

**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)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION  
REGARDING CLAIMS OF SYCAMORE GROUP INC.,  
SETTLEMENT DISCUSSIONS AND PLAN VOTING**

The undersigned hereby certifies as follows:

1. Sycamore Group, Inc. ("Sycamore") filed three Proofs of Claim (the "Claims"): (i) on December 19, 2017, Claim Number 67, for \$20,000.00; (ii) on June 25, 2018, Claim Number 9589, for \$5,318,653.76; and (iii) on June 25, 2018, Claim Number 9590, for \$5,318,653.76. These are the only proofs of claim that Sycamore filed in the chapter 11 cases of the above-caption debtors and debtors in possession (collectively, the "Debtors" and, with Sycamore, the "Parties").

2. On July 18, 2018, Sycamore was served with the *Debtors' First Set of Requests for Admissions* (the "RFA's"); the *Debtors' First Set of Requests for Production of Documents* (the "Document Requests"); and the *Notice of Rule 30(b)(6) Deposition of Sycamore Group Inc.* Responses to the RFA's and Document Requests were initially due on or before August 20, 2018; the Debtors agreed to extend such deadline to August 27, 2018. Sycamore's

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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 Blvd #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), or by contacting the undersigned counsel for the Debtors.

deposition was initially set for August 28, 2018; the Debtors have agreed to continue the deposition to a to-be-determined date.

3. On August 22, 2018, the Debtors filed the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”), and the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2398] (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”). The Disclosure Statement was approved by the Court on August 22, 2018 [Docket No. 2396].

4. The Debtors contend they have valid objections to the Claims and believe they may possess counterclaims against Sycamore. Sycamore contends the Claims are valid and disputes that the counterclaims are valid. However, the Parties are discussing settlement and wish to maintain the status quo without any prejudice or undue cost to either Party. As such, the Parties have entered into a stipulation (the “Stipulation”), which is annexed as Exhibit A to the proposed order attached hereto as Exhibit I (the “Proposed Order”). Subject to the Court’s approval of the Debtors’ entry into the Stipulation, the Stipulation maintains the status quo while the parties explore a settlement. In particular, as more fully set forth in the Stipulation, the Stipulation (i) extends the deadline for Sycamore to respond to the RFA’s and Document Requests, (ii) extends the date of the deposition to a date to be mutually agreed upon by the Parties, (iii) stays the filing of any objection to the Claims by the Debtors prior to a breakdown of settlement discussions without providing requisite notice, (iv) precludes Sycamore from amending its claims prior to a breakdown of settlement discussions without providing requisite

notice, and (v) deems the Claims subject to a pending, unresolved objection and, thus, ineligible to vote on the Plan absent the Court resolving an objection by the Debtors in whole or in part in Sycamore's favor.

5. Maintaining the status quo while the Parties explore a consensual settlement is justified as it will eliminate undue cost and promote judicial economy while not prejudicing either Party to the extent settlement negotiations are ultimately unfruitful. As such, the Debtors submit that the entry of the Proposed Order is in the best interests of the Debtors, their estates, and their creditors.

WHEREFORE, the Debtors respectfully request, pursuant to Rule 9013-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: August 31, 2018  
Wilmington, Delaware

/s/ Betsy L. Feldman  
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**EXHIBIT I**

**Proposed Order**

**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)

Docket Ref. No. \_\_\_\_\_

**ORDER APPROVING STIPULATION REGARDING CLAIMS OF  
SYCAMORE GROUP INC., SETTLEMENT  
DISCUSSIONS AND PLAN VOTING**

Upon consideration of that certain *Stipulation Regarding Claims of Sycamore Group Inc., Settlement Discussions and Plan Voting*, a copy of which is annexed hereto as Exhibit A (the “Stipulation”),<sup>2</sup> and the related certification of counsel (the “Certification of Counsel”) submitted by counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”) pursuant to Rule 9013-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware; and due and proper notice of the relief provided for herein having been given under the circumstances; and it appearing that no other or further notice of the relief provided for herein is required; and it appearing that this Court has jurisdiction to consider the Stipulation and the Certification of Counsel and enter this Order 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 as of February 29, 2012;

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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 Blvd #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), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used herein, but not otherwise defined, have the meanings ascribed to them in the Stipulation.

and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the relief provided for herein is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief provided for herein is in the best interests of the Debtors, their estates, and creditors and an appropriate exercise of the Debtors' business judgment; and good and sufficient cause appearing therefor under the circumstances; it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Stipulation is hereby approved in all respects and incorporated as if fully set forth herein.

2. The Debtors are authorized to enter into the Stipulation.

3. The Parties are authorized to take any action necessary or appropriate to implement the terms of this Order without further order from this Court.

4. The Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of the Stipulation or this Order, resolve any dispute arising out of, relating to, or deriving from the Stipulation, and the power to enter a final order thereon.

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

\_\_\_\_\_  
The Honorable Kevin J. Carey  
United States Bankruptcy Judge

**EXHIBIT A**

**Stipulation**

**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)

**STIPULATION REGARDING CLAIMS OF SYCAMORE GROUP INC.,  
RELATED PENDING DISCOVERY, AND PLAN VOTING**

This Stipulation is entered into by and between, on the one hand, Sycamore Group Inc. (“Sycamore”) and, on the other hand, Woodbridge Group of Companies, LLC et al. (the “Debtors,” and with Sycamore, the “Parties” and each a “Party”), with respect to the following recitals.

A. On December 4, 2017, the Debtors commenced voluntary cases (the “Cases”) under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

B. Sycamore filed the following proofs of claim (collectively, the “Claims”) in the Cases: (i) Claim Number 67, for \$20,000; (ii) Claim Number 9589, for \$5,318,653.76; and (iii) Claim Number 9590, for \$5,318,653.76. The Claims are the only proofs of claim filed by Sycamore in the Cases.

C. On July 18, 2018, Sycamore was served with *Debtors’ First Set of Requests for*

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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 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), or by contacting the undersigned counsel for the Debtors.



*Admissions* (the “RFA’s”); *Debtors’ First Set of Requests for Production of Documents* (the “Document Requests”); and the *Notice of Rule 30(b)(6) Deposition of Sycamore Group Inc.* Responses to the RFA’s and Document Requests were initially due on or before August 20, 2018; the Debtors have agreed to extend such deadline to August 27, 2018. Sycamore’s deposition was initially set for August 28, 2018; the Debtors have agreed to continue the deposition to a to-be-determined date.

D. On August 22, 2018, the Debtors filed the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* (Docket No. 2397) (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”) and the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* (Docket No. 2398) (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”). On August 22, 2018, the Court entered an order, *inter alia*, approving the Disclosure Statement.

E. The Debtors contend they have valid objections to the Claims and valid counterclaims against Sycamore. Sycamore contends the Claims are valid and that there are no valid counterclaims.

F. The Parties are discussing settlement and wish to maintain the status quo without any prejudice or undue cost to any Party.

WHEREFORE, in exchange for the promises and stipulations set forth herein, the Parties agree as follows:

1. Recitals A through F, inclusive, are true and correct and are an integral part of this Stipulation.

2. The undersigned are authorized and empowered to enter into this Stipulation and to bind the Parties on whose behalf they are signing, subject only to Court approval.

3. The last date for Sycamore to respond to the RFA's and Document Requests is extended to and including September 28, 2018. The Parties may, by mutual agreement, further extend this deadline or withdraw this discovery entirely.

4. Sycamore's deposition shall be reset by mutual agreement. If the Parties cannot agree on a date for Sycamore's deposition, the Debtors may reset it by giving not less than 7 (seven) days email notice to Sycamore at the email address set forth on the signature page of this Stipulation. The deposition shall be held no sooner than October 1, 2018.

5. The Debtors shall not file any objection to the Claims or any counterclaims against Sycamore prior to the earlier of a breakdown in settlement discussions and October 31, 2018 without providing at least 14 (fourteen) days email notice to Sycamore at the email address set forth on the signature page of this Stipulation.

6. Sycamore shall not amend its Claims or file any additional proofs of claims in the Cases prior to the earlier of a breakdown in settlement discussions and October 31, 2018 without providing at least 14 (fourteen) days email notice to Debtors' counsel at the email address set forth on the signature page of this Stipulation.

7. In recognition of the fact that in the absence of this Stipulation, the Debtors would object to the Claims (and likely file counterclaims), the Parties hereby deem each of the Claims (including any amendment thereto or additional claim filed pursuant to paragraph 6) to be subject to a pending, unresolved objection and thus ineligible to vote on the Plan or any other plan, provided that if the Debtors file an objection (whether or not accompanied by counterclaims) to any of the Claims (including any amendment thereto or additional claim filed pursuant to

paragraph 6) and the objection is resolved in whole or in part in favor of Sycamore, Sycamore then may vote the applicable Claim (including any amendment thereto or additional claim filed pursuant to paragraph 6) to the extent allowed by an order of the Court.

8. In the event the Parties are unable to settle their pending disputes, this Stipulation shall have no force or effect on the Claims (including any amendment thereto or additional claim filed pursuant to paragraph 6), any defense to the Claims (including any amendment thereto or additional claim filed pursuant to paragraph 6), any counterclaims the Debtors may assert or any defenses to those counterclaims.

9. The Court shall have exclusive jurisdiction to resolve any dispute arising out of, relating to, or deriving from this Stipulation and has the jurisdiction and power to enter a final order thereon.

*[Remainder of Page Intentionally Left Blank]*

Dated: August 31, 2018

/s/ Betsy L. Feldman  
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