

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

In re:	)	Chapter 11
	)	
WOODBIDGE GROUP OF COMPANIES, LLC,	)	Case No. 17-12560 (BLS)
<i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Remaining Debtors.	)	
	)	<b>Ref. Docket Nos. 2787, 3188, 3306, 3307, 3308,</b>
	)	<b>3309, 3310, 3311, 3375</b>

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER GRANTING  
FOURTH INTERIM/QUARTERLY FEE APPLICATIONS OF PROFESSIONALS**

The undersigned hereby certifies the following:

1. On January 14, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Fourth Interim Fee Application of the Debtors’ Professionals for the Period from September 1, 2018 through November 30, 2018* [Docket No. 3307] with the United States Bankruptcy Court for the District of Delaware (the “Court”). This application sought approval of fees and reimbursement of expenses for the following professionals retained by the Debtors in these chapter 11 cases (collectively, the “Debtors’ Professionals”): (i) Klee, Tuchin, Bogdanoff & Stern LLP (“KTBS”); (ii) Young Conaway Stargatt & Taylor, LLP (“YCST”); (iii) Homer Bonner Jacobs, P.A. (“Homer Bonner”); (iv) Province, Inc. (“Province”); (v) Garden City Group, LLC (“GCC”); (vi) Berkeley Research Group, LLC (“BRG”); and (vii) Glaser Weil Fink Howard Avchen & Shapiro LLP (“Glaser Weil”).

2. On January 14, 2019, supplements to the Debtors’ Professionals’ application were filed by KTBS [Docket No. 3309], YCST [Docket No. 3310], and Homer Bonner [Docket No. 3311].

---

<sup>1</sup> The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors’ mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

3. Objections to the Debtors' Professionals' application, if any, were due on or before February 4, 2019 at 4:00 p.m. (ET).

4. On January 14, 2019, Pachulski Stang Ziehl & Jones LLP ("PSZJ"), counsel to the Official Committee of Unsecured Creditors (the "Committee"), filed the *Fourth Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2018 through November 30, 2018* [Docket No. 3308] with the Court. Objections to PSZJ's application, if any, were due on or before February 4, 2019 at 4:00 p.m. (ET).

5. On January 14, 2019, Berger Singerman LLP ("Berger"), special counsel to the Committee, filed the *Fourth Quarterly Application for Compensation and Reimbursement of Expenses of Berger Singerman LLP, as Special Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2018 through November 30, 2018* [Docket No. 3306] with the Court. Objections to Berger's application, if any, were due on or before February 4, 2019 at 4:00 p.m. (ET).

6. On February 4, 2019, FTI Consulting, Inc. ("FTI" and collectively, with PSZJ and Berger, the "Committee Professionals" and together with the Debtors' Professionals, the "Professionals"), financial advisor to the Committee, filed the *Fourth Interim Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from September 1, 2018 through November 30, 2018* [Docket No. 3375] with the Court. Objections to FTI's application, if any, were due on or before February 25, 2019 at 4:00 p.m. (ET).

7. The Court-appointed fee examiner, Elise S. Frejka (the "Fee Examiner"), filed the *Fee Examiner's Consolidated Final Report Regarding Fourth Interim Quarterly Fee*

*Requests of (I) Pachulski Stang Ziehl & Jones LLP [Dkt. No. 3308]; (II) Berger Singerman LLP [Dkt. No. 3306]; and (III) FTI Consulting, Inc. [Dkt. No. 3375] [Docket No. 3590] and the Fee Examiner's Consolidated Final Report Regarding (I) Fourth Interim Fee Applications of (A) Klee, Tuchin, Bogdanoff & Stern LLP, [Dkt. Nos. 3307, 3309]; (B) Young Conaway Stargatt & Taylor, LLP [Dkt. Nos. 3307, 3310]; (C) Homer Bonner Jacobs, PA [Dkt. Nos. 3307, 3311]; (D) Province, Inc. [Dkt. No. 3307]; and (E) Garden City Group, LLC [Dkt. No. 3307]; (II) First and Second Interim Applications of Glaser Weil Fink Howard Avchen & Shapiro LLP [Dkt. Nos. 2787, 3188, 3307, and 3348]; and (III) Third Interim Fee Application of Berkeley Research Group, LLC [Dkt. No. 3307] [Docket No. 3599] (collectively, the “Fee Examiner Reports”) which addressed each of the Professionals’ applications, and, as applicable, outlined the resolutions and compromises reached with the Professionals with respect thereto.*

8. Other than the Fee Examiner’s Reports, no formal or informal responses to the applications were received by the Debtors or the Committee and a review of the docket reveals no answer, objection or other responsive pleadings thereto.

9. The Professionals have agreed with the requested reductions, if any, of the Fee Examiner. A proposed form of order approving the applications of the Professionals is attached hereto as **Exhibit 1**.

10. A hearing on the applications of the Professionals will be held on May 1, 2019 at 10:00 a.m. (Prevailing Eastern Time) before the Honorable Brendan L. Shannon, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom #1, Wilmington, DE 19801.

Dated: April 29, 2019  
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Richard M. Pachulski (CA Bar No. 90073)

Andrew W. Caine (CA Bar No. 110345)

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-4100

Fax: 302-652-4400

Email: rpachulski@pszjlaw.com

acaine@pszjlaw.com

bsandler@pszjlaw.com

crobinson@pszjlaw.com

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (*pro hac vice*)

Michael L. Tuchin (*pro hac vice*)

David A. Fidler (*pro hac vice*)

Jonathan M. Weiss (*pro hac vice*)

1999 Avenue of the Stars, 39th Floor

Los Angeles, California 90067

Tel: (310) 407-4000

Fax: (310) 407-9090

*Counsel to the Liquidation Trust*

# **EXHIBIT 1**

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

In re:	)	Chapter 11
	)	
WOODBIDGE GROUP OF	)	Case No. 17-12560 (BLS)
COMPANIES, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Remaining Debtors.	)	
	)	<b>Ref. Docket Nos. 2787, 3188, 3306, 3307, 3308, 3375,</b>
	)	<b>3590, 3599</b>

**OMNIBUS ORDER GRANTING FOURTH INTERIM/QUARTERLY  
FEE APPLICATIONS OF PROFESSIONALS**

Upon consideration of the interim/quarterly fee applications (collectively, the “Applications”) for the professionals retained in the above-captioned chapter 11 cases (collectively, the “Professionals”) referenced on **Exhibit A** attached hereto, and the consolidated final reports for such applications (the “Final Report”) filed by Elise S. Frejka, as the fee examiner for this case (the “Fee Examiner”), and the Court having reviewed the Applications and the Final Report, pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 525] entered on February 8, 2018 (the “Fee Order”)<sup>2</sup> and the Court having jurisdiction to consider the Applications, the relief requested therein, and the recommendations of the Fee Examiner in the Final Report in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and

---

<sup>1</sup> The Remaining Debtors and the last four digits of their respective federal tax identification numbers are as follows: Woodbridge Group of Companies, LLC (3603) and Woodbridge Mortgage Investment Fund 1, LLC (0172). The Remaining Debtors’ mailing address is 14140 Ventura Boulevard #302, Sherman Oaks, California 91423.

<sup>2</sup> Capitalized terms not defined in this order shall have the meaning ascribed to them in the Fee Order.

it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and it appearing that the relief requested in the Applications and recommended for approval by the Fee Examiner in the Final Report is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED that the fees and expenses requested in the Applications are APPROVED for each of the Professionals in the amounts recommended for approval by the Fee Examiner in the Final Report – which amounts are also set forth on the last column of Exhibit A hereto in the column entitled “Amounts Recommended for Approval by the Fee Examiner” (the “Approved Fees”); and it is further

ORDERED that the Professionals are allowed, on an interim basis, the reimbursement of the reasonable and necessary expenses in the amounts recommended for approval by the Fee Examiner in the Final Report – which amounts are also set forth on the last column of Exhibit A hereto in the column entitled “Amounts Recommended for Approval by the Fee Examiner” (the “Approved Expenses”); and it is further

ORDERED that the Debtors are authorized and directed to remit payment of the Approved Fees and Approved Expenses to each of the Professional, less all amounts previously paid on account of such fees and expenses; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: \_\_\_\_\_, 2019

---

THE HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE



**EXHIBIT A TO ORDER**

<b>PROFESSIONAL</b>	<b>PERIOD COVERED/ APPLICATION</b>	<b>FEES REQUESTED</b>	<b>EXPENSES REQUESTED</b>	<b>TOTAL REQUESTED</b>	<b>AMOUNTS RECOMMENDED FOR APPROVAL BY FEE EXAMINER</b>
<b>Klee, Tuchin, Bogdanoff &amp; Stern LLP</b> (Lead Counsel to the Debtors)	9/1/18-11/30/18 Docket No. 3307	\$1,881,357.50 <sup>3</sup>	\$34,460.57	\$1,915,818.07	<b>Fees: \$1,881,357.50</b> <b>Expenses: \$34,460.57</b> <b>Total: \$1,915,818.07</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Young Conaway Stargatt &amp; Taylor, LLP</b> (Co-Counsel to the Debtors)	9/1/18-11/30/18 Docket No. 3307	\$405,679.00	\$21,061.25	\$426,740.25	<b>Fees: \$404,402.00</b> <b>Expenses: \$21,061.25</b> <b>Total: \$425,463.25</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Homer Bonner Jacobs, P.A.</b> (Special Litigation Counsel to the Debtors)	9/1/18-11/30/18 Docket No. 3307	\$41,067.00	\$31,669.85	\$72,736.85	<b>Fees: \$41,067.00</b> <b>Expenses: \$31,669.85</b> <b>Total: \$72,736.85</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Province, Inc.</b> (Financial Advisors to the Debtors)	9/1/18-11/30/18 Docket No. 3307	\$600,000.00	\$248.89	\$600,248.89	<b>Fees: \$600,000.00</b> <b>Expenses: \$248.89</b> <b>Total: \$600,248.89</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Garden City Group, LLC</b> (Administrative Advisor to the Debtors)	9/1/18-10/31/18 Docket No. 3307	\$212,756.50	\$0.00	\$212,756.50	<b>Fees: \$211,564.00</b> <b>Expenses: \$0.00</b> <b>Total: \$211,564.00</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>

<sup>3</sup> As explained in detail in KTB&S's monthly fee applications, KTB&S 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. As of the date hereof, KTB&S's actual attorney rates over the entirety of the cases has exceeded \$850 per hour; accordingly, although the uncapped rates are set forth in the Application for reference, KTB&S presently seeks payment on account of its capped rates set forth herein.

PROFESSIONAL	PERIOD COVERED/ APPLICATION	FEES REQUESTED	EXPENSES REQUESTED	TOTAL REQUESTED	AMOUNTS RECOMMENDED FOR APPROVAL BY FEE EXAMINER
<b>Berkeley Research Group, LLC</b> (Tax Advisors to the Debtors)	9/1/18-11/30/18 Docket No. 3307	\$313,166.00	\$2,883.00	\$316,049.00	<b>Fees: \$313,166.00</b> <b>Expenses: \$2,883.00</b> <b>Total: \$316,049.00</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Glaser Weil Fink Howard Avchen &amp; Shapiro LLP<sup>4</sup></b> (Special Real Estate and Land Use Counsel to the Debtors)	3/22/18-8/31/18 Docket Nos. 2787, 3188 9/1/18-11/30/18 Docket No. 3307	\$684,250.00	\$2,100.74	\$686,350.74	<b>Fees: \$664,250.00</b> <b>Expenses: \$1,965.74</b> <b>Total: \$666,215.74</b> <i>See Fee Examiner Report Filed at Docket No. 3599</i>
<b>Pachulski Stang Ziehl &amp; Jones LLP</b> (Counsel to the Official Committee of Unsecured Creditors)	9/1/18-11/30/18 Docket No. 3308	\$494,108.50	\$14,868.43	\$508,976.93	<b>Fees: \$494,108.50</b> <b>Expenses: \$14,868.43</b> <b>Total: \$508,976.93</b> <i>See Fee Examiner Report Filed at Docket No. 3590</i>
<b>FTI Consulting, Inc.</b> (Financial Advisor to the Official Committee of Unsecured Creditors)	9/1/18-11/30/18 Docket No. 3375	\$160,346.50	\$159.76	\$160,506.26	<b>Fees: \$159,524.50</b> <b>Expenses: \$54.76</b> <b>Total: \$159,579.26</b> <i>See Fee Examiner Report Filed at Docket No. 3590</i>
<b>Berger Singerman LLP</b> (Special Counsel to the Official Committee of Unsecured Creditors)	9/1/18-11/30/18 Docket No. 3306	\$15,877.50	\$180.30	\$16,057.80	<b>Fees: \$15,877.50</b> <b>Expenses: \$180.30</b> <b>Total: \$16,057.80</b> <i>See Fee Examiner Report Filed at Docket No. 3590</i>
<b>TOTALS</b>		<b>\$4,808,416.00</b>	<b>\$107,632.79</b>	<b>\$4,916,048.79</b>	<b>Fees: \$4,785,317.00</b> <b>Expenses: \$107,392.79</b> <b>Total Approval: \$4,892,709.79</b>

<sup>4</sup> This order also includes Glaser's 1<sup>st</sup> interim fee application for which approval was previously deferred by agreement with the Fee Examiner.