

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

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In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	<b>Re: Docket Nos. 2235 &amp; 2240</b>
	:	
	:	

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**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER  
APPROVING FIRST INTERIM FEE APPLICATIONS OF THE  
AD HOC NOTEHOLDER GROUP’S PROFESSIONALS**

The undersigned hereby certifies as follows:

On July 24, 2018, the Ad Hoc Noteholder Group (the “Noteholder Group”) filed the *Second Combined Monthly and First Interim Fee Application of Dundon Advisers, LLC, Financial Advisor for the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses, for the Period from February 5, 2018 through May 31, 2018* [D.I. 2235] and *First Interim Application of Conway MacKenzie, Inc., Financial Advisor to the Ad Hoc Noteholder Group, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from February 5, 2018 through May 31, 2018* [D.I. 2240] (the “First Interim Fee Application”).

Objections to the First Interim Fee Application, if any, were due on or before August 13, 2018, at 4:00 p.m. (ET) (the “Objection Deadline”).

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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 Boulevard #302, Sherman Oaks, California 91423. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses 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).

The Court-appointed fee examiner, Elisa S. Frejka (the “Fee Examiner”), filed the *Fee Examiner’s Consolidated Final Report Regarding Second Interim Quarterly Fee Requests of (I) Venable LLP; (II) Conway MacKenzie, Inc.; and (III) Dundon Advisers LLC* [D.I. 2656] (the “Fee Examiner’s Report”), which addresses each of the Professionals’ respective interim fee applications contained within the First Interim Fee Application and, as applicable, outlined the resolutions and compromises reached with the Professionals with respect thereto.

Other than the Fee Examiner Report, no formal or informal responses to the First Interim Fee Application were received by the Noteholder Group prior to the Objection Deadline, and a review of the docket in these chapter 11 cases reveals no answer, objection, or other responsive pleading thereto. Accordingly, the Noteholder Group’s undersigned counsel hereby submits the proposed form of order attached hereto as Exhibit 1 (the “Proposed Order”) approving the First Interim Fee Application on the terms set forth therein.

WHEREFORE, as no responses or objections were received to the First Interim Fee Application other than the Fee Examiner’s Report, and as both the Fee Examiner and the United States Trustee for the District of Delaware have reviewed the Proposed Order and advised the Noteholder Group’s undersigned counsel that they do not objection to entry thereof, the Noteholder Group respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

*[Remainder of page intentionally left blank]*

Dated: October 24, 2018  
Wilmington, Delaware

**DRINKER BIDDLE & REATH LLP**

/s/ Patrick A. Jackson

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*Counsel for the Ad Hoc Noteholder Group*

**EXHIBIT 1**

**Proposed Order**

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

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In re:	:	Chapter 11
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	:	
	:	(Jointly Administered)
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Debtors.	:	<b>Re: Docket Nos. 2235 &amp; 2240</b>
	:	
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**OMNIBUS ORDER APPROVING FIRST INTERIM FEE APPLICATIONS  
OF THE NOTEHOLDER GROUP’S PROFESSIONALS**

Upon consideration of the first interim fee application (the “First Interim Fee Application”) of certain professionals retained in the above-captioned chapter 11 cases (collectively, the “Professionals”) by the Ad Hoc Noteholder Group (the “Noteholder Group”), a list of which is attached hereto as Exhibit A, 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 each of the Professionals [Docket No. 2656]; and it appearing to the Court that all of the requirements of §§ 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as 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

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objection to the relief requested herein, as certain of the Professionals have voluntarily reduced their fees or expenses or reached the agreements memorialized in the Fee Examiner's Report; and after due deliberation and sufficient good cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The First Interim Fee Application is APPROVED with respect to the amounts set forth on Exhibit A.

2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A.

3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.

4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.

5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation of implementation of this Order.

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

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The Honorable Kevin J. Carey  
United States Bankruptcy Judge

**EXHIBIT A**

<b>Name of Professional</b>	<b>Date and Docket No. of Interim Fee Application, Related Monthly Fee Applications and Fee Examiner's Report</b>	<b>Aggregate Amount of Fees Approved on an Interim Bases</b>	<b>Aggregate Amount of Expenses Approved on an Interim Basis</b>
Dundon Advisers, LLC	7/24/18 2235, 1994 & 2656	\$135,472.00	\$6,108.33
Conway MacKenzie, Inc.	7/24/18 2240, 1991, 2237, 2238, 2239 & 2656	\$256,307.20	\$3,872.37