

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. 223

**CERTIFICATION OF COUNSEL REGARDING APPLICATION PURSUANT
SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE, RULE 2014 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURES AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN BERGER SINGERMAN LLP AS
SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, NUNC PRO TUNC TO DECEMBER 26, 2017**

The undersigned hereby certifies the following:

1. On January 5, 2018, the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned cases (collectively, the "Cases") filed the *Application Pursuant to Sections 328 and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Berger Singerman LLP as Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* [Docket No. 223] (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Court").

2. Pursuant to the notice of Application [Docket No. 232], the deadline to respond to the Application was January 16, 2018 at 4:00 p.m. Eastern Time (the "Objection Deadline").

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.

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)
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*Proposed Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
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Debtors.¹

Chapter 11

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Re: Docket No. 223

**ORDER PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE,
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AND LOCAL RULE 2014-1 AUTHORIZING THE EMPLOYMENT AND
RETENTION OF BERGER SINGERMAN LLP AS SPECIAL COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, *NUNC PRO TUNC* TO
DECEMBER 26, 2017**

Upon consideration of the *Application Pursuant to Sections 328(a) and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Berger Singerman LLP as Special Counsel for the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) seeking authorization to employ and retain Berger Singerman LLP (“Berger Singerman” or the “Firm”) as special counsel to the Committee; and upon Declaration of Paul Steven Singerman and the Declaration of the Ronald E. Myrick, Sr. filed in support of the

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² Capitalized terms, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

Application; and the Court being satisfied that the employment of Berger Singerman is necessary and in the best interests of the Debtors' estates, creditors, and parties-in-interest; and this Court having jurisdiction over this matter under 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 this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application; and after due deliberation and good and sufficient cause appearing; it is HEREBY ORDERED THAT:

1. The Application is GRANTED, as set forth herein.
2. The Committee is hereby authorized to retain and employ Berger Singerman as special counsel to the Committee for all matters relating to the SEC Enforcement Proceeding and with respect to all issues arising under the Securities Act, Exchange Act, fraud allegations asserted against the Debtors' former principal and interactions with the SEC and other governmental organizations 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 26, 2017.
3. Berger Singerman 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. Berger Singerman is authorized to render professional services to the Committee as described in the Application. Berger Singerman shall make reasonable efforts to avoid unnecessary duplication of services provided by any of the Committee's other retained professionals in these Cases.

5. Berger and Singerman 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 Singerman Declaration and shall file such notice with the Court.

6. The Committee and Berger Singerman 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

EXHIBIT C

**~~Proposed Order~~
IN THE UNITED STATES BANKRUPTCY COURT
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Upon consideration of the *Application Pursuant to Sections 328(a) and 1103 of the
Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule
2014-1 for Authorization to Employ and Retain Berger Singerman LLP as Special Counsel for
the Official Committee of Unsecured Creditors, Nunc Pro Tunc to December 26, 2017* (the

“Application”)⁵² of the Official Committee of Unsecured Creditors (the “Committee”) appointed
in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively,
the “Debtors”) seeking authorization to employ and retain Berger Singerman LLP (“Berger

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Singerman” or the “Firm”) as special counsel to the Committee; and upon Declaration of Paul Steven Singerman and the Declaration of the Ronald E. Myrick, Sr. filed in support of the Application; and the Court being satisfied that the employment of Berger Singerman is necessary and in the best interests of the Debtors’ estates, creditors, and parties-in-interest; and this Court having jurisdiction over this matter under 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 this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application; and after due deliberation and good and sufficient cause appearing; it is HEREBY ORDERED THAT:

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Dated: _____, 2018

The Honorable Kevin J. Carey
Chief United States Bankruptcy Judge