

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,¹

Debtors.

Chapter 11

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

Ref. Docket Nos. 1264 & 1582

CERTIFICATION OF COUNSEL REGARDING (I) ORDER AUTHORIZING 805 NIMES PLACE, LLC'S EXAMINATION OF DEBTORS UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004 AND LOCAL RULE OF BANKRUPTCY PROCEDURE 2004-1, AND (II) ORDER DIRECTING EXAMINATION AND PRODUCTION OF DOCUMENTS FROM 805 NIMES PLACE, LLC

The undersigned hereby certifies as follows:

1. On April 13, 2018, 805 Nimes Place, LLC ("Nimes") filed the *Motion of 805 Nimes Place, LLC for Order Authorizing Examination of Debtors Under Federal Rule of Bankruptcy Procedure 2004 and Local Rule of Bankruptcy Procedure 2004-1* [Dkt. No. 1264] (the "Nimes 2004 Motion"). Attached to the Nimes 2004 Motion was a proposed form of order (the "Proposed Nimes Order").
2. On April 17, 2018, the above-captioned debtors and debtors in possession (the "Debtors" and, together with Nimes, the "Parties") filed the *Debtors' Motion for Entry of Order Under Bankruptcy Rule 2004 Directing Examination and Production of Documents from 805 Nimes Place, LLC* [Dkt. No. 1582] (the "Debtor 2004 Motion" and, together with the Nimes 2004 Motion, the "Motions"). Attached as Exhibit A to the Debtor 2004 Motion was a proposed

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

form of order (the “Proposed Debtor Order” and, together with the Proposed Nimes Order, the “Proposed Orders”).

3. The deadline to file objections or responses to the Nimes 2004 Motion was April 24, 2018, at 4:00 p.m. (ET). The deadline to file objections or responses to the Debtor 2004 Motion was April 27, 2018, at 11:00 a.m. (ET). In advance of the respective objection deadlines, counsel for the Parties conferred regarding the Parties’ informal objections to the Motions. While the Parties attempted to consensually resolve their respective informal objections, they granted each other reciprocal extensions of the deadlines to object to the Motions, with the objection deadline for each Motion extended to April 27, 2018, at 3:00 p.m. (ET).

4. Other than the Parties’ informal objections, no other objections or responses to either of the Motions were received before the respective objection deadlines.

5. In order to resolve the Parties’ informal objections, the Parties have agreed to the following schedule with respect to the document production and depositions sought by way of the Motions:

- a. The parties shall produce responsive documents on a rolling basis, with May 18, 2018 as the deadline for completion of document production.
- b. Nimes shall make its designated representative available for deposition on May 24, 2018, or such other date as the Parties mutually agree, at the Los Angeles, California offices of the Debtors’ counsel.
- c. The Debtors shall make their designated representative available for deposition on May 25, 2018, or such other date as the Parties mutually agree, at the Los Angeles, California offices of Nimes’s counsel.

6. The Parties have revised their respective Proposed Orders to incorporate the timeline set forth above and to reflect certain other revisions agreed to by the Parties, which revisions were generally intended to make the production obligations parallel in the two orders.

Attached hereto as Exhibit A is a copy of the revised Proposed Nimes Order (the “Revised

Proposed Nimes Order”). Attached hereto as Exhibit B is a blackline comparing the Revised Proposed Nimes Order to the Proposed Nimes Order. Attached hereto as Exhibit C is a copy of the revised Proposed Debtor Order (the “Revised Proposed Debtor Order” and, together with the Revised Proposed Nimes Order, the “Revised Proposed Orders”). Attached hereto as Exhibit D is a blackline comparing the Revised Proposed Debtor Order to the Proposed Debtor Order.

7. The Debtors submit that the Revised Proposed Orders are appropriate and consistent with the relief requested in the Motions and the Debtors’ discussions with Nimes, and that entry of the Revised Proposed Orders is in the best interests of the Debtors, their estates, and their creditors. Nimes does not object to entry of the Revised Proposed Orders. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Orders at its earliest convenience without further notice or a hearing.

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Dated: April 27, 2018
Wilmington, Delaware

/s/ Ian J. Bambrick

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Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Revised Proposed Order Granting Nimes 2004 Motion

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

In re:

WOODBIDGE GROUP OF COMPANIES,
LLC, et al.,¹

Debtors.

Chapter 11

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

Re: Docket Nos. 1264 & _____

**ORDER AUTHORIZING 805 NIMES PLACE, LLC'S EXAMINATION OF DEBTORS
UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004 AND
LOCAL RULE OF BANKRUPTCY PROCEDURE 2004-1**

Upon consideration of the Motion of 805 Nimes Place, LLC ("Nimes") for an order authorizing Nimes to conduct an examination of the above-captioned debtors (the "Debtors") under Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2004-1 of the Delaware Local Rules of Bankruptcy Practice and Procedure (the "Motion")² and any timely opposition thereto, and after notice and an opportunity for a hearing under 11 U.S.C. § 102(1), and for the reasons set forth in the Motion, the Court determines that cause exists for the proposed examination. Accordingly, it is hereby

ORDERED THAT, Nimes is authorized to conduct a Bankruptcy Rule 2004 examination of the Debtors regarding (i) BWI's assets and liabilities, (ii) the Debtors' ability to commence and complete the construction on the Property prior to the Permit Deadline, (iii) the Debtors' construction plans for the Property, (iv) the financing of any construction on or potential sale of

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. The complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the noticing and claims agent at www.gardencitygroup.com/cases/WGC.

² Capitalized terms not defined in this Order shall have the meanings ascribed to such terms in the Motion.

the Property, (v) the Debtors' ability to pay taxes (whether due now or in the future) or cover any other required or probable expenses relating to the Property, and (vi) the value of the Property;

ORDERED THAT, the Debtors shall reasonably produce all (non-privileged) documents responsive to the requests on the attached Exhibit A, and all (non-privileged) documents supporting intercompany claims by or against BWI to the offices of Reed Smith, LLP at 1201 N. Market Street, Suite 1500, Wilmington, DE 19801 and the offices of Irell & Manella LLP at 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660-6324, or to a file sharing site, on a rolling basis, with production to be substantially complete by May 18, 2018, and with the parties using their best efforts to commence and complete such document production as soon as possible;

ORDERED THAT, on May 25, 2018, the Debtors' designee, Fred Chin, will appear at the offices of Irell & Manella LLP at 1800 Avenue of the Stars, Suite 900, Los Angeles, CA 90067 for an oral examination regarding the topics listed as (i)-(vi) above, and Mr. Chin will bind the Debtors with respect to answers provided during such examination;

ORDERED THAT, the Debtors shall complete the document production and examination pursuant to this Order regardless of the commencement of any adversary proceeding or contested matter prior to the completion of such examination or document production;

ORDERED THAT, Nimes may use the discovery provided pursuant to this Order in all proceedings in the above-captioned bankruptcy cases; and it is further

[Remainder of Page Intentionally Left Blank]

ORDERED THAT, the Court shall retain jurisdiction over the interpretation of this Order and any disputes relating to the examination authorized by this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

I. DEFINITIONS AND INSTRUCTIONS FOR DOCUMENT PRODUCTION

A. **DEFINITIONS**

1. “Debtors” means, individually and together, Bishop White Investments, LLC, Woodbridge Group of Companies, LLC, and their respective debtor-affiliates in chapter 11 bankruptcy cases jointly administered under bankruptcy case number 17-12560(KJC).

2. “Document” means all tangible written, printed, typed, or graphic material and all electronically stored information.

3. “Nimes” means 805 Nimes Place, LLC.

4. “Permits” means the grading and construction permits relating to the Property that were issued on or about December 2, 2016, and all related extensions.

5. “Property” means real property located at 805 Nimes Place in the Bel Air section of the City of Los Angeles, California.

B. **DIRECTIONS**

All document requests are limited to Documents drafted, produced, created, revised or reviewed on or after April 1, 2017.

II. DOCUMENTS TO BE PRODUCED UNDER FED.R.BANKR.P. 2004

1. All Documents regarding the Debtors’ ability to commence and complete the construction on the Property prior to the December 2, 2018, deadline under the Permits.

2. All Documents constituting the Debtors’ construction plans for the Property and all related permits, permit applications, and any correspondence with any municipality in connection with such construction.

3. All architectural plans and all engineering studies for the construction of any residence on the Property.

4. All surveys relating to the construction of any residence on the Property.

5. All construction agreements regarding the construction of any residence on the Property.
6. All financing applications and all financing agreements regarding any present or future construction relating on the Property or any potential sale of the Property.
7. All Documents concerning the timing of the commencement of construction on the Property.
8. All Documents regarding the Debtors' ability to pay taxes (whether due now or in the future) and other expenses relating to the Property.
9. All appraisals, broker price opinions, valuations, offers, or expressions of interest relating to the Property.

EXHIBIT B

Blackline of Proposed Order Granting Nimes 2004 Motion

**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. ~~_____~~ [1264](#)

**ORDER AUTHORIZING 805 NIMES PLACE, LLC'S EXAMINATION OF DEBTORS
UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004 AND
LOCAL RULE OF BANKRUPTCY PROCEDURE 2004-1**

Upon consideration of the Motion of 805 Nimes Place, LLC ("Nimes") for an order authorizing Nimes to conduct an examination of the above-captioned debtors (the "Debtors") under Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2004-1 of the Delaware Local Rules of Bankruptcy Practice and Procedure (the "Motion")² and any timely opposition thereto, and after notice and an opportunity for a hearing under 11 U.S.C. § 102(1), and for the reasons set forth in the Motion, the Court determines that cause exists for the proposed examination. Accordingly, it is hereby

ORDERED THAT, Nimes is authorized to conduct a Bankruptcy Rule 2004 examination of the Debtors regarding (i) BWI's assets and liabilities, (ii) the Debtors' ability to commence and complete the construction on the Property prior to the Permit Deadline, (iii) the Debtors' construction plans for the Property, (iv) the financing of any construction on or potential sale of the Property, (v) the Debtors' ability to pay taxes (whether due now or in the future) or cover any other required or probable expenses relating to the Property, and (vi) the value of the Property;

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 may be obtained on the website of the noticing and claims agent at www.gardencitygroup.com/cases/WGC www.gardencitygroup.com/cases/WGC.¹

² Capitalized terms not defined in this Order shall have the meanings ascribed to such terms in the Motion.

ORDERED THAT, the Debtors shall ~~deliver the~~reasonably produce all (non-privileged) documents listed on responsive to the requests on the attached ~~Exhibit A to the Offices within ten (10) days after this Order is entered on the docket,~~ and all (non-privileged) documents supporting intercompany claims by or against BWI to the offices of Reed Smith, LLP at 1201 N. Market Street, Suite 1500, Wilmington, DE 19801 and the offices of Irell & Manella LLP at 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660-6324, or to a file sharing site, on a rolling basis, with production to be substantially complete by May 18, 2018, and with the parties using their best efforts to commence and complete such document production as soon as possible;

ORDERED THAT, ~~within two days after delivery of the requested documents to the Offices, the Debtors shall designate one or more of their officers, directors, and other persons in control of the Debtors, that~~on May 25, 2018, the Debtors' designee, Fred Chin, will appear at the ~~Offices~~offices of Irell & Manella LLP at 1800 Avenue of the Stars, Suite 900, Los Angeles, CA 90067 for an oral examination regarding the topics listed as (i)-(vi) above, and ~~such representatives~~Mr. Chin will bind the Debtors with respect to answers provided during such examination;

ORDERED THAT, the Debtors shall complete the document production and examination pursuant to this Order regardless of the commencement of any adversary proceeding or contested matter prior to the completion of such examination or document production;

ORDERED THAT, Nimes may use the discovery provided pursuant to this Order in all proceedings in the above-captioned bankruptcy cases; and it is further

ORDERED THAT, the Court shall retain jurisdiction over the interpretation of this Order and any disputes relating to the examination authorized by this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

I. DEFINITIONS AND INSTRUCTIONS FOR DOCUMENT PRODUCTION

A. DEFINITIONS

1. “Debtors” means, individually and together, Bishop White Investments, LLC, Woodbridge Group of Companies, LLC, and their respective debtor-affiliates in chapter 11 bankruptcy cases jointly administered under bankruptcy case number 17-12560(KJC).

2. “Document” means all tangible written, printed, typed, or graphic material and all electronically stored information.

3. “Nimes” means 805 Nimes Place, LLC.

4. “Permits” means the grading and construction permits relating to the Property that were issued on or about December 2, 2016, and all related extensions.

5. “Property” means real property located at 805 Nimes Place in the Bel Air section of the City of Los Angeles, California.

B. DIRECTIONS

All document requests are limited to Documents drafted, produced, created, revised or reviewed on or after April 1, 2017.

II. DOCUMENTS TO BE PRODUCED UNDER FED.R.BANKR.P. 2004

1. All Documents regarding the Debtors’ ability to commence and complete the construction on the Property prior to the December 2, 2018, deadline under the Permits.

2. All Documents constituting the Debtors’ construction plans for the Property and all related permits, permit applications, and any correspondence with any municipality in connection with such construction.

3. All architectural plans and all engineering studies for the construction of any residence on the Property.

4. All surveys relating to the construction of any residence on the Property.

5. All construction agreements regarding the construction of any residence on the Property.
6. All financing applications and all financing agreements regarding any present or future construction relating on the Property or any potential sale of the Property.
7. All Documents concerning the timing of the commencement of construction on the Property.
8. All Documents regarding the Debtors' ability to pay taxes (whether due now or in the future) and other expenses relating to the Property.
9. All appraisals, broker price opinions, valuations, offers, or expressions of interest relating to the Property.

EXHIBIT C

Revised Proposed Order Granting Debtor 2004 Motion

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,¹

Debtors.

Chapter 11

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

Ref. Docket Nos. 1582 & ____

**ORDER DIRECTING EXAMINATION AND PRODUCTION OF
DOCUMENTS FROM 805 NIMES PLACE, LLC**

Upon consideration of the motion (the “Motion”)² of the Debtors, for an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 2004, directing examination and production of documents from 805 Nimes Place, LLC and its affiliates (collectively, “Nimes”); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court finding that notice of the Motion given by the Debtors was sufficient under the circumstances; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested in the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to conduct Bankruptcy Rule 2004 examinations of

Nimes regarding:

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Motion.

- i) The value of the real property commonly known as 805 Nimes Place, Los Angeles, California 90077 (the “Property”) from June 1, 2017 to the present;
- ii) Any appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property of which Nimes is either aware, whether or not obtained by or for Nimes from June 1, 2017 to the present;
- iii) Nimes’s view or opinion of the value of Property from June 1, 2017 to the present;
- iv) Any attempts by Nimes to sell, hypothecate, transfer or borrow against the promissory note in the original amount of \$20 million (the “Note”) given to it by Bishop White Investments, LLC from June 1, 2017 to the present;
- v) Any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.
- vi) Any communications between Nimes and the City of Los Angeles concerning the Property from June 1, 2017 to the present;
- vii) Any communications between Nimes and any other person concerning the Property from June 1, 2017 to the present; and
- viii) Any claim Nimes has to attorneys’ fees in connection with the Note from June 1, 2017 to the present.

3. Nimes shall make its designated representative available for deposition on May 24, 2018, at the Los Angeles, California offices of the Debtors’ counsel, or on such other date as is mutually agreed upon by Nimes and the Debtors.

4. Nimes is ordered to reasonably produce all non-privileged responsive documents called for in **Exhibit 1** (the “Document Requests”) on a rolling basis, with all such documents to be produced on or before May 18, 2018.

5. Nimes shall complete the document production and examination pursuant to this Order regardless of the commencement of any adversary proceeding or contested matter prior to the completion of such examination or document production.

6. The Debtors may use the discovery provided pursuant to this Order in all proceedings in the above-captioned bankruptcy cases.

7. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**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)

**REQUEST FOR PRODUCTION OF DOCUMENTS
DIRECTED TO NIMES PLACE, LLC**

Woodbridge Group of Companies, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) request, pursuant to Bankruptcy Rule 2004, that Nimes Place, LLC and its affiliates (collectively, “Nimes”), produce the documents described below (the “Document Requests”).

DEFINITIONS

1. “Applicable Period” means the period from June 1, 2017 through and including the present.
2. “Document” means all tangible written, printed, typed, or graphic material and all electronically stored information.
3. “Note” means the promissory note in the original amount of \$20 million given to you by Bishop White Investments, LLC, including any amendments thereto.
4. “Person” means any individual, corporation, partnership, joint venture, association, limited liability company, governmental agency, or other entity.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

5. “Property” means the real property commonly known as 805 Nimes Place, Los Angeles, California 90077.

6. “You” or “Your” means 805 Nimes Place, LLC, and any and all affiliates, including any members, parents, subsidiaries, or predecessors-in-interest, and any and all employees, agents, or anyone acting on Your behalf.

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All Documents and communications concerning the value of the Property during the Applicable Period, including but not limited to appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property, whether or not obtained by or for You.

2. All Documents and communications concerning Your view or opinion of the value of Property during the Applicable Period.

3. All Documents and communications concerning any attempts by You to sell, hypothecate, transfer or borrow against the Note during the Applicable Period.

4. All Documents and communications concerning any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.

5. All communications between You and the City of Los Angeles concerning the Property during the Applicable Period.

6. All communications between You and any other Person concerning the Property during the Applicable Period.

7. All Documents and communications supporting any claim You have to attorneys’ fees in connection with the Note during the Applicable Period.

EXHIBIT D

Blackline of Proposed Order Granting Debtor 2004 Motion

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,¹

Debtors.

Chapter 11

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

Ref. Docket ~~No~~Nos. ~~-1582~~ & _____

**ORDER DIRECTING EXAMINATION AND PRODUCTION OF
DOCUMENTS FROM 805 NIMES PLACE, LLC**

Upon consideration of the motion (the “Motion”)² of the Debtors, for an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 2004, directing examination and production of documents from 805 Nimes Place, LLC and its affiliates (collectively, “Nimes”); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court finding that notice of the Motion given by the Debtors was sufficient under the circumstances; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested in the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. ~~1.~~—The Motion is GRANTED as set forth herein.

2. ~~2.~~—The Debtors are authorized to conduct Bankruptcy Rule 2004 examinations of Nimes regarding:

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² Capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Motion.

- i) The value of the real property commonly known as 805 Nimes Place, Los Angeles, California 90077 (the “Property”) from June 1, 2017 to the present;
- ii) Any appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property of which Nimes is either aware, whether or not obtained by or for Nimes from June 1, 2017 to the present;
- iii) Nimes’s view or opinion of the value of Property from June 1, 2017 to the present;
- iv) Any attempts by Nimes to sell, hypothecate, transfer or borrow against the promissory note in the original amount of \$20 million (the “Note”) given to it by Bishop White Investments, LLC from June 1, 2017 to the present;
- v) Any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.
- vi) Any communications between Nimes and the City of Los Angeles concerning the Property from June 1, 2017 to the present;
- vii) Any communications between Nimes and any other person concerning the Property from June 1, 2017 to the present; and
- viii) Any claim Nimes has to attorneys’ fees in connection with the Note from June 1, 2017 to the present.

3. Nimes shall make its designated representative available for deposition on May 24, 2018, at the Los Angeles, California offices of the Debtors’ counsel, or on such other date as is mutually agreed upon by Nimes and the Debtors.

4. ~~3.~~ Nimes is ordered to reasonably produce all non-privileged responsive documents called for in **Exhibit 1** (the “Document Requests”) on ~~or before the date that is thirty~~

~~(30) days after this Order is entered on the docket.~~ a rolling basis, with all such documents to be produced on or before May 18, 2018.

5. Nimes shall complete the document production and examination pursuant to this Order regardless of the commencement of any adversary proceeding or contested matter prior to the completion of such examination or document production.

6. The Debtors may use the discovery provided pursuant to this Order in all proceedings in the above-captioned bankruptcy cases.

7. ~~4.~~ The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**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)

**REQUEST FOR PRODUCTION OF DOCUMENTS
DIRECTED TO NIMES PLACE, LLC**

Woodbridge Group of Companies, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) request, pursuant to Bankruptcy Rule 2004, that Nimes Place, LLC and its affiliates (collectively, “Nimes”), produce the documents described below (the “Document Requests”).

~~These Document Requests shall be deemed continuing so as to require immediate supplemental responses and production of documents if Nimes or its attorneys or other representatives obtain other or further information or responsive documents after the time Nimes’s responses and responsive documents are served.~~

DEFINITIONS

1. “Applicable Period” means the period from June 1, 2017 through and including the present.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of this information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

2. ~~“Communication(s)” means the transmittal of information (in the form of facts, ideas, inquiries or otherwise, either orally or in writing), including but not limited to correspondence, packages, conversations, meetings, discussions, telephone calls, telegrams, telexes, telecopies, seminars, conferences, text messages (whether by SMS, applications such as “WhatsApp,” or otherwise), messages, notes, e-mails and memoranda. The transmission of documents or things by mail, courier or electronic service or otherwise is included, without limitation, in the definition of “Communication(s).”~~ “Document” means all tangible written, printed, typed, or graphic material and all electronically stored information.

3. ~~“Concerning” or “concerning” shall mean relating to, referring to, in connection with, in respect of, describing, evidencing, or constituting.~~

4. ~~“Document(s)” shall include electronically stored information (“ESI”) and is used in its customary broad sense. It shall not be limited in any way with respect to the process by which any Document was created, generated, or reproduced, or with respect to the medium in which the Document is embodied; and shall include, by way of example and without any limitation, all “documents,” “electronically stored information,” or “tangible thing” as contained in Rule 34 of the Federal Rules of Civil Procedure, as well as all “writings,” “recordings,” and “photographs” as defined by Rule 1001 of the Federal Rules of Evidence, and any kind of tangible material in any medium of any type, upon which intelligence or information is recorded, or from which intelligence or information can be perceived, whether in writing, recorded, stored, microfilmed, microfiche, photographed, computerized, reduced to electronic or magnetic impulse, or otherwise preserved or rendered. Documents further include, without limitation, materials maintained in electronic, magnetic or other storage media, including those maintained in~~

~~computers, electronic or magnetic tapes or diskettes, and any on-site or off-site backup or so-called “erased” or “deleted” computer information that may be susceptible to retrieval.~~

3. ~~5.~~ “Note” means the promissory note in the original amount of \$20 million given to you by Bishop White Investments, LLC, including any amendments thereto.

4. ~~6.~~ “Person” means any individual, corporation, partnership, joint venture, association, limited liability company, governmental agency, or other entity.

5. ~~7.~~ “Property” means the real property commonly known as 805 Nimes Place, Los Angeles, California 90077.

6. ~~8.~~ “You” or “Your” means 805 Nimes Place, LLC, and any and all affiliates, including any members, parents, subsidiaries, or predecessors-in-interest, and any and all employees, agents, or anyone acting on Your behalf.

~~9. — For all purposes herein, spelling, grammar, syntax, abbreviations, idioms, and proper nouns shall be construed and interpreted according to their context to give proper meaning and consistency to the Requests for Production of Documents set forth herein (the “Request” or “Requests”).~~

INSTRUCTIONS

~~Rules 26 through 37 of the Federal Rules of Civil Procedure, made applicable to this proceeding pursuant to Rules 7026 through 7037 of the Federal Rules of Bankruptcy Procedure, are hereby incorporated by reference and apply to each of the following instructions:~~

~~1. — All Documents shall be identified by the Request(s) to which they are primarily responsive or be produced as they are maintained in the usual course of business.~~

~~2. — Produce all Documents and all other materials described below in Your actual or constructive possession, custody, or control, including in the possession, custody, or control of a current or former employee, that were created during or that relate or refer to the Applicable~~

~~Period, wherever those Documents and materials are maintained, including on personal computers, PDAs, wireless devices, or web-based email systems such as Gmail, Yahoo, etc.~~

~~3. — You must produce all Documents in Your possession, custody, or control, whether maintained in electronic or paper form and whether located on hardware owned and maintained by You or hardware owned and/or maintained by a third party that stores data on Your behalf. You must produce all such Documents even if they were deleted or in draft form. Without limitation, hardware where such data may be stored includes: servers; desktop, laptop, or tablet computers; cell and smart phones; PDA devices; scanners, fax machines, and copying machines; and mobile storage devices, such as thumb or external hard drives. Electronically stored Documents include any computerized data or content stored on electromagnetic media. Without limitation, types of electronically stored Documents include email, voicemail, instant messages, text messages (whether by SMS, applications such as “WhatsApp,” or otherwise), intranet and internet system data, telephone and cellular telephone calling records, data compilations, spreadsheets, word processing files, images, databases, digital photocopier memory, and any other information stored in memory storage devices.~~

~~4. — Produce the original or duplicate, as such terms are defined by Rule 1001 of the Federal Rules of Evidence, of each Document requested together with all non-identical copies and drafts of that Document. If a duplicate is produced, it should be legible and bound or stapled in the same manner as the original.~~

~~5. — Documents not otherwise responsive to these Requests should be produced: (i) if such Documents mention, discuss, refer to, explain, or concern one or more Documents that are called for by these Requests; (ii) if such Documents are attached to, enclosed with, or accompany~~

~~Documents called for by these Requests; or (iii) if such Documents constitute routing slips, transmittal memoranda or letters, comments, evaluations, or similar materials.~~

~~6. Documents attached to each other should not be separated; separate Documents should not be attached to each other.~~

~~7. Documents should include all exhibits, appendices, linked Documents, or otherwise appended Documents that are referenced in, attached to, included with, or are a part of the requested Documents.~~

~~8. If any Document, or any part thereof, is not produced based on a claim of attorney-client privilege, work-product protection, or any other privilege, then in answer to such Request or part thereof, for each such Document, You must:~~

~~(a) Identify the type, title and subject matter of the Document;~~

~~(b) State the place, date, and manner of preparation of the Document;~~

~~(c) Identify all authors, addressees, and recipients of the Document, including information about such Persons to assess the privilege asserted; and~~

~~(d) Identify the legal privilege(s) and the factual basis for the claim.~~

~~9. Documents should not contain redactions unless such redactions are made to protect information subject to the attorney-client privilege and/or work product doctrine. In the event any Documents are produced with redactions, a log setting forth the information requested in Instruction 8 above must be provided.~~

~~10. To the extent a Document sought herein was at one time, but is no longer, in your actual or constructive possession, custody, or control, state whether it: (i) is missing or lost; (ii) has been destroyed; (iii) has been transferred to others; and/or (iv) has been otherwise disposed of. In each instance, Identify the Document, state the time period during which it was maintained, state~~

~~the circumstance and date surrounding authorization for such disposition, Identify each Person having knowledge of the circumstances of the disposition, and Identify each Person who had possession, custody, or control of the Document. Documents prepared prior to, but which relate or refer to, the time period covered by these Requests are to be identified and produced.~~

MANNER OF PRODUCTION

1. ~~—All Documents produced to the Debtors shall be provided in either native file (“native”) or single-page 300 dpi-resolution group IV TIF format (“tiff”) format as specified below, along with appropriately formatted industry standard database load files, and accompanied by true and correct copies or representations of unaltered attendant metadata. Where Documents are produced in tiff format, each Document shall be produced along with a multi-page, Document-level searchable text file (“searchable text”) as rendered by an industry standard text extraction program in the case of electronic originals, or by an industry standard Optical Character Recognition (“ocr”) program in the case of scanned paper Documents. Searchable text of Documents shall not be produced as fielded data within the “.dat file” as described below.~~

2. ~~—Database load files shall consist of: (i) a comma-delimited values (.dat) file containing: production Document identifier information, data designed to preserve “parent and child” relationships within Document “families,” reasonably accessible and properly preserved metadata (or bibliographic coding in the case of paper Documents), custodian or Document source information; and (ii) an Opticon (.opt) file to facilitate the loading of tiff images. Load files should be provided in a root-level folder named “Data,” images shall be provided within a root level “Images” folder containing reasonably structured subfolders, and searchable text files shall be provided in a single root-level “Text” folder. If any of the Documents produced in response to these Requests are designated as confidential pursuant to a Protective Order or Confidentiality~~

~~Agreement between You and the Debtors, in addition to marking the Documents with the brand “CONFIDENTIAL” or branding the media with the word “CONFIDENTIAL,” also include a confidential field within the load file, with a “yes” or “no” indicating whether the Document has been designated as confidential, as well as native file loading/linking information (where applicable).~~

~~3. Documents and other responsive data or materials created, stored, or displayed on electronic or electro-magnetic media shall be produced in the order in which the Documents are or were stored in the ordinary course of business, including all reasonably accessible metadata, custodian or Document source information, and searchable text as to allow the Debtors, through a reasonable and modest effort, to fairly, accurately, and completely access, search, display, comprehend, and assess the Documents’ true and original content.~~

~~4. All Documents and accompanying metadata created and/or stored in the ordinary course of business within commercial, off the shelf email systems including but not limited to Microsoft Exchange™, Lotus Notes™, or Novell Groupwise™ shall be produced in tiff format, accompanying metadata, and searchable text files or, alternately, in a format that fairly, accurately, and completely represents each Document in such a manner as to make the Document(s) reasonably useable, manageable, and comprehensible by the Debtors.~~

~~5. With the exclusion of email and email account related Documents and data, all Documents and accompanying metadata created and/or stored in structured electronic databases or files shall be produced in a format that enables the Debtors to reasonably manage and import those Documents into a useable, coherent database. Documents must be accompanied by reasonably detailed documentation explaining the Documents’ content and format including but not limited to~~

~~data dictionaries and diagrams. Some acceptable formats, if and only if provided with definitive file(s), table(s), and field level schemas include:~~

- ~~(a) XML format file(s);~~
- ~~(b) Microsoft SQL database(s);~~
- ~~(c) Access database(s); and/or~~
- ~~(d) fixed or variable length ASCII delimited files.~~

~~6. All Documents generated or stored in software such as Microsoft Excel or other commercially available spreadsheet programs, as well as any multimedia files such as audio or video, shall be produced in their native format, along with an accompanying placeholder image in tiff format indicating a native file has been produced. A "Nativelink" entry shall be included in the .dat load file indicating the relative file path to each native file on the production media. To the extent You have other file types that do not readily or easily and accurately convert to tiff and searchable text, You may elect to produce those files in native format subject to the other requirements listed herein. Native files may be produced within a separate root level folder structure on deliverable media entitled "Natives."~~

~~7. All other Documents and accompanying metadata and embedded data created or stored in unstructured files generated by commercially available software systems (excluding emails, structured electronic databases, spreadsheets, or multimedia) such as, but not limited to, word processing files (such as Microsoft Word), image files (such as Adobe .pdf files and other formats), and text files shall be produced in tiff and searchable text format in the order the files are or were stored in the ordinary course of business.~~

~~8. Documents originally created or stored on paper shall be produced in tiff format. Relationships between Documents shall be identified within the Relativity .dat file utilizing~~

~~document identifier numbers to express parent document/child attachment boundaries, folder boundaries, and other groupings. In addition, the searchable text of each Document shall be provided as a multi-page text file as provided for by these Requests.~~

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All Documents and ~~Communications~~communications concerning the value of the Property during the Applicable Period, including but not limited to appraisals, broker price opinions, valuations, offers, and expressions of interest relating to the Property, whether or not obtained by or for You.
2. All Documents and ~~Communications~~communications concerning Your view or opinion of the value of Property during the Applicable Period.
3. All Documents and ~~Communications~~communications concerning any attempts by You to sell, hypothecate, transfer or borrow against the Note during the Applicable Period.
4. All Documents and ~~Communications~~communications concerning any litigation threatened or filed by or against Nimes relating to the Property on or after January 1, 2005.
5. All ~~Communications~~communications between You and the City of Los Angeles concerning the Property during the Applicable Period.
6. All ~~Communications~~communications between You and any other Person concerning the Property during the Applicable Period.
7. All Documents and ~~Communications~~communications supporting any claim You have to attorneys' fees in connection with the Note during the Applicable Period.