

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, et al.

Debtors.<sup>1</sup>

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

**APPLICATION PURSUANT TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL RULE 2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN BERGER SINGERMAN LLP AS SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, *NUNC PRO TUNC* TO DECEMBER 26, 2017**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby seeks entry of an order pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing the Committee to retain and employ Berger Singerman LLP (“Berger Singerman” or the “Firm”) as special counsel to the Committee for any and all matters relating to the enforcement and receivership action filed by the Securities and Exchange Commission (“SEC”) in Case No. 17-24624, pending in the United States District Court for the Southern

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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 have been 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 counsel for the Debtors.

District of Florida (the “SEC Enforcement Proceeding”) and the SEC’s involvement in these cases and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors’ former principal and interactions with the SEC and other governmental organizations. In support of the Application, the Committee relies on (i) the *Declaration of Paul Steven Singerman in Support of Application Pursuant to Sections 328 and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Berger Singerman LLP as Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* (the “Singerman Declaration”), attached hereto as **Exhibit A** and incorporated herein by reference, and (ii) the *Declaration of the Ronald E. Myrick, Sr.*, solely in his capacity as the authorized representative of the Committee, attached hereto as **Exhibit B** and incorporated herein by reference. In further support of this Application, the Committee respectfully states the following:

**Jurisdiction**

1. The United States Bankruptcy Court for the District of Delaware (the “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*, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1. Compensation will be in accordance with sections 330 and 331 of the Bankruptcy Code.

#### **Background**

4. On December 4, 2017 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court"), thereby commencing these chapter 11 cases (the "Cases"). The Debtors continue in possession of their property and are operating and managing their businesses as debtors in possession pursuant to the provisions of 11 U.S.C. §§ 1107(a) and 1108.

5. On December 14, 2017, the United States Trustee (the "U.S. Trustee") appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The Committee members are: (i) G3 Group LA, Inc.; (ii) Ronald E. Myrick, Sr.; and (iii) John J. O'Neill. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 79] was filed on December 14, 2017.

#### **Berger Singerman's Qualifications**

6. The Committee selected Berger Singerman because of its experience and extensive knowledge in securities law, including issues involving the proposed appointment of a receiver. In addition, Berger Singerman also has substantial experience in complex commercial matters and securities litigation and in representing official committees and trustees in large fraud cases and in interacting with governmental agencies in large bankruptcy cases involving frauds perpetrated by current and former members of management of the debtor

7. Based on these facts, the Committee believes that the Firm is well-qualified to render the services as described below.

**Relief Requested**

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as **Exhibit C**, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain Berger Singerman for all matters relating to the SEC Enforcement Proceeding and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors' former principal and interactions with the SEC and other governmental organizations. The Committee seeks to retain the Firm *nunc pro tunc* to December 26, 2017 because the Firm began providing services to the Committee as of such date. The Committee believes that such *nunc pro tunc* retention is appropriate in these cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these cases, and Berger Singerman has been providing services to the Committee since December 26, 2017.

**Basis for Relief**

9. Bankruptcy Code section 1103(a) provides:

At a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and with the court's approval, such committee may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.

11 U.S.C. § 1103(a). Bankruptcy Code section 1128(a) provides:

The trustee, or a committee appointed under section 1102 of this title, with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.

11 U.S.C. § 1128(a).

10. For the reasons set forth herein, the Committee believes that the employment of Berger Singerman as its special counsel is necessary and appropriate in these cases to protect the interests of the unsecured creditors with respect to all matters relating to the SEC Enforcement Proceeding and the SEC's involvement in these cases and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors' former principal and interactions with the SEC and other governmental organizations.

**Services to be Rendered**

11. Subject to further order of this Court, Berger Singerman is expected to render, among other services, the following services to the Committee:

- a. Advising the Committee regarding the SEC Enforcement Proceeding, including, but not limited to, issues that impact the Debtors' estates in the SEC Enforcement Proceeding and issues that impact the Committee's constituents;

- b. Assisting, advising and representing the Committee in its participation in the negotiation, formulation, or response to the SEC's motion to appoint a receiver for the Debtors and certain non-debtor affiliates;
- c. Assisting, advising and representing the Committee in understanding issues arising under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act") and performing other services as are in the interests of those represented by the Committee;
- d. Appearing in the SEC Enforcement Proceeding on behalf of the Committee; and
- e. Providing such other services to the Committee as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act and Exchange Act and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors' former principal and interactions with the SEC and other governmental organizations.

**No Adverse Interest and Disclosure of Connections**

12. The Committee believes that Berger Singerman does not hold or represent any interest that is adverse to the Committee and the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors, their creditors or any party in interest herein in the matters upon which Berger Singerman is to be retained, except as set forth in the Singerman Declaration. Therefore, to the best of the Committee's knowledge, Berger Singerman is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code. The Committee submits that its proposed employment of Berger Singerman as special counsel for the SEC Enforcement Proceeding is in the best interests of the Committee and its members.

**Professional Compensation**

13. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to Berger Singerman on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred

by Berger Singerman. The current standard hourly rates for Berger Singerman professionals presently designated to represent the Committee are:

- |    |                       |          |
|----|-----------------------|----------|
| a. | Paul Steven Singerman | \$695.00 |
| b. | Charles Lichtman      | \$695.00 |
| c. | Isaac Marcushamer     | \$475.00 |
| d. | Gavin Gaukroger       | \$455.00 |

14. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

15. The hourly rates set forth above are Berger Singerman's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Berger Singerman for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Berger Singerman's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case, including, but not limited to, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels), travel expenses, expenses for working meals, computerized research, and transcription costs. Berger Singerman will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to Berger Singerman's other clients and within the guidelines set forth in Local Rule 2016-1, and all amendments and supplemental standing orders of the Court.

**Notice**

16. Notice of this Application has been given to the following parties, or their counsel, if known: (a) the U.S. Trustee; (b) the Debtors; (c) the SEC; and (d) all parties requesting notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. The Committee submits that no other or further notice need be provided.

**No Prior Request**

17. No prior request for the relief sought in this Application has been made to this Court or any other court.

[Remainder of page intentionally left blank]



WHEREFORE, the Committee respectfully requests entry of an order substantially in the form attached hereto as **Exhibit C**, authorizing the Committee to employ and retain Berger Singerman as counsel for all matters relating to the SEC Enforcement Proceeding, *nunc pro tunc* to December 26, 2017, and granting such other and further relief as is just and proper.

Dated: January 5, 2018

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
WOODBIDGE GROUP OF COMPANIES,  
LLC, *et al.***

By: /s/ Ronald E. Myrick, Sr.

Name: Ronald E. Myrick, Sr.

Solely in his capacity as Authorized Representative  
of the Official Committee of Unsecured Creditors  
of Woodbridge Group of Companies, LLC, *et al.*

**EXHIBIT A**

**Singerman Declaration**

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

In re:

Chapter 11

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

Case No. 17-12560 (KJC)

Jointly Administered

Debtors.

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**DECLARATION OF PAUL STEVEN SINGERMAN ON BEHALF OF  
BERGER SINGERMAN LLP, AS PROPOSED SPECIAL LITIGATION COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

1. I am Paul Steven Singerman. I am an attorney and through my professional association, a member of the law firm of Berger Singerman LLP (“Berger Singerman”). Our firm maintains offices for the practice of law at 1450 Brickell Avenue, Suite 1900, Miami, FL 33131; 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301; 313 North Monroe Street, Suite 301, Tallahassee, Florida 32301 and One Town Center Road, Suite 301, Boca Raton, Florida 33486. I am familiar with the matters set forth herein and make this Declaration in support of the *Application for Approval of Employment of Berger Singerman LLP as Special Litigation Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 26, 2017* (the “Application”).

2. In support of the Application, I disclose the following:

(a) Unless otherwise stated, this Declaration is based upon facts of which I have personal knowledge.

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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 have been 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 counsel for the Debtors.

(b) In preparing this Declaration, I and others working with me on these cases reviewed lists of the creditors and interested parties of the Debtors, as reflected on the Court matrices filed with the Court in these cases. I caused our accounting department to compare the information obtained thereby with the information contained in our law firm's client and adverse party conflict check index system. The facts stated in this Declaration as to the relationship between other lawyers in our law firm and the Debtors, the Debtors' creditors, the United States Trustee, other persons employed by the Office of the United States Trustee are based on the results of my review of our firm's conflict check index system. Specifically, I have caused to be (i) conducted a computer search of our firm's records in respect of all of the names referred to in the first sentence of this paragraph 2(b) and (ii) disseminated a written request for information to all of the attorneys in our firm regarding connections to the Debtors and the creditors of the Debtors. Based upon such search, our firm does not represent any entity in a matter which would constitute a conflict of interest or impair the disinterestedness of Berger Singerman.

3. Berger Singerman's client and adverse party conflicts check system is comprised of records regularly maintained in the course of business of the firm and it is the regular practice of the firm to make and maintain these records. It reflects entries that are noted in the system at the time the information becomes known by persons whose regular duties include recording and maintaining this information. I regularly use and rely upon the information contained in the system in the performance of my duties with the law firm and in my practice of law.

4. A search of our firm's conflicts check system revealed the following matters, which do not constitute any conflict of interest:

a) *Comcast* is listed as a creditor or party in interest of one or more of the Debtors. Berger Singerman represents *Comcast* in a matter wholly unrelated to the instant

bankruptcy cases. In addition, Berger Singerman has represented clients who are adverse to *Comcast* in that they have incurred a debt to *Comcast* in matters wholly unrelated to the instant bankruptcy cases;

b) *Old Republic National Title Insurance Company* is listed as a creditor or party in interest of one or more of the Debtors. Berger Singerman represents *Old Republic National Title Insurance Company* in a matter wholly unrelated to the instant bankruptcy cases. In addition, Berger Singerman has represented clients who are adverse to *Old Republic National Title Insurance Company* in that they have incurred a debt to *Old Republic National Title Insurance Company* in matters wholly unrelated to the instant bankruptcy cases;

c) *AT&T* is listed as a creditor or party in interest of one or more of the Debtors. Berger Singerman previously represented *AT&T* in matters that are wholly unrelated to the instant bankruptcy cases. In addition, several years ago, Berger Singerman represented *AT&T Latin America Corporation* as a debtor in possession in a Chapter 11 bankruptcy case that is wholly unrelated to the instant bankruptcy cases. Further, Berger Singerman has represented a number of clients who are adverse to *AT&T* in that they have incurred a debt to *AT&T* in matters wholly unrelated to the instant bankruptcy cases;

d) *Sterling National Bank* is listed as a creditor or party in interest of one or more of the Debtors. Berger Singerman previously represented *Sterling National Bank* in matters that are wholly unrelated to the instant bankruptcy cases;

e) *First Insurance Funding Corp.* is listed as a creditor or party in interest of one or more of the Debtors. Berger Singerman previously represented *First Insurance Funding Corp.* in a matter that is wholly unrelated to the instant bankruptcy cases;

f) *Frontier* is listed as a creditor or party in interest of one or more of the

Debtors. Berger Singerman previously represented *Frontier Liner Services, Inc.* and *Frontier Financial, LLC* in matters that are wholly unrelated to the instant bankruptcy cases. In addition, Berger Singerman has represented a number of clients who are adverse to *Frontier* in that they have incurred a debt to *Frontier* in matters wholly unrelated to the instant bankruptcy cases;

g) There are numerous creditors or parties in interest, which have been creditors of, or adverse to, other entities represented by Berger Singerman in cases and matters wholly unrelated to the instant bankruptcy cases. These entities are: *American Bank Note Company, Breckenridge, City of Los Angeles, Los Angeles County Tax Collector, Georgia Power, HRSD, New York City Water Board, PPL Electric Utilities, Shenandoah Valley Electric Cooperative, Southern California Edison, Southern California Edison, Southern California Gas Company, Time Warner Cable, Xcel Energy, Farmers Insurance Group, Wright National Flood Insurance Company, Reliant, The Gas Company, WE Energies, Nationwide Insurance, Clayton Capital Investments Corp., FHR, Chicago Title Land Trust Company, U.S. Securities and Exchange Commission, Vanderburgh County Treasurer, New York City Department of Finance, City of Portsmouth, Columbus City Treasurer, Dekalb County Tax Commissioner, Department of Finance, Franchise Tax Board, Garfield County Treasurer, Maricopa County Treasurer, Nassau County Treasurer, Centurylink, Comcast Cable, Dominion Virginia Power, Consolidated Edison, and Sterling National Bank;*

h) Individuals by the names of *Robert Reed, Robert Shapiro, Roberto Lopez, Charles Anderson, Stephen T. Scott, Patricia Post, Dennis Murphy, Robert Rowe, David Goldman, Nicole Walker, Oliver Entine, Brad Johnson, Robert Burns, Tim West, Brian Martin, Sarah Smith* (collectively, the “Individuals”) are listed as creditors or parties in interest of one or more of the Debtors. Berger Singerman has represented third parties in wholly unrelated matters

whose interests may have been adverse to one or more of the Individuals. It is impossible for our firm to confirm with certainty that the individuals associated with the third party representations are the same Individuals listed as creditors or parties in interest of one or more of the Debtors;

i) Olga Carol Petrozella is the sister of S. Daniel Ponce, an attorney at Berger Singerman. Mrs. Petrozella is a creditor of WMIF III, LLC, which is believed to be an affiliate of Woodbridge Group of Companies, LLC, as she invested the sum of \$50,000.00 in WMIF III, LLC. In addition, Mrs. Petrozella is a creditor of WMIF 4, LLC, which is believed to be an affiliate of Woodbridge Group of Companies, LLC, as she invested the sum of \$454,000.00 in WMIF 4, LLC. Berger Singerman is not representing Mrs. Petrozella in this matter; and

j) Berger Singerman represents privately held as well as public companies in out of court and restructuring matters (the “Non-Debtor Clients”). Several creditors of the instant Debtors may be creditors of one or more of our firm’s Non-Debtor Clients. Berger Singerman’s representation of the Non-Debtor Clients does not impair Berger Singerman’s disinterestedness or its ability to represent the Official Committee of Unsecured Creditors (the “Committee”) in these cases.

5. Berger Singerman submits that none of the foregoing representations or connections constitutes a conflict of interest in these cases.

6. In accordance with section 327(e), other than as set forth in this Declaration, Berger Singerman neither holds nor represents any interest adverse to the Debtors or the estates in the matters upon which Berger Singerman is to be employed.

7. The professional fees and costs incurred by Berger Singerman as special litigation counsel to the Committee shall be subject in all respects to the application and notice requirements of 11 U.S.C. §§ 327, 330 and 331 and Rules 2014 and 2016.

8. The current hourly rates for the attorneys at Berger Singerman range from \$275.00 to \$695.00. The current hourly rates of Paul Steven Singerman, Charles H. Lichtman, Isaac M. Marcushamer and Gavin C. Gaukroger, the partners who will be principally responsible for Berger Singerman's representation as special litigation counsel to the Committee, are \$695.00, \$695.00, \$475.00 and \$455.00, respectively, and the current hourly rates of the associates and of-counsel attorneys who may work on this matter range from \$275.00 to \$500.00 per hour. The current hourly rates for the legal assistants and paralegals at Berger Singerman range from \$75.00 to \$235.00. Berger Singerman typically adjusts its hourly rates annually on January 1<sup>st</sup>.

9. There is no agreement of any nature, other than the shareholder agreement of our firm, as to the sharing of any compensation to be paid to the firm. No promises have been received by Berger Singerman nor any member, or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

10. No attorney in our firm holds a direct or indirect equity interest in the Debtors, including stock or stock warrants, or has a right to acquire such an interest.

11. No attorney in our firm is or has served as an officer, director or employee of the Debtors within two years before the Petition Date.

12. No attorney in our firm is in control of the Debtors or is a relative of a general partner, director, officer or person in control of the Debtors.



13. No attorney in our firm is a general or limited partner of a partnership in which the Debtors are also a general or limited partner.

14. No attorney in our firm is or has served as an officer, director or employee of a financial advisor that has been engaged by the Debtors in connection with the offer, sale or issuance of a security of the Debtors, within two years before the Petition Date.

15. No attorney in our firm has represented a financial advisor of the Debtors in connection with the offer, sale or issuance of a security of the Debtors within three years before the filing of the petition.

16. No attorney in the firm has any other interest, direct or indirect, that may be affected by the proposed representation.

17. Except as forth herein, no attorney in our firm has had or presently has any material connection with the Debtors, the Debtors' creditors, any other party in interest or their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee on any matters in which the firm is to be engaged, except that I, our law firm, and our attorneys (i) may have appeared in the past, and may appear in the future, in other cases in which one or more of said parties may be involved; and (ii) may represent or may have represented certain of the Debtors' creditors in matters unrelated to these cases.

18. This concludes my Declaration.

**28 U.S.C § 1746 Declaration**

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on January 4, 2018.

/s/ Paul Steven Singerman  
PAUL STEVEN SINGERMAN

**EXHIBIT B**

**Declaration of Ronald E. Myrick, Sr.**

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, et al.

Debtors.<sup>1</sup>

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

**DECLARATION OF RONALD E. MYRICK, SR., COMMITTEE AUTHORIZED REPRESENTATIVE IN SUPPORT OF APPLICATION PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL RULE 2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN BERGER SINGERMAN AS SPECIAL COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, NUNC PRO TUNC TO DECEMBER 26, 2017**

Ronald E. Myrick, Sr., solely in his capacity as the authorized representative of the Committee, declares under penalty of perjury as follows:

1. I am a member of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) on behalf of the Committee in support of the *Application Pursuant to Sections 328(a) and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Berger Singerman LLP 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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which have been 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 counsel for the Debtors.

*Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* (the “Application”).<sup>2</sup>

**The Committee’s Selection of Berger Singerman as Special Counsel for the  
SEC Enforcement Proceeding**

2. Berger Singerman LLP (“Berger Singerman” or the “Firm”) is proposed to serve as special counsel to the Committee for all matters relating to the SEC Enforcement Proceeding and the SEC’s involvement in these cases and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors’ former principal and interactions with the SEC and other governmental organizations. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements.

3. On December 14, 2017, the United States Trustee (the “U.S. Trustee”) appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The Committee members are: (i) G3 Group LA, Inc.; (ii) Ronald E. Myrick, Sr.; and (iii) John J. O’Neill. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 79] was filed on December 14, 2017.

4. On December 26, 2017, the Committee selected Berger Singerman as its special counsel relating to the SEC Enforcement Proceeding and such other services as may be necessary in the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors’ former principal and interactions with the SEC and other governmental organizations.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**Rate Structure**

5. Berger Singerman has informed the Committee that its rates are:

- |    |                       |          |
|----|-----------------------|----------|
| a. | Paul Steven Singerman | \$695.00 |
| b. | Charles Lichtman      | \$695.00 |
| c. | Isaac Marcushamer     | \$475.00 |
| d. | Gavin Gaukroger       | \$455.00 |

6. I understand that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

7. I understand that the hourly rates set forth above are Berger Singerman's standard hourly rates for work of this nature and that it is Berger Singerman's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case, including, but not limited to, court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels), travel expenses, expenses for working meals, computerized research, and transcription costs. Berger Singerman will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to Berger Singerman's other clients and within the guidelines set forth in Local Rule 2016-1, and all amendments and supplemental standing orders of the Court.

**Cost Supervision**

8. The Committee will approve any prospective budget and staffing plan, recognizing that, in the course of a large chapter 11 case like these cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and Berger Singerman. The members of the Committee further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the cases. The Committee will continue to review the invoices that Berger Singerman regularly submits, and, together with Berger Singerman, periodically amend any budget and staffing plans, as the case develops.

[Remainder of page intentionally left blank]

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

Dated: January 5, 2018

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
WOODBIDGE GROUP OF COMPANIES,  
LLC, *et al.***

By: /s/ Ronald E. Myrick, Sr.

Name: Ronald E. Myrick, Sr.

Solely in his capacity as Authorized Representative  
of the Official Committee of Unsecured Creditors  
of Woodbridge Group of Companies, LLC, *et al.*

**EXHIBIT C**

**Proposed Order**



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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, et al.

Debtors.<sup>1</sup>

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

**Re: Docket No. \_\_\_\_\_**

**ORDER PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE,  
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
AND LOCAL RULE 2014-1 AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF BERGER SINGERMAN LLP AS SPECIAL COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, *NUNC PRO TUNC* TO  
DECEMBER 26, 2017**

Upon consideration of the *Application Pursuant to Sections 328(a) and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Berger Singerman LLP as Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) seeking authorization to employ and retain Berger Singerman LLP (“Berger Singerman” or the “Firm”) as special counsel to the Committee; and upon Declaration of Paul Steven Singerman and the Declaration of the Ronald E. Myrick, Sr. filed in support of the

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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 have been 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 counsel for the Debtors.

<sup>2</sup> Capitalized terms, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

Application; and the Court being satisfied that the employment of Berger Singerman is necessary and in the best interests of the Debtors' estates, creditors, and parties-in-interest; and this Court having jurisdiction over this matter under 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 this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application; and after due deliberation and good and sufficient cause appearing; it is HEREBY ORDERED THAT:

1. The Application is GRANTED, as set forth herein.
2. The Committee is hereby authorized to retain and employ Berger Singerman as special counsel to the Committee for all matters relating to the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors' former principal and interactions with the SEC and other governmental organizations pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, *nunc pro tunc* to December 26, 2017.
3. Berger Singerman shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases in compliance with the applicable provisions of the Bankruptcy Code, including section 330 of the Bankruptcy Code, the Bankruptcy Rules, and any applicable procedures and orders of this Court.

4. Berger Singerman is authorized to render professional services to the Committee as described in the Application.

5. The Committee and Berger Singerman are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: \_\_\_\_\_, 2018

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The Honorable Kevin J. Carey  
Chief United States Bankruptcy Judge