

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

In re:

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

Debtors.

Case No. 17-12560 (KJC)

(Jointly Administered)

Chapter 11

Ref. Docket No. 924 925, 1645

**ORDER (I) AUTHORIZING PAYMENT OF THIRD-PARTY SECURED DEBT
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases") for entry of an order (i) authorizing, but not directing, the Debtors to pay in full third-party indebtedness secured by real property owned by the Debtors, including, but not limited to, (a) that certain Secured Promissory Note, dated January 20, 2017, in the original principal amount of \$4,000,000 (the "Ashley Ridge Note"), (b) that certain Promissory Note, dated January 30, 2017, in the original principal amount of \$26,000,000 (the "Stradella Road Note"), and (c) that certain Promissory Note, dated May 31, 2017, in the original principal amount of \$20,000,000 (as amended, the "Nimes Place Note") and (ii) granting certain related relief; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Motion; and upon the record of these Chapter 11 Cases; and it

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 Blvd #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 herein have the meaning assigned to such terms in the Motion.

appearing that the relief requested in the Motion is appropriate in the context of these Chapter 11 Cases and in the best interests of the Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Motion was adequate and proper under the circumstances, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

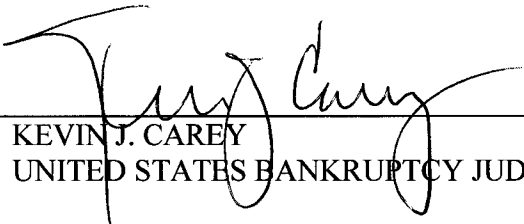
1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105 and 363 of the Bankruptcy Code, the Debtors are authorized, but not directed, in their discretion and in the exercise of their business judgment, to pay in full any third-party indebtedness secured by real property owned by the Debtors, including, but not limited to, the Ashley Ridge Note, the Stradella Road Note, and the Nimes Place Note, from (i) the net proceeds received by the Debtors from the sales of the Debtors' properties that the Debtors are not otherwise required to reserve pursuant to the Final DIP Order and/or (ii) the Debtors' other cash on hand.
3. The Debtors shall be authorized and empowered to take any necessary actions to implement and effectuate the terms of this Order.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry notwithstanding any applicability of Bankruptcy Rule 6004(h).
5. The terms and provisions of this Order and any actions taken pursuant hereto shall (i) survive entry of any order converting the Chapter 11 Cases to chapter 7 or dismissing the Chapter 11 Cases (or any of them), and (ii) continue in this or any superseding case under the Bankruptcy Code of any of the Debtors.

6. The provisions of this Order shall be binding upon the Debtors and their successors and assigns, including, without limitation, any trustee or other fiduciary hereafter appointed as legal representative of the Debtors or with respect to property of the estates of the Debtors, whether under chapter 11 of the Bankruptcy Code, any confirmed plan, or any subsequent chapter 7 case.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and to have satisfied Bankruptcy Rule 6004(a).

8. This Court shall retain jurisdiction and power with respect to all matters arising from or related to the interpretation and implementation of this Order.

Dated: April 27, 2018
Wilmington, Delaware



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE