

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Doc. Nos. 2787, 2788, 2789, 2790, 3139 &  
3285

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER APPROVING  
THIRD INTERIM FEE APPLICATIONS OF THE DEBTORS' PROFESSIONALS**

The undersigned hereby certifies as follows:

On October 15, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Third Interim Fee Application of the Debtors’ Professionals for the Period from June 1, 2018, Through and Including August 31, 2018* [Docket No. 2787] (the “Third Interim Fee Application”).<sup>2</sup> The Third Interim Fee Application sought approval of fees and reimbursement of expenses for the following professionals retained by the Debtors in these chapter 11 cases (collectively, the “Professionals”):

- Klee, Tuchin, Bogdanoff & Stern LLP (“KTBS”), co-counsel to the Debtors;
- Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), co-counsel to the Debtors;

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<sup>1</sup> 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 such information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> Also, on or about October 15, 2018, Young Conaway, Homer Bonner, and KTBS each filed a supplement to their respective Second Interim Fee Applications pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* [Docket Nos. 2788, 2789, and 2790].

- Homer Bonner Jacobs, P.A. (“Homer Bonner”), special litigation counsel to the Debtors;
- Province, Inc. (“Province”), financial advisor to the Debtors;
- Garden City Group, LLC (“GCG”), the Debtors’ claims and noticing agent and administrative advisor; and
- Berkeley Research Group, LLC, (“BRG”), tax advisor to the Debtors.

Objections to the Third Interim Fee Application, if any, were due on or before November 5, 2018, at 4:00 p.m. (ET) (the “Objection Deadline”).

The Court-appointed fee examiner, Elisa S. Frejka (the “Fee Examiner”), filed the *Fee Examiner’s Consolidated Final Report Regarding Third Interim Quarterly Fee Requests of (I) Homer Bonner Jacobs, P.A.; (II) Garden City Group, LLC; (III) Province, Inc.; (IV) Berger Singerman LLP; and (V) Venable LLP* [Docket No. 3139] and the *Fee Examiner’s Consolidated Final Report Regarding (I) Third Interim Quarterly Fee Requests of (A) Klee, Tuchin, Bogdanoff & Stern LLP; (B) Young Conaway Stargatt & Taylor, LLP; and (C) FTI Consulting, Inc. and (II) Second Interim Quarterly Fee Request of Berkeley Research Group, LLC* [Docket No. 3285] (the “Fee Examiner’s Reports”), which addressed each of the Professionals’ respective interim fee applications contained within the Third Interim Fee Application and, as applicable, outlined the resolutions and compromises reached with the Professionals with respect thereto.

Other than the Fee Examiner’s Reports, no formal or informal responses to the Third Interim Fee Application were received by the Debtors prior to the Objection Deadline, and a review of the docket in these chapter 11 cases reveals no answer, objection, or other responsive pleading thereto. Accordingly, the Debtors’ undersigned counsel hereby submits the proposed form of order attached hereto as Exhibit 1 (the “Proposed Order”) approving the Third Interim Fee Applications on the terms set forth therein.

WHEREFORE, as no responses or objections were received to the Third Interim Fee Applications other than the Fee Examiner's Reports, and the Fee Examiner has reviewed the Proposed Order and advised the Debtors' undersigned counsel that she does not object to entry thereof, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: January 16, 2019  
Wilmington, Delaware

/s/ Betsy L. Feldman

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-and-

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**EXHIBIT 1**

**Proposed Order**

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

In re:

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Chapter 11

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Jointly Administered

Ref. Doc. Nos. 2787, 2788, 2789, 2790, 3139,  
3285 & \_\_\_\_

**OMNIBUS ORDER APPROVING THIRD INTERIM FEE  
APPLICATIONS OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the third interim fee application (the “Third Interim Fee Application”) of certain professionals retained in the above-captioned chapter 11 cases (collectively, the “Professionals”) by the above-captioned debtors and debtors in possession (collectively, the “Debtors”), a list of which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses on an interim basis; and Elise S. Frejka (the “Fee Examiner”) having filed a final report (the “Fee Examiner’s Report”) with respect to each of the Professionals [Docket Nos. 3189 and 3285]; and it appearing to the Court that all of the requirements of §§ 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the Third Interim Fee Application was

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appropriate; and the Fee Examiner having no objection to the relief requested herein, as certain of the Professionals have voluntarily reduced their fees or expenses or reached the agreements memorialized in the Fee Examiner's Report; and after due deliberation and sufficient good cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Third Interim Fee Application is APPROVED with respect to the amounts set forth on Exhibit A.
2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A.
3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.
4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

<b>Name of Professional</b>	<b>Date and Docket No. of Interim Fee Application, Related Monthly Fee Applications and Fee Examiner's Report</b>	<b>Aggregate Amount of Fees Approved on an Interim Basis</b>	<b>Aggregate Amount of Expenses Approved on an Interim Basis</b>
Klee, Tuchin, Bogdanoff & Stern LLP	10/15/18 2787, 2216, 2336, 2672, 2788, 3285	\$2,174,688.50 <sup>1</sup>	\$26,081.34
Young Conaway Stargatt & Taylor, LLP	10/15/18 2787, 2176, 2417, 2640, 2789, 3285	\$556,848.50	\$10,765.63
Homer Bonner Jacobs, P.A.	10/15/18 2787, 2351, 2469, 2712, 2790, 3139	\$43,880.00	\$34,342.76
Province, Inc.	10/15/18 2787, 2241, 2505, 2674, 3139	\$600,000.00	\$67.69
Garden City Group, LLC	10/15/18 2787, 2244, 2713, 3139	\$41,675.00	\$0.00
Berkeley Research Group, LLC	10/15/18 2787, 2175, 2333, 2582, 3285	\$333,480.50	\$1,836.69

<sup>1</sup> As explained in detail in KTBS's monthly fee applications, KTBS has agreed to accept, as calculated for the entirety of the cases (as opposed to on a month-by-month basis), the lesser of (x) its actual billed hourly rates and (y) a blended rate of \$850 per hour for attorney time. Accordingly, although the number herein represents KTBS's fees at its capped rates, KTB&S has reserved its right to, at a later time, seek approval of payment of all or some of its fees at its actual rates (which total \$2,361,400.00) depending on KTBS's blended rate over the entirety of the cases.