

**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)

**CERTIFICATION OF COUNSEL REGARDING STIPULATION REGARDING
NET NOTE CLAIM AND NET UNIT CLAIM AMOUNTS OF
CLAIMANT MARTIN V. COHEN**

The undersigned hereby certifies as follows:

1. On August 22, 2018, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”),² and the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2398] (as it may be amended, supplemented, or modified from time to time, the “Disclosure Statement”). The Disclosure Statement was approved by the Court on August 22, 2018 [Docket No. 2396].

2. Provident Trust Group FBO Martin V. Cohen (the “Claimant” and, together with the Debtors, the “Parties”) is the Holder of a Class 3 Standard Note Claim (the “Class 3 Claim”)

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 Boulevard #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 this 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.

² Capitalized terms used herein, but not otherwise defined, have the meanings ascribed to them in the Plan.

and a Class 5 Unit Claim (the “Class 5 Claim” and, together with the Class 3 Claim, the “Claims”).

3. The Debtors’ Schedule of Principal Amounts and Prepetition Distributions lists the Class 3 Claim as a Net Note Claim in the amount of \$70,902.84 and lists the Class 5 Claim as a Net Unit Claim in the amount of \$212,708.51.

4. On its Class 3 Ballot and its Class 5 Ballot, Claimant disputed the Net Note Claim and Net Unit Claim amounts set forth above, thereby becoming a Disputing Claimant under the Plan.

5. After conferring about the Prepetition Distributions received by Claimant and the calculation of Claimant’s Class 3 Claim and Class 5 Claim, the Parties have entered into a stipulation (the “Stipulation”), pursuant to which the Parties agree that (i) the Class 3 Claim shall be an Allowed Class 3 Standard Note Claim with a Net Note Claim amount of \$86,500.00, (ii) the Class 5 Claim shall be an Allowed Class 5 Unit Claim with a Net Unit Claim amount of \$197,111.46, and (iii) Claimant shall be deemed to have elected not to become a Disputing Claimant on his Class 3 Ballot and his Class 5 Ballot.³ A copy of the Stipulation is attached as Exhibit 1 to the proposed order approving the Stipulation (the “Proposed Order”) attached hereto as Exhibit A. The Claimant has consented to the entry of the Proposed Order.

[Remainder of page intentionally left blank]

³ In the event of a conflict between any term addressed in this summary with any term in the Stipulation, the Stipulation will govern in all respects.

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

Dated: December 17, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman
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-and-

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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:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**ORDER APPROVING STIPULATION REGARDING
NET NOTE CLAIM AND NET UNIT CLAIM AMOUNTS OF
CLAIMANT MARTIN V. COHEN**

Upon consideration of the Certification of Counsel;² and upon review of such certification and the Parties' *Stipulation Regarding Net Note Claim and Net Unit Claim Amounts of Claimant Martin V. Cohen* attached hereto as Exhibit 1 (the "Stipulation"); and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Stipulation is approved.
2. The Class 3 Claim shall be an Allowed Class 3 Standard Note Claim with a Net Note Claim amount of \$86,500.00 and shall receive the treatment set forth in the Plan for Allowed Class 3 Standard Note Claims.

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² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Certification of Counsel.

3. The Class 5 Claim shall be an Allowed Class 5 Unit Claim with a Net Unit Claim amount of \$197,111.46 and shall receive the treatment set forth in the Plan for Allowed Class 5 Unit Claims.

4. The Claimant shall be deemed not to have made the election to become a Disputing Claimant in Item 3 of his Class 3 Ballot and Item 3 of his Class 5 Ballot.

5. This Court shall have exclusive jurisdiction and power to resolve any dispute arising out of, relating to, or deriving from the Stipulation and has the jurisdiction and power to enter a final order thereon.

Dated: _____, 2018
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Stipulation

**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)

**STIPULATION REGARDING NET NOTE CLAIM AND NET UNIT CLAIM
AMOUNTS OF CLAIMANT MARTIN V. COHEN**

This Stipulation is entered into by and between, on the one hand, Martin V. Cohen (“Cohen”) and, on the other hand, Woodbridge Group of Companies, LLC *et al.* (the “Debtors,” and with Cohen, the “Parties” and each a “Party”).

A. **WHEREAS**, on December 4, 2017, the Debtors commenced voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

B. **WHEREAS**, on August 22, 2018, the Debtors filed the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2397] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Plan”),² and the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2398] (as it may be amended, supplemented, or modified from time to

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² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Plan.

time, the “Disclosure Statement”);

C. **WHEREAS**, on August 22, 2018, the Bankruptcy Court entered an order approving the Disclosure Statement and authorizing the Debtors to solicit votes to accept the Plan [Docket No. 2396];

D. **WHEREAS**, Provident Trust Group FBO Martin V. Cohen is the Holder of a Class 3 Standard Note Claim (the “Class 3 Claim”) and a Class 5 Unit Claim (the “Class 5 Claim”) and, together with the Class 3 Claim, the “Claims”);

E. **WHEREAS**, the Debtors’ Schedule of Principal Amounts and Prepetition Distributions lists the Class 3 Claim as a Net Note Claim in the amount of \$70,902.84 and lists the Class 5 Claim as a Net Unit Claim in the amount of \$212,708.51;

F. **WHEREAS**, on his Class 3 Ballot and his Class 5 Ballot, Cohen disputed the Net Note Claim and Net Unit Claim amounts set forth above, thereby becoming a Disputing Claimant under the Plan;

G. **WHEREAS**, the Parties have conferred regarding the Prepetition Distributions received by Cohen and the calculation of Cohen’s Class 3 Claim and Class 5 Claim and have determined that the appropriate amounts of Cohen’s Net Note Claim and Net Unit Claim are \$86,500.00 and \$197,111.46, respectively; and

H. **WHEREAS**, Cohen represents and warrants that he (i) is the Holder of each of the Claims or an authorized signatory for such Holder, (ii) has full power and authority to determine whether to dispute the Net Note Claim or Net Unit Claim amount with respect to each Claim, and (iii) has full power and authority to enter into this Stipulation and that by the Parties’ signatures below, it will become a binding agreement.

NOW THEREFORE, the Parties agree as follows:

1. Recitals A through H, inclusive, are true and correct and are an integral part of this Stipulation.
2. The Class 3 Claim shall be an Allowed Class 3 Standard Note Claim with a Net Note Claim amount of \$86,500.00.
3. The Class 5 Claim shall be an Allowed Class 5 Unit Claim with a Net Unit Claim amount of \$197,111.46.
4. Cohen shall be deemed to have elected not to become a Disputing Claimant on his Class 3 Ballot and his Class 5 Ballot.
5. The Bankruptcy Court shall have exclusive jurisdiction and power to resolve any dispute arising out of, relating to, or deriving from this Stipulation and has the jurisdiction and power to enter a final order thereon.

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Dated: Dec. 13, 2018

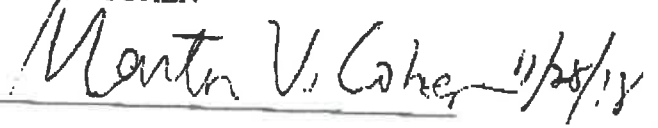
WOODBIDGE GROUP OF COMPANIES,
LLC, ET AL.

By: 

Name: Bradley D. Sharp

Title: Chief Restructuring Officer

MARTIN V. COHEN

 11/28/18