

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

In re:	:	Chapter 11
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ,	:	Case No. 17-12560 (KJC)
Debtors.	:	Jointly Administered
	:	Re: Dkt. Nos. 2204, 2375, 2700, 2874, 2875, 3139

**CERTIFICATION OF COUNSEL REGARDING THIRD INTERIM
FEE REQUEST OF VENABLE LLP AS COUNSEL TO THE OFFICIAL
AD HOC COMMITTEE OF UNITHOLDERS FOR THE PERIOD
JUNE 1, 2018 THROUGH AUGUST 31, 2018**

I, Jamie L. Edmonson, Esq., of Venable LLP (“Venable”), counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”), hereby certify and state as follows:

1. The Unitholders’ Committee was appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by order of the Court dated January 23, 2018 [Dkt. No. 357] (the “Settlement Order”) to represent the interests of all non-insider unitholders of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession (the “Debtors”).

2. On February 8, 2018, the Court entered an order [Dkt. No. 525] (the “Fee Examiner Order”) appointing Elise S. Frejka (the “Fee Examiner”) as the fee examiner in the Chapter 11 Cases and establishing related procedures for the review of fee applications of retained professionals.

3. On February 16, 2018, the Unitholders’ Committee filed its *Application of the Fiduciary Committee of Unitholders for an Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Venable LLP as Counsel Nunc Pro Tunc to January 23, 2018* (the “Retention

Application”), seeking entry of an order authorizing and approving the employment and retention of Venable as counsel to the Unitholders’ Committee, *nunc pro tunc* to January 23, 2018.

4. On March 8, 2018, the Court entered an order granting the Retention Application, authorizing and approving the employment of Venable as counsel to the Unitholders’ Committee [Dkt. No. 719], *nunc pro tunc* to January 23, 2018.

5. On October 24, 2018, Venable filed its third interim fee request as counsel to the Unitholders’ Committee for the period June 1, 2018 through August 31, 2018 [Dkt. No. 2874], and the supplement thereto [Dkt. No. 2875] (together, the “Third Interim Fee Application”), requesting an allowance of compensation for professional services rendered in the amount of \$331,241.50 and reimbursement of actual and necessary expenses in the amount of \$1,841.61. The objection deadline for the Third Interim Fee Application was November 14, 2018 at 4:00 p.m.

6. In accordance with the Fee Examiner Order, Venable and the Fee Examiner engaged in dialogue to address and resolve the issues raised by the Fee Examiner’s initial report. Following those discussions, the parties agreed to allowance of fees in the amount of \$330,920.50 and expenses in the amount of \$1,841.61 as set forth in the Fee Examiner’s consolidated final report regarding interim quarterly fee requests of the retained professionals in the Chapter 11 Cases [Dkt. No. 3139] (the “Final Report”).

7. Subject to the preceding paragraph, Venable received no comments to the Third Interim Fee Application and a review of the Court’s docket in these cases reflects no answer, objection or other responsive pleading to the Third Interim Fee Application.

8. The professionals have agreed that each will submit a proposed form of order for its respective interim fee application under certification of counsel, reflecting any reductions agreed to with the Fee Examiner, as set forth in the Final Report. To that end, a proposed form of

order granting the Third Interim Fee Application, consistent with the Final Report and the resolution between Venable and the Fee Examiner set forth therein, is attached hereto as Exhibit A (the “Proposed Order”).

WHEREFORE, Venable respectfully requests the Court enter the Proposed Order at its earliest convenience.

Dated: January 18, 2019
Wilmington, Delaware

VENABLE LLP

/s/ Jamie L. Edmonson

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Counsel to the Unitholders’ Committee

Exhibit A

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

In re:	:	Chapter 11
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ,	:	Case No. 17-12560 (KJC)
Debtors.	:	Jointly Administered
	:	Re: Dkt. Nos. 2204, 2375, 2700, 2874, 2875, 3139

**ORDER ALLOWING THIRD INTERIM FEE REQUEST OF VENABLE LLP AS
COUNSEL TO THE OFFICIAL AD HOC COMMITTEE OF UNITHOLDERS FOR THE
PERIOD JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Upon the *Third Interim Fee Request of Venable LLP as Counsel to the Official Ad Hoc Committee of Unitholders for the Period June 1, 2018 Through August 31, 2018* (the “Third Interim Fee Application”) 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 the each professional retained in these cases; and it appearing to the Court that all requirements of §§ 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 appropriate; and the Fee Examiner having no objection to the relief requested herein, as Venable and the Fee Examiner have reached an agreement on allowed fees and expenses as memorialized in the Fee Examiner’s Report; and after due deliberation, and sufficient cause appearing,

IT IS HEREBY ORDERED THAT:

1. The Third Interim Fee Application is granted as provided herein.
2. Venable LLP is hereby allowed a third interim allowance of compensation for services rendered to the Unitholders' Committee in the sum of \$330,920.50 and reimbursement for costs incurred in the sum of \$1,841.61, for the period June 1, 2018 through August 31, 2018.
3. The Debtors are authorized and directed to make payment of the outstanding amount of such sums to Venable LLP, less all amounts previously paid on account of such fees and expenses.
4. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE