

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. 1604

**SUPPLEMENTAL DECLARATION OF CAROLYN C. JORDAN IN SUPPORT OF THE  
APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING  
DEBTORS TO RETAIN AND EMPLOY GLASER WEIL FINK HOWARD AVCHEN &  
SHAPIRO LLP AS SPECIAL REAL ESTATE AND LAND USE COUNSEL  
NUNC PRO TUNC TO MARCH 22, 2018**

I, Carolyn C. Jordan, hereby declare under penalty of perjury:

1. I am a partner in the law firm of Glaser Weil Fink Howard Avchen & Shapiro LLP (“Glaser Weil”), with offices located at, among other places, 10250 Constellation Blvd., 19th Floor, Los Angeles, California. I am a member in good standing of the Bar of the State of California. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I previously submitted a declaration (the “Original Declaration”) in support of the *Application of the Debtors for Entry of an Order Authorizing the Debtors to Retain and Employ Glaser Weil Fink Howard Avchen & Shapiro LLP as Special Real Estate and Land Use Counsel Nunc Pro Tunc to March 22, 2018* [Docket No. 1604, Exh. B] (the “Application”).<sup>2</sup>

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<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 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 such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms not otherwise defined herein, shall have the meanings ascribed to them in the Application.

3. I submit this supplemental Declaration (this “Supplemental Declaration”) to provide additional disclosures regarding (i) Glaser Weil’s disinterestedness and (ii) the scope of Glaser Weil’s retention, in response certain comments received from the United States Trustee for the District of Delaware.

4. I am in all respects competent to make this Supplemental Declaration in support of the Application.

**DISINTERESTEDNESS**

5. Section 327(e) of the Bankruptcy Code does not require that Glaser Weil be a “disinterested person” as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) of the Bankruptcy Code only requires that Glaser Weil not represent or hold any interest adverse to the Debtors or the estates with respect to the matters on which Glaser Weil is to be employed. In preparing the Original Declaration, Glaser Weil undertook an analysis to ensure compliance with section 327(e) of the Bankruptcy Code regarding the retention of professionals by debtors or official committees in chapter 11 cases.

6. Because of the size and complexity of the Debtors and these Chapter 11 Cases and the number of parties involved, Glaser Weil attorneys and employees, under my supervision and direction, have been and will continue to be engaged in an effort to identify Glaser Weil’s connections with the Debtors, their creditors, other parties-in-interest as well as their respective attorneys and accountants. Glaser Weil has conducted, and continues to conduct, research into its connections with the Debtors, their creditors and other parties-in-interest in these Chapter 11 Cases.

7. As part of this inquiry, Glaser Weil obtained from the Debtors the names of individuals or entities that the Debtors identified as potential parties-in-interest in these Chapter

11 Cases (the “Potential Parties-in-Interest”). A list of known Potential Parties in Interest as of March 9, 2018 is attached hereto as Schedule 1.

8. In preparing this Supplemental Declaration, I ensured that the names of the Potential Parties-in-Interest were submitted to Glaser Weil’s electronic conflict database. The conflict database contains the names of all clients and conflict information concerning Glaser Weil’s clients. Glaser Weil’s records department entered the Potential Parties-in-Interest into this database and ran a comprehensive conflicts search. Based upon this inquiry, Glaser Weil believes that it does not represent or hold any interest adverse to the Debtors or their estates.

9. Glaser Weil will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Glaser Weil will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

#### **SCOPE OF EMPLOYMENT**

10. The Debtors hired Glaser Weil to render such legal services as may be specified and agreed to between the Debtors and Glaser Weil, including, but not limited to, (i) advising the Debtors on the real estate and land use implications related to real property that the Debtors own, and (ii) advising the Debtors with respect to the real estate assets and equity interests in which the Debtors have a direct or indirect interest.

11. I have been informed by the Debtors’ bankruptcy co-counsel, Klee Tuchin and Young Conaway, that neither of those firms has attorneys that routinely practice California real estate law.

12. Because the vast majority of the Debtors' real estate assets are located in California, the Debtors specifically chose to hire Glaser Weil to supplement their current legal representation with a law firm that has specialized expertise in California real estate law. Glaser Weil will also be able to advise the Debtors on real estate matters in other jurisdictions. To the extent necessary, the Debtors will employ professionals to support Glaser Weil on local law and custom in jurisdictions outside California, under the authority granted in the *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 296].

13. I will endeavor to ensure that Glaser Weil does not duplicate any work on real estate matters being done by any other professionals employed in the case.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 4, 2018

/s/ Carolyn C. Jordan  
Carolyn C. Jordan