

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: February 13, 2018, at 1:00 p.m. (ET)

Obj. Deadline: Jan. 18, 2018, at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
EXTENDING THE DEBTORS' DEADLINE TO FILE THEIR FIRST PERIODIC
REPORT OF FINANCIAL INFORMATION UNDER BANKRUPTCY RULE 2015.3**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) hereby move the Court (this “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rules 2015.3(d) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), extending the time within which the Debtors must file their first periodic report of financial information with respect to entities in which the Debtors’ estates hold a controlling or substantial interest, as contemplated by Bankruptcy Rule 2015.3 (the “2015.3”

¹ 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, or by contacting the proposed undersigned counsel for the Debtors.

Report”), by forty-two (42) days through and including February 15, 2018.² In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

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 in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rules 2015.3(d) and 9006(b), and Local Rule 9006-2.

BACKGROUND

2. On December 4, 2017 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. The Chapter 11 Cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b).

3. On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Creditors’ Committee”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 79].

² By operation of Local Rule 9006-2, the Debtors’ deadline to file the 2015.3 Report is automatically extended until such time as the Court has had an opportunity to consider and act upon the relief requested herein.

4. Information regarding the Debtors' history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of the Chapter 11 Cases can be found in the *Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration"), [Docket No. 12], filed on the Petition Date.

RELIEF REQUESTED

5. By this Motion, the Debtors seek entry of the Proposed Order, extending the time within which the Debtors must file the 2015.3 Report by forty-two (42) days through and including February 15, 2018.

BASIS FOR RELIEF

6. Pursuant to Bankruptcy Rule 2015.3(b), a chapter 11 debtor must file no later than seven days before the date set for the meeting of creditors under section 341 of the Bankruptcy Code, and no less than every six months thereafter, the Rule 2015.3 Report, which is a periodic financial report of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in a chapter 11 case and in which a debtor's estate holds a substantial or controlling interest. Fed. R. Bankr. P. 2015.3(a). The Debtors' section 341 meeting for these Chapter 11 Cases is scheduled for January 11, 2018 [Docket No. 110]. Accordingly, the first Rule 2015.3 Report is due on January 4, 2018.

7. Bankruptcy Rule 2015.3(d), however, provides that after notice and a hearing, the Court may alter the reporting requirements established by subdivision (a) of Bankruptcy Rule 2015.3 for cause, including a debtor's inability, after a good faith effort, to comply with such requirements. Additionally, Bankruptcy Rule 9006(b) permits the court, for cause, to enlarge the period of time in which an act required by the Bankruptcy Code must be performed. The factors considered in evaluating such a request include (a) the number of entities and the complexity of

the Debtors' business operations, (b) the time and resources that must be devoted by the Debtors' financial advisors and other professionals to collect, analyze, and present the Rule 2015.3 Report, and (c) the costs to the Debtors' estates of preparing the Rule 2015.3 Report.

8. The Debtors submit that sufficient cause exists in these Chapter 11 Cases for the Court to grant the Debtors a short extension of the time for the Debtors to file the Rule 2015.3 Report. Woodbridge Group of Companies, LLC and its direct and indirect subsidiaries comprise more than 600 entities, 279 of which are currently Debtors in these Chapter 11 Cases. The Debtors' business is a large and complex enterprise, with hundreds of properties and potentially thousands of creditors and/or other parties in interest. For these reasons, preparing the Rule 2015.3 Report will be a significant task that will require the Debtors to compile information from books, records, and documents relating to entities and transactions that span multiple jurisdictions across the United States. The Debtors' employees and advisors are currently engaged in numerous other tasks necessary to facilitate the Debtors' transition into chapter 11, including preparing other schedules and reports required by the Bankruptcy Code and Bankruptcy Rules. Although the Debtors have begun to compile the necessary information, given the amount of time required to complete the Rule 2015.3 Report, the Debtors will not be able to prepare the Rule 2015.3 Report both accurately and within the allotted time period.

9. Furthermore, the Debtors have been working, and will continue to work, cooperatively with the U.S. Trustee and the Creditors' Committee, as well as other parties in interest, to provide reasonable access to information regarding the Debtors' business and financial affairs on an ongoing basis. To date, the Debtors have provided the U.S. Trustee with the various materials customarily requested by the U.S. Trustee's office in connection with the initial debtor interview conducted at the outset of these Chapter 11 Cases. In addition, the

Debtors have provided the U.S. Trustee and the Creditors' Committee with a significant amount of additional information each requested and are gathering still more documents and information at the request of the U.S. Trustee and Committee. As such, although the Debtors need additional time to complete their Rule 2015.3 Report, the proposed extension will not negatively impact either the Debtors efforts to work cooperatively with the U.S. Trustee or the Creditors' Committee on their outstanding information requests or any additional information requests parties in interest may make.

