

**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 CLASS 5 UNIT CLAIM OF ROBERT P. REGNER**

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]. The Plan was approved by the Court on October 26, 2018 [Docket No. 2903].

2. Provident Trust Group FBO Robert P. Regner (the “Claimant,” and, together with the Debtors, the “Parties”) is the Holder of a Class 5 Unit Claim (the “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.

3. Based on their books and records, the Debtors have calculated that the Claim is a Net Unit Claim in the amount of \$704,398.56, as set forth in the Debtors' Schedule of Principal Amounts and Prepetition Distributions.

4. On its Class 5 Ballot, Claimant elected to dispute the amount of its Net Unit Claim, 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 Claims and Class 5 Claim, the Parties have entered into a stipulation (the "Stipulation"), pursuant to which the Parties agree that (i) Claimant shall be deemed to have agreed to the Net Unit Claim amount set forth in his Class 5 Ballot, as if he had not checked the box electing to become a Disputing Claimant, and (ii) Claimant shall have an Allowed Class 5 Unit Claim with a Net Unit Claim in the amount \$704,398.56 and shall receive the treatment set forth in the Plan (including, without limitation, under Section 3.6 of the Plan) for Holders of Allowed Class 5 Unit Claims.³ Claimant shall not be a Disputing Claimant with respect to the Claim.

6. 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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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 CLASS 5 UNIT CLAIM OF ROBERT P. REGNER**

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. Claimant shall be deemed to have agreed to the Net Unit Claim amount set forth in his Class 5 Ballot, as if he had not checked the box electing to become a Disputing Claimant.
3. Claimant shall have an Allowed Class 5 Unit Claim with a Net Unit Claim in the amount \$704,398.56 and shall receive the treatment set forth in the Plan (including, without limitation, under Section 3.6 of the Plan) for Holders of Allowed Class 5 Unit 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.

4. Claimant shall not be a Disputing Claimant with respect to the Claim.

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:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**STIPULATION REGARDING CLASS 5 UNIT CLAIM
OF CLAIMANT ROBERT P. REGNER**

This Stipulation is entered into by and between, on the one hand, Robert P. Regner (“Regner”) and, on the other hand, Woodbridge Group of Companies, LLC *et al.* (the “Debtors,” and with Regner, 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**, on October 26, 2018, the Bankruptcy Court entered an order confirming the Plan [Docket No. 2903];

E. **WHEREAS**, the Plan provides, *inter alia*, that Distributions to Holders of Class 5 Unit Claims will be based on, among other things, the amount of such Holder’s Net Unit Claim;

F. **WHEREAS**, Provident Trust Group FBO Robert P. Regner holds a Class 5 Unit Claim against Debtor Woodbridge Mortgage Investment Fund 3a, LLC (the “Claim”);

G. **WHEREAS**, based on their books and records, the Debtors have calculated that the Claim is a Net Unit Claim in the amount of \$704,398.56, as set forth in the Schedule of Principal Amounts and Prepetition Distributions;

H. **WHEREAS**, on his Class 5 Ballot, Regner elected to dispute the amount of his Net Unit Claim, thereby becoming a Disputing Claimant;

I. **WHEREAS**, Regner now agrees that his Net Unit Claim is in the amount of \$704,398.56; and

J. **WHEREAS**, Regner represents and warrants that he (i) is the Holder of the Claim or an authorized signatory for such Holder, (ii) has full power and authority to determine whether to accept or dispute the Net Unit Claim amount set forth herein with respect to the 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 J, inclusive, are true and correct and are an integral part of this Stipulation.

2. Regner shall be deemed to have agreed to the Net Unit Claim amount set forth in his Class 5 Ballot, as if he had not checked the box electing to become a Disputing Claimant.

3. Regner shall have an Allowed Class 5 Unit Claim with a Net Unit Claim in the amount \$704,398.56 and shall receive the treatment set forth in the Plan (including, without limitation, under Section 3.6 of the Plan) for Holders of Allowed Class 5 Unit Claims. For the avoidance of doubt, Regner shall not be a Disputing Claimant with respect to the Claim.

4. 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.

[Remainder of page intentionally left blank]

Dated: 11-27, 2018

WOODBIDGE GROUP OF COMPANIES,
LLC, ET AL.

By:  _____

Name: Bradley D. Sharp

Title: Chief Restructuring Officer

ROBERT P. REGNER

Dated: 12-7, 2018

WOODBRIIDGE GROUP OF COMPANIES,
LLC, ET AL.

By: _____

Name: Bradley D. Sharp

Title: Chief Restructuring Officer

ROBERT P. REGNER

Robert P. Regner