

**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)

**Obj. Deadline: May 23, 2018, at 4:00 p.m. (ET)**

**Ref. Doc. No. 296**

**NOTICE OF FILING OF DECLARATION OF DISINTERESTEDNESS  
BY ORDINARY COURSE PROFESSIONAL  
BOIES SCHILLER FLEXNER LLP**

**PLEASE TAKE NOTICE** that, on January 16, 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 296] (the “Order”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the procedures set forth in the Order, the Debtors hereby file the Declaration of Disinterestedness, attached hereto as Exhibit A, for Boies Schiller Flexner LLP.

**PLEASE TAKE FURTHER NOTICE** that any objections to the retention of Boies Schiller Flexner LLP must be filed with the Court, and at the same time served upon the Notice Parties, on or before **May 23, 2018, at 4:00 p.m. (ET)**.

---

<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 used but not otherwise defined herein shall have the meanings ascribed to such terms in the Order.

Dated: May 9, 2018  
Wilmington, Delaware

/s/ Ian J. Bambrick

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)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Tel: (302) 571-6600  
Fax: (302) 571-1253

-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  
39th Floor  
Los Angeles, California 90067  
Tel: (310) 407-4000  
Fax: (310) 407-9090

*Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

**DECLARATION OF DISINTERESTEDNESS**

**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)

**DECLARATION OF DISINTERESTEDNESS BY  
ATTORNEY USED IN THE ORDINARY COURSE OF BUSINESS**

I, David Nelson, declare under penalty of perjury:

1. I am a Counsel at Boies Schiller Flexner LLP, located at 401 East Las Olas Boulevard, Fort Lauderdale, Florida (the "Firm").

2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") have requested that the Firm provide limited legal services to the Debtors. The Debtors have requested specifically that the Firm assist its current counsel in responding to inquiries by providing information related to the Debtors' prepetition document productions to the U.S. Securities and Exchange Commission (the "SEC"), and other information relating to the SEC's investigation, and the Firm has consented to provide such services.

3. The Firm may have performed legal services in the past, may currently perform legal services, and may perform legal services in the future, in matters unrelated to the above-

---

<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.

captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform legal services for any such person in connection with the Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm has provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtors owe the Firm \$515,977 for prepetition services, approximately \$294,637 of which is for legal fees, and the remainder of which is for reimbursements the Firm has made to its IT Vendor to cover amounts the IT Vendor is owed by Debtors, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of December 4, 2017 (the “Petition Date”), the Firm was not party to an agreement for indemnification with certain of the Debtors, except as described in paragraph 11.

10. As of the Petition Date, the Firm was party to agreements in which the Debtors agreed to pay the Firm's fees for its representation on an as-needed basis of certain employees and professionals of the Debtors (the "Clients"), based on those parties prior relationships with the Debtors. A list of such Clients is included as Exhibit A to this declaration. The Firm does not and will not perform any services on behalf of such Clients in connection with the Chapter 11 cases, and will not have any relationships to such Clients or any affiliates adverse to the Debtors or their estates.

11. In addition, with respect to two of the Clients listed on Exhibit A, the Firm was party to agreements in which the Debtors agreed to indemnify the Firm for any claims, damages, liabilities, losses or costs from third parties, arising from or relating to each Client's respective representation.

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: May 9, 2018

/s/ David Nelson  
David Nelson, Counsel  
Boies Schiller Flexner LLP

**EXHIBIT A**

**Firm's Clients**

1. Ivan Acevedo
2. Adam Altman
3. Ida Atiabi
4. Balcomb & Green, P.C.
5. Chad Lee
6. Sally Beauchamps
7. Andrew Costa
8. Costa Financial Insurance Services, Inc.
9. Halloran & Sage LLP
10. Richard Roberts
11. Jon Freis
12. Laura Gee
13. Joseph Isaac
14. Greg Koch
15. Koch Insurance Brokers LLC
16. Barry Kornfeld
17. First Financial Tax Group
18. Mercer Vine
19. David Ouellette
20. Shield Financial Group
21. DPO Insurance Agency, Inc.
22. Indra Patel
23. Path Interactive
24. Brett Pittsenbarger
25. BP Financial
26. Jerry Raines
27. Donna Barnard
28. Stone Lion Insurance & Financial Services
29. Lynette Robbins
30. Ted Leutz
31. Knowles Systems, Inc.
32. Scott Schwartz
33. Leonard Shemtob
34. Jeffrey Wendel
35. Wendel Retirement Planning