

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, et al.,

Debtors.¹

Chapter 11

Case No. 17-12560 (KJC)

Jointly Administered

Ref. Docket No. 137

**CERTIFICATION OF COUNSEL REGARDING APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR ORDER, PURSUANT TO 11 U.S.C.
§§ 328, AND 1103, FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1,
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO
DECEMBER 14, 2017**

The undersigned hereby certifies the following:

1. On December 22, 2017, the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned cases (collectively, the "Cases") filed the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 14, 2017* [Docket No. 137] (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Court").

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. The 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 noticing and claims agent at www.gardencitygroup.com/cases/WGC.

2. Pursuant to the notice of Application, the deadline to respond to the Application was originally January 3, 2018 at 4:00 p.m. Eastern Time and further extended for the Objection Extension Parties and Debtors to January 11, 2018 at 4:00 p.m. Eastern Time (the “Objection Deadline”).

3. The Committee received informal comments to the Application from the U.S. Trustee (the “UST”).

4. The informal comments from the UST are resolved. The undersigned has caused the Court’s docket in this case to be reviewed, and no answer, objection or other responsive pleadings to the Application appears thereon. Additionally, no objections to the Application have been received by the undersigned counsel.

5. Attached hereto as Exhibit A is a revised proposed form of order (the “Revised Proposed Order”) reflecting the comments of the UST. The UST has no objection to entry of the Revised Proposed Order. Attached hereto as Exhibit B is a blackline showing changes to the Revised Proposed Order from the version of the proposed order filed with the Application.

6. Accordingly, the Committee respectfully request entry of the Revised Proposed Order at the Court's earliest convenience.

Dated: January 17, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

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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*Proposed Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, et al.

Debtors.¹

Chapter 11

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Jointly Administered

Re Docket No. 137

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF PACHULSKI
STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO DECEMBER 14, 2017**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 14, 2017* (the "Application");² and upon consideration of the Declaration of Bradford J. Sandler and Ronald E. Myrick, Sr., filed in support of the Application; and the Court having jurisdiction to consider the Application 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 the Court having the power to enter a final order consistent with Article III of the United States Constitution; and this matter

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application or Sandler Declaration.

being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, its creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Committee is hereby authorized to retain and employ PSZJ as counsel to the Committee 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 14, 2017.
3. PSZJ 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. PSZJ is authorized to render professional services to the Committee as described in the Application. PSZJ shall make reasonable efforts to avoid unnecessary duplication of services provided by any of the Committee's other retained professionals in these Cases.
5. PSZJ shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application or Sandler Declaration and shall file such notice with the Court.

6. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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

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

Dated: _____, 2018

The Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
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Dated: _____, 2018

The Honorable Kevin J. Carey
United States Bankruptcy Judge