

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. 138

**CERTIFICATION OF COUNSEL REGARDING APPLICATION PURSUANT TO FED.
R. BANKR. P. 2014(a) FOR ORDER UNDER SECTION 1103 OF THE BANKRUPTCY
CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF FTI
CONSULTING, INC. AS FINANCIAL ADVISOR 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 Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment of FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to December 14, 2017* [Docket No. 138] (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Court").

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

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.

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 have been 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)
Colin R. Robinson (DE Bar No. 5524)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899 (Courier 19801)
Telephone: 302-652-4100
Facsimile: 302-652-4400
E-mail: rpachulski@pszjlaw.com
jstang@pszjlaw.com
jpomerantz@pszjlaw.com
bsandler@pszjlaw.com
crobinson@pszjlaw.com

*Proposed Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
WOODBRIIDGE GROUP OF)	
COMPANIES, LLC, et al.,)	Case No. 17-12560 (KJC)
)	(Jointly Administered)
Debtors.)	Re: Docket No. 138

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain FTI Consulting, Inc., together with its wholly owned subsidiaries ("FTI") as financial advisor; and upon the Declaration of Matthew Diaz in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interest in connection with these cases; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted as set forth herein; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with section 1103 of the Bankruptcy Code, the

Committee is authorized to employ and retain FTI as of December 14, 2017 as their financial advisor on the terms set forth in the Application; and it is further

ORDERED that FTI shall file fee applications and be compensated in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court, the U.S. Trustee Guidelines and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that FTI shall provide notice to the Debtors, the United States Trustee, and the Committee in connection with any increase in the hourly rates listed in the Application to retain FTI; and it is further

ORDERED that, FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to the Application and the preparation and presentation of fee applications but not to any fees incurred defending fee applications; and it is further

ORDERED that the following indemnification provisions are approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having

become final) to have arisen primarily from FTI's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and

- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that FTI shall comply with Local Rule 2016-2 and bill in 0.1 hourly increments; and it is further

ORDERED that to the extent that there are any conflicts between this Order and the Application or the Matthew Diaz Declaration, the terms of this Order shall govern; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2018

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
WOODBRIIDGE GROUP OF)	
COMPANIES, LLC, et al.,)	Case No. 17-12560 (KJC)
)	(Jointly Administered)
Debtors.)	Re: Docket No. <u> 138</u>

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain FTI Consulting, Inc., together with its wholly owned subsidiaries ("FTI") as financial advisor; and upon the Declaration of Matthew Diaz in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interest in connection with these cases; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted as set forth herein; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with section 1103 of the Bankruptcy Code, the

Committee is authorized to employ and retain FTI as of December 14, 2017 as their financial advisor on the terms set forth in the Application; and it is further

ORDERED that FTI shall file fee applications and be compensated in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code and such, the Bankruptcy Rules as may then be applicable, from time to time the Local Rules of this Court, the U.S. Trustee Guidelines and such other procedures as may be fixed by order of this court Court; and it is further

ORDERED that FTI shall provide notice to the Debtors, the United States Trustee, and the Committee in connection with any increase in the hourly rates listed in the Application to retain FTI; and it is further

ORDERED that, FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to this retention application and future the Application and the preparation and presentation of fee applications as approved by the court but not to any fees incurred defending fee applications; and it is further

ORDERED that the following indemnification provisions are approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that FTI shall comply with Local Rule 2016-2 and bill in 0.1 hourly increments; and it is further

ORDERED that to the extent that there are any conflicts between this Order and the Application or the Matthew Diaz Declaration, the terms of this Order shall govern; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2018

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE