

**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)

Hearing Date: August 21, 2018, at 1:00 p.m. (ET)  
Obj. Deadline: July 13, 2018, at 4:00 p.m. (ET)

**DEBTORS' SECOND MOTION FOR ENTRY OF AN ORDER, PURSUANT TO  
SECTION 1121(d) OF THE BANKRUPTCY CODE, EXTENDING THE  
EXCLUSIVE PERIODS FOR THE FILING OF A CHAPTER 11 PLAN  
AND SOLICITATION OF ACCEPTANCES THEREOF**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) hereby move the Court (this “Motion”) for the entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to section 1121(d) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-2 Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), extending the Debtors’ exclusive periods for the filing of a chapter 11 plan and the solicitation of acceptances thereof. In support of this Motion, the Debtors respectfully state as follows:

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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 this 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.

### **JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory basis for the relief requested herein is section 1121(d) of the Bankruptcy Code.

### **BACKGROUND**

2. On December 4, 2017, approximately 279 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code. Thereafter, on February 9, 2018, March 9, 2018, March 23, 2018, and March 27, 2018, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

3. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee has been appointed in the Chapter 11 Cases. On December 14, 2017, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [Docket No. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder

group (the “Unitholder Group” and, together with the Committee and the Noteholder Group, the “Committees”) [Docket No. 357].

4. On April 3, 2018, the Court entered an order extending the periods within which the Debtors may exclusively file a chapter 11 plan and solicit acceptances thereof through and including July 2, 2018 and September 4, 2018 respectively [Docket No. 889].<sup>2</sup>

### **RELIEF REQUESTED**

5. By this Motion, the Debtors request entry of an order, pursuant to section 1121(d)(1) of the Bankruptcy Code, further extending the Plan Period and the Solicitation Period (each as defined below) by approximately one hundred twenty (120) days each, through and including October 30, 2018 and January 2, 2019, respectively, without prejudice to the Debtors’ right to seek further extensions of such periods, as may be appropriate under the circumstances. This is the Debtors’ second request to extend the Exclusive Periods (as defined below).

### **BASIS FOR REQUESTED RELIEF**

6. Section 1121(b) of the Bankruptcy Code provides for an initial period of one hundred and twenty (120) days after commencement of a chapter 11 case during which a debtor has the exclusive right to propose and file a chapter 11 plan (the “Plan Period”). 11 U.S.C. § 1121(b). If a debtor files a plan during this Plan Period, section 1121(c)(3) of the Bankruptcy Code provides a debtor with an additional 60 days following the expiration of such Plan Period (or 180 days following the commencement of the case) to solicit acceptances of the plan without competing plan filings (the “Solicitation Period,” and together with the Plan Period, the “Exclusive Periods”). 11 U.S.C. § 1121(c)(3). Section 1121(d) permits the Court to extend the

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<sup>2</sup> Pursuant to Local Rule 9006-2, the filing of this Motion prior to the expiration of the current Exclusive Periods shall automatically extend the Exclusive Periods until the Court acts on the Motion without the necessity for entry of a bridge order.

Exclusive Periods for “cause.” For the reasons set forth herein, “cause” exists to further extend the Exclusive Periods in these Chapter 11 Cases.

**A. Section 1121(d) of the Bankruptcy Code Permits the Court to Extend the Exclusive Periods “For Cause”**

7. The Exclusive Periods are designed to provide debtors with a full and fair opportunity to propose a consensual plan and solicit acceptances of such plan, without disruption to the administration of the estates that may result from the filing of competing plans by non-debtor parties. To that end, when the Exclusive Periods prove to be unfeasible timeframes, section 1121(d) of the Bankruptcy Code allows the Court to extend such Exclusive Periods for cause. 11 U.S.C. § 1121(d).<sup>3</sup> Although the Bankruptcy Code does not define the term “cause,” the legislative history indicates it is intended to be a flexible standard that balances the competing interests of a debtor and its creditors. *See* H.R. REP. NO. 95–595, at 231–32 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5787, 6191 (noting that Congress intended to give bankruptcy courts flexibility to protect a debtor’s interests by allowing an unimpeded opportunity to negotiate settlement of debts without interference from other parties in interest).

8. Congress built flexibility into section 1121 of the Bankruptcy Code to give a debtor sufficient opportunity to stabilize its operations at the outset of its chapter 11 case and to negotiate an effective plan with its creditors. *In re Newark Airport/Hotel Ltd. P’ship*, 156 B.R. 444, 451 (Bankr. D. N.J.), *aff’d*, 155 B.R. 93 (D.N.J. 1993) (noting that Congress designed chapter 11 provisions to enable a debtor to remain in control for some period of time, thereby making reorganization an attractive alternative for financially troubled companies); *Gaines v. Perkins (In re Perkins)*, 71 B.R. 294, 297–98 (W.D. Tenn. 1987) (observing that Congress

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<sup>3</sup> Pursuant to section 1121(d)(1) of the Bankruptcy Code, the Plan Period may not be extended beyond a date that is 18 months after the commencement of a chapter 11 case. 11 U.S.C. § 1121(d)(1). Pursuant to section 1121(d)(2), the Solicitation Period may not be extended beyond a date that is 20 months after the commencement of a chapter 11 case. 11 U.S.C. § 1121(d)(2).

designed section 1121 so as to give the debtor sufficient time to reach an agreement with its creditors regarding a plan of reorganization).

9. In making the determination to affirm or deny a request to extend exclusive periods for “cause,” courts have considered a variety of factors, including:

- (i) The size and complexity of the debtor’s case;
- (ii) The necessity of sufficient time to negotiate and prepare adequate information;
- (iii) The existence of good-faith progress towards reorganization;
- (iv) Whether the debtor is paying its debts as they become due;
- (v) Whether the debtor has made progress negotiating with creditors;
- (vi) The length of time a case has been pending;
- (vii) Whether the debtor is seeking an extension to pressure creditors; and
- (viii) Whether or not unresolved contingencies exist.

*In re Cent. Jersey Airport Servs., LLC*, 228 B.R. 176, 184 (Bankr. D. N.J. 2002) (citations omitted); *see also In re McLean Indus., Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987) (citing most of the factors listed above in determining whether to extend the exclusive periods); *In re United Press Int’l, Inc.*, 60 B.R. 265, 269 (Bankr. D. D.C. 1986) (holding that the debtor showed “cause” to extend its exclusive period based upon certain of above-listed factors).

10. The facts and circumstances of these Chapter 11 Cases amply justify further extending the Exclusive Periods to provide the Debtors with an unimpeded opportunity to confirm a plan of reorganization.

**B. Cause Exists for an Extension of the Exclusive Periods in these Chapter 11 Cases**

11. The first several weeks of these Chapter 11 Cases were marked by unceasing litigation among the Debtors, the Securities and Exchange Commission (the “SEC”), the Committee, and the forebearers of the Noteholder Group and the Unitholder Group. Those

parties reached a settlement in January 2018 that created the Noteholder Group and Unitholder Group, and resulted in substantial changes to the Debtors' management, including installation of a new and independent board of managers (the "New Board"), and appointment of a new Chief Executive Officer, a new Chief Restructuring Officer, and new bankruptcy co-counsel for the Debtors.

12. The Debtors' new management and professionals have worked tirelessly since their respective appointments and retentions to become familiar with the many important matters in these Chapter 11 Cases, and to address the concerns and issues of the various constituencies, including several in-person meetings with counsel to the Committees, and countless telephonic meetings with the foregoing constituencies (among others). Those meetings have been substantive, productive, and cooperative. In less than two months (*i.e.*, by late March 2018), the parties reached a settlement (the "Plan Term Sheet") that set the framework for a plan that compromises the numerous complex and novel legal issues involved in these Chapter 11 Cases and contemplates material recoveries to investors.

13. Since that time, the Debtors and the Committees have been working cooperatively on a chapter 11 plan and disclosure statement, and the parties are targeting a plan effective date and initial distribution this calendar year. In particular, the Debtors have spent the approximately three months since entry into the Plan Term Sheet drafting the plan and related documents, receiving numerous comments from the Committees, and working collaboratively with the Committees to discuss, reconcile, and incorporate the various comments and ideas.

14. The parties have spent substantial time discussing the potential registration and transferability of trust interests to be issued under the plan, and, in connection therewith, have sought input and assurances from the SEC regarding, among other things, the need for

retrospective audits as a requirement of registration. The Debtors have also been discussing with the SEC the potential claims that the SEC may assert in these Chapter 11 Cases. The foregoing SEC-related matters are the final open issues that the Debtors are attempting to resolve before filing the plan.

15. In light of the many complex and novel issues involved in the plan negotiation process, and the many other tasks (certain of which are described in the following paragraph) that have required the Debtors' attention, the Debtors' new management and professionals require a further extension of the Exclusive Periods in order to have a full and fair opportunity to complete their negotiations and propose and solicit acceptances of a plan that implements the cooperatively negotiated Plan Term Sheet, without the disruption that may result from the filing of competing plans.

16. In addition to working with the Committees to negotiate and implement the Plan Term Sheet, the Debtors' new management and professionals have also worked tirelessly on many other important matters in these Chapter 11 Cases. Indeed, since the institution of the Debtors' new management and professionals, the Debtors have made significant progress toward maximization of value for the estates in a short period of time. Among other things, the Debtors have (i) sold, with Court approval, over twenty (20) real properties, with an aggregate value exceeding \$70 million, and resolved disputes in connection with the payoff of seller notes on three other real properties, which payoffs totaled, in the aggregate, over \$47 million; (ii) analyzed numerous prepetition leases and agreements, including agreements between the Debtors and Robert Shapiro (or his affiliates), and rejected over twenty (20) of those leases and agreements, including rejection of the Debtors' *Transition Services Agreement* with a Shapiro-related entity, as well as termination of four residential leases between the Debtors and Jeri

Shapiro; (iii) obtained final approval, on a fully consensual basis, of the \$100 million debtor-in-possession financing facility, as well as the right to use cash collateral, which approval provided important liquidity relief to the Debtors; (iv) filed Schedules of Assets and Liabilities and Statements of Financial Affairs for over 300 Debtors; (v) devoted significant resources to cooperating with the Committees (and their respective advisors), including, among other things, regular conference calls, document production, and the continued updating and maintenance of a comprehensive data room; (vi) obtained control over, and filed chapter 11 bankruptcy cases for, additional Debtor affiliates; (vii) resolved formal and informal objections to the Debtors' proposed orders in these Chapter 11 Cases; (viii) negotiated and obtained consent orders with the Securities and Exchange Commission and state regulatory agencies (Colorado, Idaho, Oregon) pursuant to Court-approved procedures for the approval of consents with state agencies; (ix) obtained this Court's approval of deadlines and related procedures for the filing of proofs of claims and proofs of interest in the Chapter 11 Cases, which general bar date expired on June 19, 2018; (x) successfully objected to a claim filed by Contrarian Funds, LLC ("Contrarian") purportedly acquired by Contrarian in violation of an anti-assignment provision in the underlying note on account of which the claim was filed; (xi) obtained this Court's approval of settlements reached between the Debtors and certain parties in interest that have resulted in substantial recoveries and/or savings to the Debtors' estates, including the recovery of approximately \$650,000 of escrowed funds in connection with a purchase agreement between Debtor Kirkstead Investments, LLC and counterparty QBDK Huron, LLC; and (xii) litigated various matters in certain adversary proceedings related to the Debtors' cases, including, but not limited to, an adversary proceeding commenced by certain noteholders concerning the Debtors' "Owlwood Estate."



**C. The Relevant Factors Favor Extending the Exclusive Periods**

**(i) The Size, Complexity, and Duration of these Chapter 11 Cases**

17. The Chapter 11 Cases, which have been pending for only roughly seven months, are sufficiently large and complex to warrant the requested extension of the Exclusive Periods. These Chapter 11 Cases involve over 300 Debtors with over 150 real properties in multiple states and over 10,000 investors located across the United States. Moreover, there are numerous complex and novel legal issues surrounding, among other things, the noteholders and unitholders. Compounding all of the foregoing are the numerous changes that have occurred since early December, requiring the New Board to build a new management infrastructure from the ground up. The complexity of the issues, and the time, effort, and planning required to achieve the results that have been obtained thus far cannot be overstated.

**(ii) Good Faith Progress Made in these Chapter 11 Cases and Progress in Negotiations With Creditors**

18. Since the institution of the New Board and subsequent retention of officers and counsel, the Debtors have worked cooperatively and in good faith with the Committee, the Noteholder Group, and the Unitholder Group, engaging in substantive and productive meetings and exchanging documents. The Debtors submit that these efforts have allowed all stakeholders to make substantial, good faith, progress on the many novel and complex issues involved in these Chapter 11 Cases, and have helped foster a constructive dialogue. Furthermore, the prompt negotiation of the Plan Term Sheet, agreed to by each of the Committees, demonstrates that the Debtors do have reasonable prospects for filing a viable plan. Accordingly, the Debtors submit that these factors weigh in favor of extending the Exclusive Periods.

**(iii) The Necessity of Sufficient Time to Negotiate and Prepare Adequate Information**

19. As set forth above, since the appointment of the New Board, the Debtors and their professionals have spent much time, energy and resources on fostering a constructive and cooperative tone between all stakeholders in the Chapter 11 Cases, as well as addressing the numerous operational issues involved in these Chapter 11 Cases. As a result of these efforts, the Debtors and the Committees were able to sign the Plan Term Sheet approximately two months after the New Board was installed. However, there has not yet been sufficient time to complete the negotiation and drafting of definitive documentation. Accordingly, the Debtors submit that this factor weighs in favor of allowing the Debtors to extend the Exclusive Periods.

**(iv) The Debtors are Paying Their Debts as They Come Due**

20. The requested extension of the Exclusive Periods will not prejudice the legitimate interests of postpetition creditors, as the Debtors continue to make timely payments on their undisputed postpetition obligations. As such, this factor also weighs in favor of allowing the Debtors to extend the Exclusive Periods.

**(v) Reasonable Prospects For Filing A Viable Plan**

21. The prompt negotiation of the Plan Term Sheet, agreed to by each of the Committees, strongly suggests that the Debtors do have reasonable prospects for filing a viable plan. As such, this factor also weighs in favor of allowing the Debtors to extend the Exclusive Periods.

**(vi) The Debtors are Not Seeking an Extension to Pressure Creditors**

22. The Debtors do not seek an extension of the Exclusive Periods in order to pressure creditors. To the contrary—the Debtors have worked tirelessly to confer and cooperate

with the various constituencies in these Chapter 11 Cases to maximize the value of their assets for all stakeholders and to implement the cooperatively negotiated Plan Term Sheet.

**(vii) Existence of an Unresolved Contingency**

23. The only open issues of which the Debtors are aware are discussions with the SEC concerning (i) retrospective audit requirements in connection with potential registration and transferability of trust interests to be distributed under the plan, and (ii) potential claims that the SEC may assert in these Chapter 11 Cases. The Debtors are hopeful that these issues (which are the only reasons that the Debtors have not yet filed the plan) will be resolved shortly; however, if appropriate assurances cannot be obtained from the SEC regarding registration and transferability of trust interests, the Debtors will work with the Committees on an acceptable alternative.

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24. More fundamentally, expiration of the Exclusive Periods would adversely impact the Debtors' efforts to preserve and maximize the value of these estates and the progress of these Chapter 11 Cases. It is indisputable that allowing exclusivity to expire when the Debtors are on the verge of filing a chapter 11 plan with broad creditor support would jeopardize the progress achieved by the Debtors and the Committees and threaten to re-open the disputes that the parties, in an effort to minimize costs and delay, have thoughtfully and carefully determined to compromise.

25. Based upon the foregoing, the Debtors respectfully submit that ample cause exists to extend the Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code. Specifically, the Debtors request that the Plan Period and Solicitation Period be extended through and including October 30, 2018 and January 2, 2019, respectively, without prejudice to the

Debtors' right to seek further extensions of the Exclusive Periods, as may be appropriate under the circumstances.

**NOTICE**

26. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) counsel to the Committee; (iii) counsel to the DIP Lender; (iv) counsel to the Unitholder Group; (v) counsel to the Noteholder Group; (vi) counsel to the Securities and Exchange Commission; and (vii) any party that has requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order and (b) grant such other and further relief as the Court may deem just and proper.

Dated: June 29, 2018  
Wilmington, Delaware

*/s/ Betsy L. Feldman*

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**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)

Hearing Date: August 21, 2018, at 1:00 p.m. (ET)

Obj. Deadline: July 13, 2018, at 4:00 p.m. (ET)

**NOTICE OF MOTION**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed the attached *Debtors’ Second Motion for Entry of an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereof* (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion must be filed on or before **July 13, 2018, at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON AUGUST 21, 2018 AT 1:00 P.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, FIFTH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THEN THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

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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 this 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.

Dated: June 29, 2018  
Wilmington, Delaware

/s/ Betsy L. Feldman

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*Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**



**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. Doc. No. \_\_\_\_

**ORDER PURSUANT SECTION 1121(d) OF THE BANKRUPTCY CODE  
EXTENDING THE EXCLUSIVE PERIODS FOR THE FILING OF  
A CHAPTER 11 PLAN AND SOLICITATION OF ACCEPTANCES THEREOF**

Upon the *Debtors' Second Motion for Entry of an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereof* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and this Court having found that it has jurisdiction to consider the Motion and the relief requested therein 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, dated February 29, 2012; and this Court having found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as

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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 this 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, have the meaning given to them in the Motion.

set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court having found and determined that the relief sought in the Motion is in the best interest of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; 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 Plan Period for each Debtor is extended through and including October 30, 2018, pursuant to section 1121(d) of the Bankruptcy Code.
3. The Solicitation Period for each Debtor is extended through and including January 2, 2019, pursuant to section 1121(d) of the Bankruptcy Code.
4. The relief granted herein shall not prejudice the Debtors from seeking further extensions made pursuant to section 1121(d) of the Bankruptcy Code.
5. This Court shall retain jurisdiction and power to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

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

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE