

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)

Objection Deadline: Sept. 4, 2018 at 4:00 p.m.  
Hearing Date: Only if necessary.

**SECOND APPLICATION OF MEMBERS OF THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR REIMBURSEMENT OF EXPENSES**

The members (the “Applicants”) of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned cases, through the Committee’s undersigned counsel, hereby submit this *Second Application of Members of the Official Committee of Unsecured Creditors for Reimbursement of Expenses* (the “Application”) seeking reimbursement for actual and necessary expenses incurred (the “Expenses”) for the period commencing March 21, 2018 through and including March 24, 2018 (the “Expense Period”). Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on January 9, 2018 [Docket No. 261] (the “Compensation Order”), the Committee requests payment of 100% of the Expenses in the total amount of \$2,510.89 incurred during the Expense Period. In support of the Application, the Committee respectfully represents as follows:

<sup>1</sup> The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

### **Jurisdiction**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. 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 predicates for the relief requested herein are: (a) sections 328, 330, 331, and 1103 of Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”); (b) Rule 2016 of the Federal Rules of Bankruptcy Practice and Procedure (the “Bankruptcy Rules”); (c) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); and (d) the Compensation Order.

### **Background**

4. On December 4, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), commencing the Chapter 11 cases of the Debtors. The Debtors remain in possession of their assets and manage their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.
5. On December 14, 2017 (the “Formation Date”), the Office of the United States Trustee for the District of Delaware (the “UST”) appointed the Committee. The Committee consists of: (i) G3 Group LA, Inc.; (ii) Ronald E. Myrick Sr.; and (iii) John J. O’Neill. On April 3, 2018, the UST filed an amended notice of appointment of creditors committee, in which Lynn Myrick has been substituted for Ronald E. Myrick Sr.

6. On December 14, 2018, the Committee retained Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its general bankruptcy counsel to represent the Committee in all bankruptcy related matters during the pendency of these Chapter 11 Cases. On January 18, 2018, the Court entered an order [Docket No. 320] approving the retention of PSZJ as Committee counsel *nunc pro tunc* to December 14, 2017.

**Committee Member Expenses**

7. This Application covers Expenses incurred by the Applicants during the Expense Period.

8. Since the inception of these cases, the Committee has been active in all aspects of these Chapter 11 Cases.

9. In accordance with the Compensation Order, the Applicants hereby request reimbursement of all expenses incurred in their capacity as members of the Committee from the Expense Period, aggregating \$2,510.89.

10. All expenses incurred by Committee Members or their designated representatives were incurred in the discharge of their duties on behalf of the Committee. Attached hereto Exhibit A is a certification, expense detail, and supporting documentation from Committee member Ronald E. Myrick Sr., in connection with expenses totaling \$2,510.89. The Applicants submit that the out-of-pocket expenses incurred in connection with attendance at a meeting of Committee members were necessary and reasonable and should be reimbursed in full.

**Notice**

11. Notice of this Application, in accordance with the Compensation Order, has been given to (a) the Office of the United States Trustee; (b) the Debtors; (c) counsel to the

Debtors; (d) counsel to the DIP Lender; (e) counsel for the SEC; and (f) the UST. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

12. No previous application for the relief requested herein has been made to this or any other court.

WHEREFORE, Committee respectfully requests allowance of the Expenses.

Dated: August 14, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Colin R. Robinson*

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Richard M. Pachulski (CA Bar No. 90073)  
James I. Stang (CA Bar No. 94435)  
Jeffrey N. Pomerantz (CA Bar No. 143717)  
Bradford J. Sandler (DE Bar No. 4142)  
Colin R. Robinson (DE Bar No. 5524)  
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crobinson@pszjlaw.com

*Counsel for the Official Committee of Unsecured  
Creditors*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: Sept. 4, 2018 at 4:00 p.m.  
Hearing Date: Only if necessary.

**NOTICE OF APPLICATION**

PLEASE TAKE NOTICE that the members of the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned cases, through the Committee's undersigned counsel, have filed their *Second Application of Members of the Official Committee of Unsecured Creditors for Reimbursement of Expenses* (the "Application") for reimbursement of actual and necessary expenses in the amount of \$2,510.89.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Application must be made in writing and be filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **September 4, 2018 at 4:00 p.m. prevailing Eastern time.**

At the same time, you must also serve a copy of the objection or response, if any, upon the following: (i) the Debtors, c/o Development Specialists, Inc., 333 South Grand Avenue, Suite 4070, Los Angeles, CA 90071, Attn: Bradley D. Sharp; (ii) counsel for the Debtors, Klee,

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Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39<sup>th</sup> Floor, Los Angeles, CA 90067, Attn: Michael L. Tuchin, Esq. and David A. Fidler, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq. and Richards Layton & Finger P.A., One Rodney Square, 920 North King Street, Wilmington DE 19801, Attn: John H. Knight, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) counsel for the Unitholders Committee, Venable LLP, 1270 Avenue of the Americas, New York, NY 10020, Attn: Jeffrey S. Sabin, Esq. and 1201 N. Market Street, Suite 1400, Wilmington, DE 19801, Attn: Jamie L. Edmonson, Esq. (vi) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Steven K. Kortanek, Esq. and Patrick A. Jackson, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, GA 30326, Attn: David Baddley, Esq.; and (viii) the Fee Examiner, Frejka PLLC, 135 East 57<sup>th</sup> Street, 6<sup>th</sup> Floor, New York, NY 10022, Attn: Elise S. Frejka, Esq.; and (ix) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on January 9, 2018 [Docket No. 261] (the "Compensation Order"). Pursuant to the Compensation Order, in the absence of timely filed objections or responses, and upon the filing with the Bankruptcy

Court of a certification of no objection, the Debtors are authorized to pay the committee members one hundred percent (100%) of the expenses without further notice or hearing.

A hearing on the Application will be held only if objections or responses are timely filed.

Dated: August 14, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Colin R. Robinson*

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Richard M. Pachulski (CA Bar No. 90073)

James I. Stang (CA Bar No. 94435)

Jeffrey N. Pomerantz (CA Bar No. 143717)

Bradford J. Sandler (DE Bar No. 4142)

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bsandler@pszjlaw.com

crobinson@pszjlaw.com

*Counsel for the Official Committee of Unsecured  
Creditors*

# **EXHIBIT A**



OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF WOODBRIDGE GROUP OF COMPANIES

**EXPENSE REIMBURSEMENT REPORT**

1. Name of Company	<u>N/A</u>	
2. Date of Meeting	<u>March 23, 2018</u>	
3. Location of Meeting	<u>Los Angeles, California</u>	
4. Name of Representative Attending Meeting	<u>Ronald E. Myrick Sr.</u>	
5. Reimbursable Expenses:		
(a) <u>Transportation:</u>		
(1) Air or Rail. Fare		<u>\$893.60</u>
(2) Personal automobile miles at \$.55 per mile (Car rental)		<u></u>
(3) Taxi (Lyft)		<u>\$13.16</u>
(4) Parking/Tolls		<u></u>
(5) Other (describe)		<u></u>
(b) <u>Lodging:</u>		
(1) Hotel (excluding meals)		<u>\$1,589.31</u>
(c) <u>Meals:</u>		
(1) Breakfast		<u></u>
(2) Lunch		<u>\$14.82</u>
(3) Dinner		<u></u>
(d) <u>Other:</u>		<u></u>
<b>TOTAL REIMBURSEMENT SOUGHT</b>		<b><u>\$2,510.89</u></b>

I hereby certify that the above expenses were incurred by me in connection with attendance at a Committee meeting or other authorized Committee business.

\_\_\_\_\_  
 (Signature of Member's Representative  
 Incurring Expenses)

American

PASSENGER NAME  
MYRICK/RONALD  
FROM: LOS ANGELES  
TO: DALLAS/FT WORTH

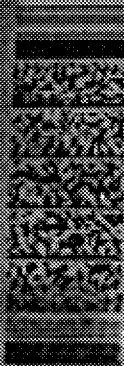
GROUP 1  
PRIORITY FIRST

FREQUENT FLYER #  
1899798 PLT XKQEQB

FLIGHT CLASS  
AA2459 J 23MAR 820A

DATE BOARDING TIME SEAT  
153 750A 3L

0012176417265



(6A)

BOARDING PASS  
MYRICK/RONALD  
FROM: LOS ANGELES  
TO: DALLAS/FT WORTH  
FLIGHT  
AA 2459 3L

GROUP 1  
DATE CLASS DEPARTS  
23MAR J 820A

6107

American

PASSENGER NAME  
MYRICK/RONALD  
FROM: DALLAS/FT WORTH  
TO: FORT MYERS

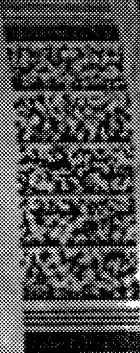
GROUP 3  
PRIORITY

FREQUENT FLYER #  
1899798 PLT XKQEQB

FLIGHT CLASS DATE DEPARTS  
AA2507 L 23MAR 230P

DATE BOARDING TIME SEAT  
200P 15F

0012176417265



(6A)

BOARDING PASS  
MYRICK/RONALD  
FROM: DALLAS/FT WORTH  
TO: FORT MYERS  
FLIGHT  
AA 2507 15F

GROUP 3  
DATE CLASS DEPARTS  
23MAR L 230P

EXIT

EXIT

\$20.00

Mar 21	LYFT	*RIDE WED 5PMLYFT.COMCA	\$6.60
Mar 22	LYFT	*RIDE WED 6PMLYFT.COMCA	\$6.56
Mar 23	AA	INFLIGHT VISA FACET 3PHOENIXAZ	\$16.00
Mar 23	MOE'S SW GRILL #100499FORT MYERSFL		\$14.82
Mar 23	HILTON BEVERLY HILLS	BEVERLY HILLSCA ARRIVE: 03/23/18	\$1,556.84
Mar 24	HILTON BEVERLY HILLS	310-2747777CA ARRIVE: 03/24/18	\$32.47

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

In re:	)	Chapter 11
	)	
WOODBRIIDGE GROUP OF COMPANIES, LLC,	)	Case No. 17-12560 (KJC)
<i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	

**CERTIFICATE OF SERVICE**

I, Colin R. Robinson, hereby certify that on the 14th day of August, 2018, I caused a copy of the following to be served on the attached service list in the manner indicated.

- Notice of Application; and
- Second Application of Members of the Official Committee of Unsecured Creditors for Reimbursement of Expenses; Exhibit A.

/s/ Colin R. Robinson  
Colin R. Robinson (DE Bar No. 5524)

<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 are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC).

Woodbridge Grp.  
Fee App Notice Parties Service List  
Case No. 17-12560 (KJC)  
Document No. 218129  
11 - First Class Mail

**FIRST CLASS MAIL**

United States Trustee for the District of  
Delaware  
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Fox, Esquire  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207  
Lockbox 35  
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Woodbridge Group of Companies  
c/o Development Specialists, Inc.  
Bradley D. Sharp  
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