

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket Nos. 1604 & 1720

**CERTIFICATION OF COUNSEL REGARDING 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**

On April 20, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) 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] (the “Application”).

Attached as Exhibit A to the Application was a proposed form of order (the “Proposed Order”).

Pursuant to the Notice of Application, the deadline to file objections or responses to the Application (the “Objection Deadline”) was May 4, 2018, at 4:00 p.m. (ET). Prior to the applicable Objection Deadline, the Debtors received informal comments from the U.S. Trustee. No other objections or responses were received on or before the applicable Objection Deadline.

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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 14225 Ventura Boulevard #100, 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 proposed undersigned counsel for the Debtors.

As a result of discussions with the U.S. Trustee, the Debtors filed the *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 Avechen & Shapiro LLP as Special Real Estate and Land Use Counsel Nunc Pro Tunc to March 22, 2018* [Docket No. 1720]. Additionally, the Debtors have revised the Proposed Order (the “Revised Proposed Order”), resolving the remaining issues raised by the U.S. Trustee. Attached hereto as Exhibit A is the Revised Proposed Order.<sup>2</sup>

The Debtors submit that the Revised Proposed Order is appropriate and consistent with the relief requested in the Application and the Debtors’ discussions with the U.S. Trustee, and that entry of the Revised Proposed Order is in the best interests of the Debtors, their estates, and their creditors. In light of the revisions, the U.S. Trustee does not oppose the entry of the Revised Proposed Order.

*[Remainder of page intentionally left blank]*

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<sup>2</sup> For ease of reference, attached hereto as Exhibit B is a copy of the Revised Proposed Order marked against the Proposed Order (the “Blackline”).

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

Dated: May 7, 2018  
Wilmington, Delaware

/s/ Betsy L. Feldman  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Sean M. Beach (No. 4070)  
Edmon L. Morton (No. 3856)  
Ian J. Bambrick (No. 5455)  
Betsy L. Feldman (No. 6410)  
1000 North King Street  
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Tel: (302) 571-6600  
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-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP  
Kenneth N. Klee (admitted *pro hac vice*)  
Michael L. Tuchin (admitted *pro hac vice*)  
David A. Fidler (admitted *pro hac vice*)  
Jonathan M. Weiss (admitted *pro hac vice*)  
1999 Avenue of the Stars, 39<sup>th</sup> Floor  
Los Angeles, California 90067  
Tel: (310) 407-4000  
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*Counsel for the Debtors and  
Debtors in Possession*

**EXHIBIT A**

**REVISED PROPOSED ORDER**

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket Nos. 1604 & 1720

**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**

Upon 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* (the “Application”),<sup>2</sup> and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and proper and adequate notice of the Application and the hearing thereon having been given; and it appearing that no other or further notice being necessary; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having determined that the relief sought in the Application is in the best interests of

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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> Any capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

the Debtors, these estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is granted as set forth herein.
2. Pursuant to sections 327(e), 328, and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Debtors are authorized and empowered to retain and employ Glaser Weil as special real estate and land use counsel to the Debtors *nunc pro tunc* to March 22, 2018, on the terms set forth in the Application, the Engagement Letter, and the Jordan Declaration.
3. Glaser Weil's fees and expenses shall be subject to the prior approval of this Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, and any applicable orders of this Court including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Chapter 11 Cases.
4. The Debtors are authorized to take all actions necessary to implement the relief granted pursuant to this Order in accordance with the Application.
5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2018

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**BLACKLINE**

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

In re:

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Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket ~~No~~Nos. ~~1604 & 1720~~

**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**

Upon 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* (the "Application"),<sup>2</sup> and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and proper and adequate notice of the Application and the hearing thereon having been given; and it appearing that no other or further notice being necessary; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having determined that the relief sought in the Application is in the best interests of the Debtors, these estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor,

<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> Any capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.



**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is granted as set forth herein.
2. Pursuant to sections 327(e), 328, and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Debtors are authorized and empowered to retain and employ Glaser Weil as special real estate and land use counsel to the Debtors *nunc pro tunc* to March 22, 2018, on the terms set forth in the Application, the Engagement Letter, and the Jordan Declaration.
3. Glaser Weil's fees and expenses shall be subject to the prior approval of this Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, [Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases](#), and any applicable orders of this Court [including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these Chapter 11 Cases](#).
4. The Debtors are authorized to take all actions necessary to implement the relief granted pursuant to this Order in accordance with the Application.
5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2018

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE