

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. 117

**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND PAYMENT
OF PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

On December 20, 2017, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed with the United States Bankruptcy Court for the District of Delaware (the "Court") the *Debtors' Motion for Entry of an Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 117] (the "Motion"). Attached as Exhibit A to the Motion was a proposed form of order (the "Proposed Order").

Pursuant to the Notice of Motion, the deadline to file objections or responses to the Motion (the "Objection Deadline") was January 3, 2018, at 4:00 p.m. (ET). The Objection Deadline was extended for the Office of the U.S. Trustee for the District of Delaware (the "U.S. Trustee"), the U.S. Securities and Exchange Commission, the Official Committee of Unsecured Creditors (the "Committee"), and the ad hoc committees of noteholders and unitholders to January 11, 2018, at 4:00 p.m. (ET). The Objection Deadline was further extended for the

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.

Committee to January 12, 2018, at 4:00 p.m. (ET). On or before the applicable Objection Deadline, the Debtors received informal comments from the U.S. Trustee and the Committee. No other objections or responses were received on or before the applicable Objection Deadline.

As a result of discussions with the U.S. Trustee and the Committee, the Debtors have revised the Proposed Order (the “Revised Proposed Order”) to resolve the issues raised by the U.S. Trustee and the Committee. Attached hereto as Exhibit A is the Revised Proposed Order.²

The Debtors submit that the Revised Proposed Order is appropriate and consistent with the relief requested in the Motion and the Debtors’ discussions with the U.S. Trustee and the Committee, and that entry of the Revised Proposed Order is in the best interests of the Debtors, their estates, and their creditors. Neither the U.S. Trustee nor the Committee opposes the entry of the Revised Proposed Order.

[Remainder of page intentionally left blank]

² For ease of reference, attached hereto as Exhibit B is a copy of the Revised Proposed Order marked against the Proposed Order (the “Blackline”).

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

Dated: January 16, 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
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Tel: (302) 571-6600
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-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
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-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

REVISED PROPOSED ORDER

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. 117

**ORDER AUTHORIZING THE EMPLOYMENT AND PAYMENT OF
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the *Debtors' Motion for Entry of an Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* (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 and no other or

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² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

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 interests 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 are authorized to retain and pay the professionals identified on the OCP List annexed hereto as Schedules 1 and 2 (each an “Ordinary Course Professional” and collectively, the “Ordinary Course Professionals”) in the ordinary course of business pursuant to the following procedures (the “OCP Procedures”):

- (a) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements requested by each Ordinary Course Professional pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided, however, that subject to further order of this Court, fees paid to the Ordinary Course Professionals, excluding costs and disbursements, may not exceed \$25,000 per month per each Ordinary Course Professional listed on Schedule 1 to the Proposed Order, or \$45,000 per month per each Ordinary Course Professional listed on Schedule 2 to the Proposed Order, as calculated as an average over a rolling three-month period while the Chapter 11 Cases are pending (the “OCP Cap”).

- (b) Each Ordinary Course Professional on the OCP List that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-1 (the “Attorney OCP Declaration”) and each Ordinary Course Professional on the OCP List that is a non-attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-2 (the “Professional OCP Declaration” together with the Attorney Declaration, a “Declaration of Disinterestedness”). Each Ordinary Course Professional shall file and serve, at least 14 calendar days prior to submitting an invoice to the Debtors, a Declaration of Disinterestedness upon: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Larry

Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 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.; (iv) counsel for the official committee of unsecured creditors counsel, 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) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; and (vii) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq. (collectively, the “Notice Parties”).

(c) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of this Court.

(d) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.

(e) Within fourteen (14) calendar days after the end of, and with respect to, each month, the Debtors shall provide the U.S. Trustee and the Committee with a report of the payments made to Ordinary Course Professionals for the previous month.

(f) Within thirty (30) calendar days after the end of, and with respect to, each full three (3) month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with this Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during such period. Each Ordinary Course Professional’s statement shall include the following information: (i) the name of the Ordinary Course Professional;

(ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.

(g) Each attorney Ordinary Course Professional who exceeds the OCP Cap (i) shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court, and (ii) intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* effective as of November 1, 2013.

(h) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is filed with this Court and served on the Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors shall file the amended or supplemental OCP List with this Court and serve such list on the Notice Parties. Interested parties shall have fourteen (14) days to object to any amended or supplemental OCP List. Each additional Ordinary Course Professional listed in the OCP List shall serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional Declaration of Disinterestedness, then retention of such Ordinary Course Professionals shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of

any claim or Lien against the Debtors or their estates; (b) a waiver of the Debtors' right to dispute any claim or Lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (d) an admission of the priority status of any claim, whether under section 503(b)(9) of the Bankruptcy Code or otherwise; (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid; or (f) an authorization to pay any pre-petition claim of an Ordinary Course Professional.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

6. 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.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. Notwithstanding anything else herein, nothing in this Order shall prevent the U.S. Trustee from seeking a determination from this Court (a) requiring an Ordinary Course Professional to file a separate retention application under sections 327(a) or 327(e) of the Bankruptcy Code or (b) altering the amount of the OCP Cap.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: January _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

ORDINARY COURSE PROFESSIONALS

Woodbridge Group of Companies, LLC
Ordinary Course Professionals
Schedule 1
\$25,000 Per Month

Name	Type of Service Provided
ADELMAN APPRAISALS, INC.	Real Estate Appraisal Services
ARMSTRONG TEASDALE LLP	State and SEC Attorney Work
BLANKINGSHIP KEITH, P.C.	Real Estate Law
BRENTWOOD PROPERTY APPRAISAL, INC.	Real Estate Appraisal Services
CAMPANELLA REALTY & CONSULTING	Real Estate Appraisal Services
COLLIERS INT'L VALUATION & ADVISORY SVCS	Real Estate Appraisal Services
COUNCIL, BARADEL, KOSMERI & NOLAN, P.A.	General Business Lawyers
EAST COAST APPRAISAL SERVICE	Real Estate Appraisal Services
EDWARD K CROWE & ASSOCIATES LLC	General Business Lawyers
ELI AKIBA	Real Estate Appraisal Services
EMANUEL GUELLA	Real Estate Appraisal Services
ERVIN COHEN & JESSUP LLP	General Business Lawyers
FOX ROTHSCHILD LLP	General Business Lawyers
GAR ASSOCIATES LLC	Real Estate Appraisal Services
HAHN LOESER & PARKS LLP	General Business Lawyers
J.T. NAMIE & ASSOCIATES	Real Estate Appraisal Services
JERRY FRIEDMAN, APC	Malpractice Action and Cross-Complaint Pertaining to Haight Brown
LANE POWELL	Attorneys for Oregon Securities Matters
LARRY S JONES REAL ESTATE, INC.	Real Estate Appraisal Services
LARRY WEINSTEIN	Real Estate Appraisal Services
LAUENSTEIN & ASSOCIATES	Real Estate Appraisal Services
LAW OFFICE OF DAVID E. MILLER, LLC	General Business Lawyers
LAW OFFICES OF GIVENS PURSLEY	Attorney for Idaho Matters
LOCKE, LORD, BISSELL & LIDDELL, LLP Total	Taxes and Audit Work
MAYER BROWN LLP	Business Attorneys
MCCORRISTON MILLER MUKAI MACKINNON LLP	General Business Lawyers
MILLER AND ASSOCIATES	Real Estate Appraisal Services
MILLER CANFIELD	Attorneys for Michigan Securities Matters
MOLLICA APPRAISAL COMPANY	Real Estate Appraisal Services
NORMAN, HANSON & DETROY, LLC	General Business Lawyers
NOVACK BURNBAUM CRYSTAL LLP	General Business Lawyers
RAMEL SHORTE	Real Estate Appraisal Services
RITTENHOUSE REALTY ADVISORS	Real Estate Appraisal Services

ROGERS & TAYLOR APPRAISERS, INC.	Real Estate Appraisal Services
SNELL & WILMER	Attorneys for Arizona Securities Matters
STEPHENSON FOURNIER	General Business Lawyers
WOODEN LAUGHLIN	Foreclosure and real estate transactions
WRIGHT REALTY CO	Real Estate Appraisal Services
WYRICK ROBBINS	Attorneys for N/S Carolina & Misc. Securities Matters

SCHEDULE 2

ORDINARY COURSE PROFESSIONALS

Woodbridge Group of Companies, LLC
Ordinary Course Professionals
Schedule 2
\$45,000 Per Month

Name	Type of Service Provided
BALCOMB & GREEN, P.C.	General Business Lawyers, Real Estate Law

EXHIBIT B-1

FORM OF ATTORNEY OCP DECLARATION

**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)

**DECLARATION OF DISINTERESTEDNESS BY
ATTORNEY USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the “Firm”).
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed legal services in the past, may currently perform legal services, and may perform legal services in the future, in matters unrelated to the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform legal services for any such person in connection

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with the Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtors owe the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its

employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: _____

[DECLARANT]

EXHIBIT B-2

FORM OF PROFESSIONAL OCP DECLARATION

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

In re:

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Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

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PROFESSIONAL USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the “Firm”).
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have requested that the Firm provide [specific description of services] to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform services for any such person in connection with the

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Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Firm is either not owed any amounts for prepetition services or the Firm has agreed to waive any amounts owed on account of services rendered and expenses incurred prior to the commencement of the Chapter 11 Cases in connection with the Firm's employment by the Debtors.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: _____

[DECLARANT]

EXHIBIT B

BLACKLINE

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
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Debtors.

Chapter 11

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IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to retain and pay the professionals identified on the OCP List annexed hereto as Schedules 1 and 2 (each an “Ordinary Course Professional” and collectively, the “Ordinary Course Professionals”) in the ordinary course of business pursuant to the following procedures (the “OCP Procedures”):

- (a) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements requested by each Ordinary Course Professional pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided, however, that subject to further order of this Court, fees paid to the Ordinary Course Professionals, excluding costs and disbursements, may not exceed \$25,000 per month per each Ordinary Course Professional listed on Schedule 1 to the Proposed Order, or \$45,000 per month per each Ordinary Course Professional listed on Schedule 2 to the Proposed Order, as calculated as an average over a rolling three-month period while the Chapter 11 Cases are pending (the “OCP Cap”).

- (b) Each Ordinary Course Professional on the OCP List that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-1 (the “Attorney OCP Declaration”) and each Ordinary Course Professional on the OCP List that is a non-attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit B-2 (the “Professional OCP Declaration” together with the Attorney Declaration, a “Declaration of Disinterestedness”). Each Ordinary Course Professional shall file and serve, at least 14 calendar days prior to submitting an invoice to the Debtors, a Declaration of Disinterestedness upon: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Larry

Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 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.; (iv) counsel for the official committee of unsecured creditors counsel, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE ~~19081~~ (19081, Attn: ~~Richard Pachulski, Esq.~~ and Bradford J. Sandler, Esq.) and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; ~~and~~ (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; and (vii) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq. (collectively, the “Notice Parties”).

(c) The Notice Parties shall have 10 days after the date of filing of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly scheduled omnibus hearing date that is no less than 10 days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of this Court.

(d) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors and pay such Ordinary Course Professional as set forth below.

(e) Within fourteen (14) calendar days after the end of, and with respect to, each month, the Debtors shall provide the U.S. Trustee and the Committee with a report of the payments made to Ordinary Course Professionals for the previous month.

(f) ~~(e)~~ Within thirty (30) calendar days after the end of, and with respect to, each full three (3) month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with this Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during such period. Each Ordinary Course Professional’s statement shall include the following information: (i) the name of the Ordinary

Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.

(g) ~~(f)~~ Each attorney Ordinary Course Professional who exceeds the OCP Cap (i) shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the ~~Debtors'~~ Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court, and (ii) intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases effective as of November 1, 2013.

(h) ~~(g)~~ The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Cases by (i) including such Ordinary Course Professionals on an amended or supplemental OCP List that is filed with this Court and served on the Notice Parties and (ii) having such additional Ordinary Course Professionals comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors shall file the amended or supplemental OCP List with this Court and serve such list on the Notice Parties. Interested parties shall have fourteen (14) days to object to any amended or supplemental OCP List. Each additional Ordinary Course Professional listed in the OCP List shall serve a Declaration of Disinterestedness on the Notice Parties as provided in the OCP Procedures. If no objections are timely filed to any such additional Declaration of Disinterestedness, then retention of such Ordinary Course Professionals shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or Lien against the Debtors or their estates; (b) a waiver of the Debtors' right to dispute any claim or Lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (d) an admission of the priority status of any claim, whether under section 503(b)(9) of the Bankruptcy Code or otherwise; (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid; or (f) an authorization to pay any pre-petition claim of an Ordinary Course Professional.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

6. 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.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. Notwithstanding anything else herein, nothing in this Order shall prevent the U.S. Trustee from seeking a determination from this Court [\(a\)](#) requiring an Ordinary Course Professional to file a separate retention application under sections 327(a) or 327(e) of the Bankruptcy Code [or \(b\) altering the amount of the OCP Cap.](#)

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: January, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