10. For these reasons, the Debtors request that the Court extend the current January 4, 2018, deadline for an additional forty-two (42) days, to and including February 15, 2018, without prejudice to the Debtors' right to request further extensions or modifications to their reporting requirements under Bankruptcy Rule 2015.3. Courts in this district have routinely granted the same or similar relief as requested in this Motion to chapter 11 debtors³ and, based on the foregoing, the Debtors submit the relief requested herein is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

NOTICE

11. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) counsel for the DIP Lender; (iii) counsel to the Creditors' Committee; and (iv) all parties who have requested notice in the Chapter 11 Cases pursuant to Local Rule 2002-1. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

³ See, e.g., *In re RCS Capital Corp.*, Case No. 16-10223 (MFW) (Bankr. D. Del. Mar. 22, 2016) (30-day extension); *In re Exide Techs.*, Case No. 13-11482 (KJC) (Bankr. D. Del. July 22, 2013) (60-day extension); *In re Spansion Inc.*, Case No. 09-10690 (KJC) (Bankr. D. Del. Mar. 23, 2009) (75-day extension); *In re Nortel Networks Inc.*, Case No. 09-10138 (KG) (Bankr. D. Del. Feb. 5, 2009) (60-day extension).

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, and grant such other and further relief as the Court deems just and proper.

Dated: January 4, 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)
Allison S. Mielke (No. 5934)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
333 South Grand Avenue
Los Angeles, California 90071
Tel: (213) 229-7000
Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)
Matthew K. Kelsey (NY No. 4250296)
Matthew P. Porcelli (NY No. 5218979)
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
Fax: (212) 351-4035

Proposed Counsel to the Debtors and Debtors in Possession

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: February 13, 2018, at 1:00 p.m. (ET)

Obj. Deadline: Jan. 18, 2018, at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) COUNSEL TO THE CREDITORS' COMMITTEE; AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") have filed the attached *Debtors' Motion for an Order Extending the Debtors' Deadline to File Their First Periodic Report of Financial Information Under Bankruptcy Rule 2015.3* (the "Motion").

PLEASE TAKE FURTHER NOTICE that responses to the Motion, if any, must be filed on or before **January 18, 2018, at 4:00 p.m. (Eastern Time)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of any response or objection upon the Debtors' proposed undersigned counsel so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON FEBRUARY 13, 2018, AT 1:00 P.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH

¹ 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, or by contacting the proposed undersigned counsel for the Debtors.

THIS NOTICE, THEN THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: January 4, 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)
Allison S. Mielke (No. 5934)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)
Oscar Garza (CA No. 149790)
Daniel B. Denny (CA No. 238175)
333 South Grand Avenue
Los Angeles, California 90071
Tel: (213) 229-7000
Fax: (213) 229-7520

-and-

J. Eric Wise (NY No. 3000957)
Matthew K. Kelsey (NY No. 4250296)
Matthew P. Porcelli (NY No. 5218979)
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
Fax: (212) 351-4035

Proposed Counsel to 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.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. ____

**ORDER EXTENDING THE DEBTORS' DEADLINE
TO FILE THEIR FIRST PERIODIC REPORT OF FINANCIAL
INFORMATION UNDER BANKRUPTCY RULE 2015.3**

Upon the *Debtors' Motion for an Order Extending the Debtors' Deadline to File Their First Periodic Report of Financial Information Under Bankruptcy Rule 2015.3* (the "Motion")² 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 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 set forth in the Motion and that such notice is adequate

¹ 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, or by contacting the proposed undersigned counsel for the Debtors.

² Capitalized terms used, but not otherwise defined herein, have the meaning given to them in the Motion.

and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing on the Motion and all of the proceedings had before this Court; 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 Debtors' time to file their Rule 2015.3 Report is hereby extended to February 15, 2018.
3. The relief granted herein is without prejudice to the Debtors' right to seek further extensions of time to file the Rule 2015.3 Report or a motion to modify the contents of the Rule 2015.3 Report.
4. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.
5. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
6. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE