

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

In re:

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

Debtors.

:
: Chapter 11
: Case No. 17-12560 (KJC)
:
: Jointly Administered
:
: **Re: Dkt. Nos. 1682, 1683, 2070**
:

**CERTIFICATION OF COUNSEL REGARDING FIRST INTERIM
FEE REQUEST OF VENABLE LLP AS COUNSEL TO THE OFFICIAL
AD HOC COMMITTEE OF UNITHOLDERS FOR THE PERIOD
JANUARY 23, 2018 THROUGH FEBRUARY 28, 2018**

I, Jamie L. Edmonson, Esq., of Venable LLP (“Venable”), counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), hereby certify and state as follows:

1. The Unitholders’ Committee was appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of all non-insider unitholders of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”).

2. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the “Fee Examiner Order”) appointing Elise S. Frejka (the “Fee Examiner”) as the fee examiner in the Chapter 11 Cases and establishing related procedures for the review of fee applications of retained professionals.

3. On February 16, 2018, the Unitholders’ Committee filed its *Application of the Fiduciary Committee of Unitholders for an Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Venable LLP as Counsel Nunc Pro Tunc to January 23, 2018* (the “Retention Application”), seeking entry of an order authorizing and approving the employment and

retention of Venable as counsel to the Unitholders' Committee, *nunc pro tunc* to January 23, 2018.

4. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders' Committee [Dkt. No. 719], *nunc pro tunc* to January 23, 2018.

5. On April 27, 2018, Venable filed its first interim fee request as counsel to the Unitholders' Committee for the period January 23, 2018 through February 28, 2018 [Dkt. No. 1682], and the supplement thereto [Dkt. No. 1683] (together, the "First Interim Fee Application"), requesting an allowance of compensation for professional services rendered in the amount of \$733,127.75 and reimbursement of actual and necessary expenses in the amount of \$27,134.27. The objection deadline for the First Interim Fee Application was May 17, 2018 at 4:00 p.m.

6. In accordance with the Fee Examiner Order, Venable and the Fee Examiner engaged in dialogue to address and resolve the issues raised by the Fee Examiner's initial report. Following those discussions, Venable agreed to reduce its fee request to \$728,799.00 and reimbursement request to \$25,901.57, as set forth in the Fee Examiner's consolidated final report regarding first interim quarterly fee requests of the retained professionals in the Chapter 11 Cases [Dkt. No. 2070] (the "Final Report").

7. Subject to the preceding paragraph, Venable received no comments to the First Interim Fee Application and a review of the Court's docket in these cases reflects no answer, objection or other responsive pleading to the First Interim Fee Application.

8. The professionals have agreed that each will submit a proposed form of order for its respective interim fee application under certification of counsel, reflecting any reductions

agreed to with the Fee Examiner, as set forth in the Final Report. To that end, a proposed form of order granting the First Interim Fee Application, consistent with the Final Report and the resolution between Venable and the Fee Examiner set forth therein, is attached hereto as Exhibit A (the "Proposed Order").

WHEREFORE, Venable respectfully requests the Court enter the Proposed Order at its earliest convenience.

Dated: July 6, 2018
Wilmington, Delaware

VENABLE LLP

/s/ Jamie L. Edmonson

Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
1201 N. Market Street, Suite 1400
Wilmington, Delaware 19801
Telephone: 302-298-3535
Facsimile: 302-298-3550
jledmonson@venable.com
daobrien@venable.com

-and-

Jeffrey S. Sabin (*admitted pro hac vice*)
Carol A. Weiner (*admitted pro hac vice*)
1270 Avenue of the Americas
New York, New York 10020
Telephone: 212-307-5500
Facsimile: 212-307-5598
jssabin@venable.com
cweinerlevy@venable.com

-and-

Andrew J. Currie (*admitted pro hac vice*)
750 E. Pratt St., Suite 900
Baltimore, MD 21202
Telephone: 410-244-7400
Facsimile: 410-244-7742
ajcurrie@venable.com

Counsel to the Unitholders' Committee

EXHIBIT A
(Proposed Order)

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

In re:

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

Debtors.

: Chapter 11
: Case No. 17-12560 (KJC)
:
: Jointly Administered
:
: **Re: Dkt. Nos. 1682, 1683, 2070**

**ORDER ALLOWING FIRST INTERIM FEE REQUEST OF VENABLE LLP AS
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS FOR THE
PERIOD JANUARY 23, 2018 THROUGH FEBRUARY 28, 2018**

Upon the *First Interim Fee Request of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for the Period January 23, 2018 Through February 28, 2018* (the “First Interim Fee Application”) for allowance of compensation and reimbursement of expenses on an interim basis; and Elise S. Frejka (the “Fee Examiner) having filed a final report (the “Fee Examiner’s Report”) with respect to the each professional retained in these cases; and it appearing to the Court that all requirements of §§ 328, 330, 331 and 503(b) of title 11 of the United States Code, as well are Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the First Interim Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested herein, as Venable has voluntarily reduced its fees and expenses and reached the agreement memorialized in the Fee Examiner’s Report; and after due deliberation, and sufficient cause appearing,

IT IS HEREBY ORDERED THAT:

1. The First Interim Fee Application is granted as provided herein.
2. Venable LLP is hereby allowed a first interim allowance of compensation for services rendered to the Unitholders' Committee in the sum of \$728,799.00 and reimbursement for costs incurred in the sum of \$25,901.57, for the period January 23, 2018 through February 28, 2018.
3. The Debtors are authorized and directed to make payment of the outstanding amount of such sums to Venable LLP, less all amounts previously paid on account of such fees and expenses.
4. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: July ____, 2018
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE