

**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)

Ref. Docket No. 3246

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING THE
DEBTORS TO ASSUME AN UNEXPIRED LEASE OF NON-RESIDENTIAL
REAL PROPERTY FOR THE DEBTORS' CORPORATE HEADQUARTERS
LOCATED IN SHERMAN OAKS, CALIFORNIA**

1. The undersigned hereby certifies that, on December 28, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to Assume an Unexpired Lease of Non-Residential Real Property for the Debtors’ Corporate Headquarters Located in Sherman Oaks, California* [Docket No. 3246] (the “Motion”). Attached as Exhibit A to the Motion was a proposed form of order (the “Proposed Order”).

2. Pursuant to the Notice of Motion, the deadline to file objections or responses to the Motion was January 11, 2019, at 4:00 p.m. (ET) (the “Objection Deadline”). Prior to the Objection Deadline, the Debtors received informal comments from counsel to the Landlord (as

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defined in the Motion). No other objections or responses were received on or before the Objection Deadline.

3. As a result of discussions with counsel to the Landlord, the Debtors have revised the Proposed Order (the “Revised Proposed Order”) in resolution of the issues raised by counsel to the Landlord. Attached hereto as Exhibit A is the Revised Proposed Order. For ease of reference, attached hereto as Exhibit B is a copy of the Revised Proposed Order marked against the Proposed Order.

4. The Debtors submit that the Revised Proposed Order is appropriate and consistent with the relief requested in the Motion and the Debtors’ discussions with counsel to the Landlord, and that entry of the Proposed Order is in the best interests of the Debtor, their estates, and their creditors. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or a hearing.

[Remainder of page intentionally left blank]

Dated: January 15, 2019
Wilmington, Delaware

/s/ Betsy L. Feldman

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Counsel for the Debtors and Debtors in Possession

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
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Debtors.

Chapter 11

Case No. 17-12560 (KJC)

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Ref. Docket No. 3246

**ORDER AUTHORIZING THE DEBTORS TO ASSUME AN UNEXPIRED
LEASE OF NON-RESIDENTIAL REAL PROPERTY FOR THE DEBTORS'
CORPORATE HEADQUARTERS LOCATED IN SHERMAN OAKS, CALIFORNIA**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to sections 105(a) and 365 of the Bankruptcy Code and the Confirmation Order, authorizing the Debtors to assume the Suite 302 Lease; and due and proper notice of the Motion having been given under the circumstances; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 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 it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors having consented pursuant to Local Rule 9013-1(f) to entry of a final order by the Court; it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing

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² Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Motion.

that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors and is an appropriate exercise of the Debtors' business judgment; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtors' assumption of the Suite 302 Lease is hereby approved as of the date of entry of this Order.
3. Assumption of the Suite 302 Lease shall result in the full release and satisfaction of any claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under the Suite 302 Lease at any time before the date of the entry of this Order. The Landlord shall be deemed to have consented to the Cure Amount and shall be forever enjoined and barred from seeking any additional amount(s) on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code or otherwise from the Debtors, their estates, or the Reorganized Debtors. The Debtors shall enjoy all of the rights and benefits under the Suite 302 Lease without the necessity of obtaining any party's written consent to the Debtors' assumption of the Suite 302 Lease, and the Landlord shall be deemed to have waived any right to object, consent, condition, or otherwise restrict the Debtors' assumption of the Suite 302 Lease. Any proofs of claim filed in these chapter 11 cases with respect to the Suite 302 Lease, if any, shall be deemed disallowed and expunged, without further notice to or action, order, or approval of this Court.

4. The Debtors have demonstrated adequate assurance of future performance under the Suite 302 Lease and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.

5. Nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates, subject to appropriate notice and a hearing and this Court's approval unless otherwise agreed to by the Landlord, to assign the Suite 302 Lease pursuant to, and in accordance with, the requirements of section 365 of the Bankruptcy Code.

6. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.

7. Any and all rights, claims and defenses of the Debtors and their estates with respect to the Suite 302 Lease shall be reserved, and nothing included in or omitted from the Motion or this Order shall impair, prejudice, waive or otherwise affect any such rights, claims and defenses. Subject to paragraphs 3 and 4 above, all of the Landlord's rights, claims and defenses with respect to the Suite 302 Lease are preserved as set forth in the Suite 302 Lease.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

10. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: _____, 2019
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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Debtors.

Chapter 11

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Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to sections 105(a) and 365 of the Bankruptcy Code and the Confirmation Order, authorizing the Debtors to assume the Suite 302 Lease; and due and proper notice of the Motion having been given under the circumstances; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 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 it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors having consented pursuant to Local Rule 9013-1(f) to entry of a final order by the Court; it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the

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Debtors, their estates, and creditors and is an appropriate exercise of the Debtors' business judgment; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY**

ORDERED THAT:

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2. The Debtors' assumption of the Suite 302 Lease is hereby approved as of the date of entry of this Order.
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4. The Debtors have demonstrated adequate assurance of future performance under the Suite 302 Lease and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.

5. Nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates, subject to appropriate notice and a hearing and this Court's approval unless otherwise agreed to by the Landlord, to assign the Suite 302 Lease pursuant to, and in accordance with, the requirements of section 365 of the Bankruptcy Code.

6. Except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtors and the estates, or shall impair the ability of the Debtors and their estates, to contest the validity and amount of any payment made pursuant to this Order.

7. Any and all rights, claims and defenses of the Debtors and their estates with respect to the Suite 302 Lease shall be reserved, and nothing included in or omitted from the Motion or this Order shall impair, prejudice, waive or otherwise affect any such rights, claims and defenses. Subject to paragraphs 3 and 4 above, all of the Landlord's rights, claims and defenses with respect to the Suite 302 Lease are preserved as set forth in the Suite 302 Lease.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

10. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: _____, 2019
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE