies that justify shortened notice.

7. First, the court overseeing the SEC Enforcement Proceeding issued the Stay Order today. If the Trustee Motion is granted, the trustee must have an opportunity to be heard, including seeking to intervene and filing a response by the January 18, 2018, deadline.

8. Second, for the reasons set forth in the Trustee Motion, Shapiro’s hand-picked management raises considerable concerns as to their independence, particularly since they (a) agreed on the eve of the Petition Date to permit Shapiro to retain extensive involvement in Woodbridge; and (b) showered him with substantial economic benefits.

9. Moreover, the CRO and Manager appear to be doing Shapiro's bidding postpetition. For example, and as set forth more fully in the Committee's preliminary objection to, and motion for continuance of, the *Debtors' First Omnibus Motion for an Order Pursuant to 11 U.S.C. § 365 (A) Authorizing the Debtors to Assume Certain Executory Contracts; (B) Fixing Cure Amounts with Respect Thereto; and (C) Granting Authorization to Request the Omnibus Assumption of the Assumed Contracts* [Docket No. 106] (the "Assumption Motion"), the Debtors filed a motion seeking to assume contracts that could bind the estates to millions of dollars of liability with almost no information or analysis less than a week after the Committee was appointed. The Assumption Motion appears to be a reckless attempt driven by Shapiro's hopes of potentially mitigating personal liability and any charges that may be brought by the SEC. Unfortunately, the Debtors' management refuses to alter course on this issue, further calling into question their judgment and independence.

10. Finally, an expedited hearing on the Trustee Motion is required because a trustee (in contrast to a receiver) will have the tools necessary to raise the capital needed to complete the development of the real estate and to otherwise maximize recoveries for creditors, and that process needs to begin as soon as possible.

11. Based on the foregoing exigencies, shortened notice is justified. The immediate appointment of a chapter 11 trustee is critical to remove Shapiro's not so invisible hand from control over these estates to ensure that decisions are made by an independent fiduciary not for his benefit but for that of the estates and creditors. The Motion to Shorten should be granted.

Conclusion

12. The Committee submits that hearing the Trustee Motion on shortened notice will not prejudice any party in interest. In order to allow parties additional time to respond, the Trustee Motion and this Motion to Shorten will be served by electronic mail, hand delivery, overnight mail, or express mail on: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the Debtors (c) the DIP Lender; (d) the Ad Hoc Committee; and (e) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

13. If the Court grants this Motion to Shorten and enters an Order fixing a hearing date and shortening the time to object or respond to the Trustee Motion, the Committee will immediately serve a copy of such Order, and a notice for the Trustee Motion, on the same parties who were served with the Trustee Motion by facsimile, electronic mail, hand delivery, overnight mail, or express mail.

WHEREFORE, the Committee respectfully requests that the Court: (a) grant the Motion to Shorten and schedule the Trustee Motion to be heard on January 10, 2018 at 1:00 p.m.; (b) allow any objections or responses to the Motion to be filed no later than January 8, 2018; and (c) for such other and further relief as the Court may deem appropriate.

Dated: December 28, 2017

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**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

Re: Docket No. _____

**ORDER FIXING HEARING DATE AND SHORTENING TIME TO
OBJECT OR RESPOND TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER DIRECTING THE APPOINTMENT
OF A CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. § 1104**

Upon the motion (the “Motion to Shorten”) of Official Committee of Unsecured Creditors (the “Committee”) for entry of an order fixing a hearing date and shortening the time to object or respond to the *Motion for Entry of an Order Directing the Appointment of a Chapter 11 Trustee* (the “Trustee Motion”);² and it appearing that the relief sought in the Motion to Shorten is appropriate under the circumstances;

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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Trustee Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is granted.
2. The hearing on the Trustee Motion is scheduled for January 10, 2018 at 1:00 p.m. (Eastern Time).
3. Any objections or responses to the Motion must be made no later than _____.
4. Immediately after the entry of this Order, counsel for the Committee shall serve a copy of this Order and notice of the Trustee Motion on parties originally served with the Motion to Shorten and the Trustee Motion in the manner described in the Motion to Shorten.

Dated: _____

The Honorable Kevin J. Carey
United States Bankruptcy Judge

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

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

CERTIFICATE OF SERVICE

I, Bradford J. Sandler, hereby certify that on the 28th day of December, 2017, I caused a copy of the documents listed below to be served on the individuals on the attached service list in the manner indicated:

Motion of Official Committee of Unsecured Creditors for Entry of an Order to Set the Hearing Date on and Shorten Time to Object or Respond to Emergency Motion of Official Committee of Unsecured Creditors for the Appointment of a Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104

/s/ Bradford J. Sandler

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