

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

In re:  WOODBRIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , <sup>1</sup>  Remaining Debtors.	) ) ) ) ) ) ) ) ) ) ) )	Chapter 11  Case No. 17-12560 (KJC)  (Jointly Administered)  Re: D.I. No. 3562
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**CERTIFICATE OF COUNSEL REGARDING ORDER  
APPROVING FINAL APPLICATION OF CONWAY  
MACKENZIE, INC., FINANCIAL ADVISOR TO THE AD HOC  
NOTEHOLDER GROUP, FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FEBRUARY 5, 2018 THROUGH FEBRUARY 15, 2019**

The undersigned hereby certifies the following:

1. On April 1, 2019, Conway MacKenzie, Inc., financial advisor to the Ad Hoc Noteholder Group (“Conway”), filed the *Final Fee Application of Conway MacKenzie, Inc., Financial Advisor to the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses, for the Period from February 5, 2018 to February 15, 2019* [Docket No. 3562] (the “Final Fee Application”)<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. Objections to the Final Fee Application, if any, were due to be filed on or before April 22, 2019 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, Conway received informal comments to the Final Fee Application from the Woodbridge Liquidation Trust (the “Trust”). Other than the informal

<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 Final Fee Application.

comments from the Trust, no formal or informal responses to the Final Fee Application were received by Conway and a review of the docket reveals no answer, objection or other responsive pleadings thereto.

4. Conway has resolved the informal comments of the Trust by agreeing to the Trust's requested reduction to Conway's fees as reflected in the proposed form of order attached hereto as Exhibit A (the "Proposed Order").

WHEREFORE, Conway respectfully requests that the Court enter the Proposed Order in the form attached hereto as Exhibit A at its earliest convenience.

Dated: May 28, 2019  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Joseph C. Barsalona II  
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*Counsel to Conway MacKenzie, Inc.*

**Exhibit A**

Proposed Order

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

In re:	)	
	)	Chapter 11
WOODBIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 17-12560 (KJC)
	)	(Jointly Administered)
Remaining Debtors.	)	<b>Re: D.I. No. 3562</b>

**ORDER APPROVING FINAL APPLICATION OF CONWAY MACKENZIE,  
INC., FINANCIAL ADVISOR TO THE AD HOC NOTEHOLDER GROUP, FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 5, 2018  
THROUGH FEBRUARY 15, 2019**

Upon consideration of the *Final Fee Application of Conway MacKenzie, Inc., Financial Advisor to the Ad Hoc Noteholder Group for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses, for the Period from February 5, 2018 to February 15, 2019*, dated April 1, 2019 [Docket No. 3562] (the “Final Fee Application”), filed by Conway MacKenzie, Inc., financial advisor to the Ad Hoc Noteholder Group (“Conway”), and the final report for the Final Fee Application [Docket No. 3642] (the “Final Report”) filed by Elise S. Frejka, as the fee examiner for this case (the “Fee Examiner”), and the Court having reviewed the Final Fee Application, 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 Final Fee Application and the relief

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<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 or the Final Fee Application, as applicable.

requested therein 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 it appearing that venue of this proceeding and this Final Fee Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Final Fee Application having been given; and it appearing that the relief requested in the Final Fee Application 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 Final Fee Application is APPROVED as set forth herein; and it is further

ORDERED that Conway is allowed final compensation in the amount of \$485,538.80<sup>3</sup> in fees (“Approved Fees”) and \$2,916.40 in expenses (“Approved Expenses”) for the period from February 5, 2018 through February 15, 2019; and it is further

ORDERED that the Debtors are authorized and directed to remit payment of the Approved Fees and Approved Expenses to Conway, 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  
Wilmington, Delaware

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THE HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE

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<sup>3</sup> This amount accounts for an agreed reduction by Conway of its Holdback Fees from the Case Period in the amount of \$127,634.70 and is recommended for approval by the Fee Examiner in the Final Report.