ORDINARY COURSE PROFESSIONALS

Woodbridge Group of Companies, LLC
Ordinary Course Professionals
Schedule 1

Name	Type of Service Provided
ADELMAN APPRAISALS, INC.	Real Estate Appraisal Services
ARMSTRONG TEASDALE LLP	State and SEC Attorney Work
BLANKINGSHIP KEITH, P.C.	Real Estate Law
BRENTWOOD PROPERTY APPRAISAL, INC.	Real Estate Appraisal Services
CAMPANELLA REALTY & CONSULTING	Real Estate Appraisal Services
COLLIERS INT'L VALUATION & ADVISORY SVCS	Real Estate Appraisal Services
COUNCIL, BARADEL, KOSMERI & NOLAN, P.A.	General Business Lawyers
EAST COAST APPRAISAL SERVICE	Real Estate Appraisal Services
EDWARD K CROWE & ASSOCIATES LLC	General Business Lawyers
ELI AKIBA	Real Estate Appraisal Services
ELKINS KALT WEINTRAUB REUBEN GARTSIDE LLP	General Business Lawyers
EMANUEL GUELLA	Real Estate Appraisal Services
ERVIN COHEN & JESSUP LLP	General Business Lawyers
FOX ROTHSCHILD LLP	General Business Lawyers
GAR ASSOCIATES LLC	Real Estate Appraisal Services
HAHN LOESER & PARKS LLP	General Business Lawyers
J.T. NAMIE & ASSOCIATES	Real Estate Appraisal Services
JERRY FRIEDMAN, APC	Malpractice Action and Cross-Complaint Pertaining to Haight Brown
KRAMER LEVIN NAFTALIS & FRANKEL LLP	General Business Lawyers
LANE POWELL	Attorneys for Oregon Securities Matters
LARRY S JONES REAL ESTATE, INC.	Real Estate Appraisal Services
LARRY WEINSTEIN	Real Estate Appraisal Services
LAUENSTEIN & ASSOCIATES	Real Estate Appraisal Services
LAW OFFICE OF DAVID E. MILLER, LLC	General Business Lawyers
LAW OFFICES OF GIVENS PURSLEY	Attorney for Idaho Matters
LOCKE, LORD, BISSELL & LIDDELL, LLP Total	Taxes and Audit Work
<u>MAYER BROWN LLP</u>	<u>Business Attorneys</u>
MCCORRISTON MILLER MUKAI MACKINNON LLP	General Business Lawyers
MILLER AND ASSOCIATES	Real Estate Appraisal Services
MILLER CANFIELD	Attorneys for Michigan Securities Matters
MOLLICA APPRAISAL COMPANY	Real Estate Appraisal Services
NORMAN, HANSON & DETROY, LLC	General Business Lawyers
NOVACK BURNBAUM CRYSTAL LLP	General Business Lawyers
OLSHAN FROME WOLOSKY LLP	General Business Lawyers
01:22580073-622 580073.8 RAMEL SHORTE	Real Estate Appraisal Services
RITTENHOUSE REALTY ADVISORS	Real Estate Appraisal Services

ROGERS & TAYLOR APPRAISERS, INC.	Real Estate Appraisal Services
SNELL & WILMER	Attorneys for Arizona Securities Matters
STEPHENSON FOURNIER	General Business Lawyers
WOODEN LAUGHLIN	Foreclosure and real estate transactions
WRIGHT REALTY CO	Real Estate Appraisal Services
WYRICK ROBBINS	Attorneys for N/S Carolina & Misc. Securities Matters

SCHEDULE 2

ORDINARY COURSE PROFESSIONALS

**Woodbridge Group of Companies, LLC
Ordinary Course Professionals
Schedule 2**

Name	Type of Service Provided
BALCOMB & GREEN, P.C.	General Business Lawyers, Real Estate Law
MAYER BROWN LLP	Business Attorneys

EXHIBIT B-1

FORM OF ATTORNEY OCP DECLARATION

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

In re:

Chapter 11

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

Case No. 17-12560 (KJC)

Debtors.

(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS BY
ATTORNEY USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the “Firm”).
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed legal services in the past, may currently perform legal services, and may perform legal services in the future, in matters unrelated to the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform legal services for any

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.

such person in connection with the Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtors owe the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its

employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: _____

[DECLARANT]

EXHIBIT B-2

FORM OF PROFESSIONAL OCP DECLARATION

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

In re:

Chapter 11

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

Case No. 17-12560 (KJC)

Debtors.

(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS BY
PROFESSIONAL USED IN THE ORDINARY COURSE OF BUSINESS**

I, _____, declare under penalty of perjury:

1. I am a [position] of [insert name of sole proprietorship or company], located at [Street, City, State, Zip Code] (the "Firm").
2. Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") have requested that the Firm provide [specific description of services] to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform services for any such person in connection with the

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.⁺

Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm [has/has not] provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Firm is either not owed any amounts for prepetition services or the Firm has agreed to waive any amounts owed on account of services rendered and expenses incurred prior to the commencement of the Chapter 11 Cases in connection with the Firm's employment by the Debtors.

9. As of December 4, 2017 (the "Petition Date"), the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon the conclusion of such inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

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

Date: _____

[DECLARANT]