

**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 Nos. 2958, 3033, 3034, 3035, 3036, &
3037

**CERTIFICATION OF COUNSEL REGARDING ORDER DENYING
THE MOTION OF LISE LA ROCHELLE AND OTHER NOTEHOLDERS
FOR A STAY PENDING APPEAL OF THE ORDER CONFIRMING DEBTORS'
FIRST AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION**

1. On November 9, 2018, Lise La Rochelle and certain other noteholders of the Woodbridge Group of Companies, LLC (the "Movants") filed the *Motion of Lise La Rochelle and Other Noteholders for a Stay Pending Appeal of the Order Confirming Debtors' First Amended Joint Chapter 11 Plan of Liquidation* [Docket No. 2958] (the "Motion").

2. On November 19, 2018, Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (the "Debtors") filed the *Debtors' Opposition to Motion for Stay Pending Appeal of the Confirmation Order* [Docket No. 3033] and the *Declaration of Bradley D. Sharp in Opposition to Motion of Lise La Rochelle and Other Noteholders for a Stay Pending Appeal of the Order Confirming Debtors' First Amended Joint Chapter 11 Plan of Liquidation* [Docket No. 3034].

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 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, or by contacting the undersigned counsel for the Debtors.

3. Also on November 19, 2018, the creditor constituencies filed *The Official Committee of Unsecured Creditors' Joinder to Debtors' Opposition to Motion for Stay Pending Appeal of the Confirmation Order* [Docket No. 3035], the *Joinder of the Official Ad Hoc Committee of Unitholders to the Debtors' Opposition to Motion to Stay Pending Appeal of the Confirmation Order* [Docket No. 3036], and the *Objection of the Ad Hoc Noteholder Group to Motion for Stay Pending Appeal of the Confirmation Order, and Joinder to Debtors' Opposition Thereto* [Docket No. 3037].

4. A hearing was held on November 20, 2018 (the "Hearing") to consider the Motion. At the Hearing, the Court denied the Motion for the reasons set forth on the record at the Hearing and directed counsel to prepare a form of order to reflect the Court's ruling. Attached hereto as Exhibit 1 is a proposed form of order denying the Motion (the "Proposed Order").

5. The Proposed Order has been provided to and approved by counsel to the Movants.

WHEREFORE, the Debtors respectfully request that, unless the Court has any questions, the Court enter the Proposed Order at its earliest convenience.

Dated: November 27, 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)
Betsy L. Feldman (No. 6410)
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars, 39th Floor
Los Angeles, California 90067

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**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)

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Ref. Docket Nos. 2958, 3033, 3034, 3035, 3036, &
3037

**ORDER DENYING MOTION OF LISE LA ROCHELLE AND OTHER
NOTEHOLDERS FOR A STAY PENDING APPEAL OF THE ORDER CONFIRMING
DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION**

Upon the *Motion of Lise La Rochelle and Other Noteholders for a Stay Pending Appeal of the Order Confirming Debtors' First Amended Joint Chapter 11 Plan of Liquidation* [Docket No. 2958] (the "Motion"); and upon the *Debtors' Opposition to Motion for Stay Pending Appeal of the Confirmation Order* [Docket No. 3033] (the "Opposition") and the *Declaration of Bradley D. Sharp in Opposition to Motion of Lise La Rochelle and Other Noteholders for a Stay Pending Appeal of the Order Confirming Debtors' First Amended Joint Chapter 11 Plan of Liquidation* [Docket No. 3034] (the "Sharp Declaration"); *The Official Committee of Unsecured Creditors' Joinder to Debtors' Opposition to Motion for Stay Pending Appeal of the Confirmation Order* [Docket No. 3035]; the *Joinder of the Official Ad Hoc Committee of Unitholders to the Debtors' Opposition to Motion to Stay Pending Appeal of the Confirmation Order* [Docket No. 3036]; and the *Objection of the Ad Hoc Noteholder Group to Motion for Stay Pending Appeal of the Confirmation Order, and Joinder to Debtors' Opposition Thereto* [Docket No. 3037]

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(collectively, the “Committee Joinders”); and this Court having held a hearing on November 20, 2018 to consider the Motion, the Opposition, and the Committee Joinders (the “Hearing”), having admitted the Sharp Declaration, and having considered the arguments presented by counsel at the Hearing; and this Court having jurisdiction over this matter 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; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation; and for the reasons set forth on the record; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is DENIED for the reasons stated on the record at the Hearing.
2. Within two (2) business days following the Debtors’ entry into an agreement of sale for that certain real property located at 141 South Carolwood Drive, Los Angeles, California, the Debtors shall provide notice of the proposed sale (the “Notice”) to counsel to the movants via email or overnight delivery. The Notice shall identify the proposed purchaser(s), the purchase price, and the expected closing date.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

4. This Court shall retain jurisdiction and power with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE