

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

In re:	)	Chapter 11
)	
WOODBRIIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹	)	Case No. 17-12560 (BLS)
)	
	)	(Jointly Administered)
Remaining Debtors.)	
	)	Ref. Docket Nos. 3541, 3542, 3543, 3549, 3553,
	)	3554, 3555, 3556, 3557, 3558, 3561, 3563, 3564,
	)	3566, 3641, 3645

**AMENDED² CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER
GRANTING FINAL FEE APPLICATIONS OF PROFESSIONALS**

The undersigned hereby certifies the following:

1. Attached hereto as **Exhibit 1**, is the proposed form of order, with attached Exhibit A (the "Proposed Order"), which accurately represents the fees and expenses of professionals with respect to the pending final fee applications, scheduled for the hearing on May 29, 2019 at 1:00 p.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, 6th Floor, Courtroom #1, Wilmington, DE 19801.

2. Responses to the final fee application of Drinker Biddle & Reath LLP ("Drinker") were filed by the (i) Woodbridge Liquidation Trust on April 29, 2019: *Objection of Woodbridge Liquidation Trust to Applications of Drinker Biddle & Reath LLP, Counsel to Ad Hoc Noteholder Group, for (1) Final Allowance of Compensation and Reimbursement of Expenses; and (2) Allowance of Administrative Expenses Incurred in Making a Substantial Contribution in*

¹ 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.

² Amended to reflect an agreed upon reduction by Epiq on the proposed form of order.

These Cases (Docket No. 3620); and (ii) U.S. Trustee, on May 3, 2019: *Objection to Application of Drinker Biddle & Reath LLP as Counsel and on Behalf of the Ad Hoc Noteholder Committee of Holders of Promissory Notes of Woodbridge Mortgage Investment Fund Entities and Affiliates Pursuant to 11 U.S.C. § 503(b)(3)(D) and (d)(4) for Allowance of Administrative Expenses Incurred in Making a Substantial Contribution in These Cases* (D.I. 3565) and *Joinder to Objection of Woodbridge Liquidation Trust to Application of Drinker Biddle & Reath LLP for Final Allowance of Compensation and Reimbursement of Expenses* (D.I. 3564) (Docket No. 3626) (collectively, the “Drinker Fee Objections”).

3. The Court-appointed fee examiner, Elise S. Frejka (the “Fee Examiner”) has reviewed the fee applications and has issued the following reports (each a “Report” and collectively, the “Reports”) which addressed each of the professionals’ applications, and, as applicable, outlined the resolutions and compromises reached with the professionals with respect thereto.: (i) *Fee Examiner's Consolidated Final Report Regarding Final Fee Applications of (A) Klee, Tuchin, Bogdanoff & Stern LLP, [Dkt. No. 3554]; (B) Young Conaway Stargatt & Taylor, LLP [Dkt. No. 3555]; (C) Homer Bonner Jacobs, PA [Dkt. No. 3543]; (D) Province, Inc. [Dkt. No. 3542]; (E) Garden City Group, LLC [Dkt. No. 3553]; (F) Glaser Weil Fink Howard Avchen & Shapiro LLP [Dkt. No. 3566]; and (G) Berkeley Research Group, LLC [Dkt. No. 3558] [Filed 5/21/19, Docket No. 3641]; and (ii) *Fee Examiner's Amended Consolidated Final Report Regarding Final Fee Applications of (A) Pachulski Stang Ziehl & Jones LLP [Dkt. No. 3557]; (B) Berger Singerman LLP [Dkt. No. 3541]; (C) Venable LLP [Dkt 3549, 3551]; (D) Drinker Biddle & Reath LLP [Dkt. No. 3561]; (E) FTI Consulting, Inc. [Dkt. No. 3563]; (F) Conway Mackenzie, Inc. [Dkt. No. 3562]; and (G) Dundon Advisers LLC [Dkt. No. 3561] [Filed 5/23/19, Docket No. 3645]. The Proposed Order reflects changes agreed to between counsel and the Fee Examiner.**

4. The Woodbridge Liquidation Trust, Drinker and the U.S. Trustee have resolved the Drinker Fee Objections, details of which are outlined in the Fee Examiner's Report [Docket No. 3645].

5. The professionals have agreed with the requested reductions, if any, of the Fee Examiner.

6. The parties respectfully request entry of the Proposed Order at the convenience of the Court.

Dated: May 28, 2019
Wilmington, Delaware

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/s/ Colin R. Robinson

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Counsel to the Liquidation Trust

EXHIBIT 1

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

In re:	)	Chapter 11
)	
WOODBRIIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹	)	Case No. 17-12560 (BLS)
)	
Remaining Debtors.)	)	(Jointly Administered)
	)	Ref. Docket Nos. 3541, 3542, 3543, 3549, 3553, 3554,
	)	3555, 3556, 3557, 3558, 3561, 3563, 3564, 3566, 3641,
	)	3645

**OMNIBUS ORDER GRANTING FINAL
FEE APPLICATIONS OF PROFESSIONALS**

Upon consideration of the final 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”)² 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 it appearing that venue of this

¹ 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.

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

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 a final 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 Liquidation Trust is authorized and directed to remit payment of the Approved Fees and Approved Expenses to each of the Professionals, 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

PROFESSIONAL	PERIOD COVERED/ APPLICATION	FEES REQUESTED	EXPENSES REQUESTED	TOTAL REQUESTED	AMOUNTS RECOMMENDED FOR APPROVAL BY FEE EXAMINER
Klee, Tuchin, Bogdanoff & Stern LLP ("KTBS") (Lead Counsel to the Debtors)	2/14/18-2/14/19 Docket No. 3554	\$8,845,180.00 ³	\$126,858.62	\$8,972,038.62	Fees: \$8,845,180.00 Expenses: \$126,858.62 Total: \$8,972,038.62 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Young Conway Stargatt & Taylor, LLP ("YCST") (Co-Counsel to the Debtors)	12/4/17-2/15/19 Docket No. 3555	\$3,871,007.00 ⁴	\$205,002.91	\$4,076,009.91	Fees: \$3,871,007.00 Expenses: \$205,002.91 Total: \$4,076,009.91 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Homer Bonner Jacobs, P.A. (Special Litigation Counsel to the Debtors)	1/1/18-2/14/19 Docket No. 3543	\$420,829.00	\$365,056.67	\$785,885.67	Fees: \$420,829.00 Expenses: \$365,056.67 Total: \$785,885.67 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Province, Inc. (Financial Advisors to the Debtors)	2/1/18-2/15/19 Docket No. 3542	\$2,500,000.00	\$11,970.87	\$2,511,970.87	Fees: \$2,500,000.00 Expenses: \$11,970.87 Total: \$2,511,970.87 <i>See Fee Examiner Report Filed at Docket No. 3641</i>

³ This amount includes \$20,000 as an estimate of actual, reasonable and necessary compensation to be incurred for matters during the period on and after March 1, 2019 in respect of work on prosecuting KTBS's fee applications (and assistance on applications for other Debtor professionals), comprising KTBS's February 1-14, 2019 monthly fee application and this Final Fee Application, including, but not limited to, attendance at any hearing on the foregoing. For the avoidance of doubt, KTBS will only seek payment of that portion of the \$20,000 amount that is actually incurred.

⁴ YCST seeks approval of 100% of the fees incurred but payment of 95% of such fees, or \$3,483,906.30.

PROFESSIONAL	PERIOD COVERED/ APPLICATION	FEES REQUESTED	EXPENSES REQUESTED	TOTAL REQUESTED	AMOUNTS RECOMMENDED FOR APPROVAL BY FEE EXAMINER
Epiq Class Action and Claims Solutions, Inc. (fka Garden City Group, LLC) (Administrative Advisor to the Debtors)	12/4/17-2/15/19 Docket No. 3553	\$449,873.50	\$2,365.28	\$452,238.78	Fees: \$427,379.82⁵ Expenses: \$2,365.28 Total: \$429,745.10 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Berkeley Research Group, LLC (Tax Advisors to the Debtors)	2/15/18-2/14/19 Docket No. 3558	\$1,063,474.00	\$7,728.29	\$1,071,202.29	Fees: \$1,063,474.00 Expenses: \$7,728.29 Total: \$1,071,202.29 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Glaser Weil Fink Howard Avchen & Shapiro LLP (Special Real Estate and Land Use Counsel to the Debtors)	10/31/18-2/15/19 Docket No. 3566	\$1,432,778.00	\$15,831.67	\$1,448,609.67	Fees: \$1,432,778.00 Expenses: \$15,831.67 Total: \$1,448,609.67 <i>See Fee Examiner Report Filed at Docket No. 3641</i>
Pachulski Stang Ziehl & Jones LLP (Counsel to the Official Committee of Unsecured Creditors)	12/14/17-2/15/19 Docket No. 3557	\$4,813,031.53	\$134,040.59	\$4,947,072.12	Fees: \$4,813,031.53 Expenses: \$134,040.59 Total: \$4,947,072.12 <i>See Fee Examiner Report Filed at Docket No. 3645</i>
FTI Consulting, Inc. (Financial Advisor to the Official Committee of Unsecured Creditors)	12/14/17-2/15/19 Docket No. 3563	\$2,874,855.99	\$17,280.37	\$2,892,136.36	Fees: \$2,874,855.99 Expenses: \$17,280.37 Total: \$2,892,136.36 <i>See Fee Examiner Report Filed at Docket No. 3645</i>
Berger Singerman LLP (Special Counsel to the Official Committee of Unsecured Creditors)	12/26/17-2/15/19 Docket No. 3541	\$177,598.00	\$2,444.02	\$180,042.02	Fees: \$177,598.00 Expenses: \$2,444.02 Total: \$180,042.02 <i>See Fee Examiner Report Filed at Docket No. 3645</i>

⁵ This amount reflects an additional 5% reduction in fees as agreed to by Epiq.

PROFESSIONAL	PERIOD COVERED/ APPLICATION	FEES REQUESTED	EXPENSES REQUESTED	TOTAL REQUESTED	AMOUNTS RECOMMENDED FOR APPROVAL BY FEE EXAMINER
Drinker Biddle & Reath LLP (Counsel to Ad Hoc Noteholder Group)	2/1/18-2/15/19 Docket No. 3564	\$2,160,665.25	\$34,797.50	\$2,195,462.75	Fees: \$1,531,922.61 Expenses: \$34,797.50 Total: \$1,566,720.11⁶ <i>See Fee Examiner Report Filed at Docket No. 3645</i>
Dundon Advisers, LLC (Financial Advisor to Ad Hoc Noteholder Group)	2/5/18-2/15/19 Docket No. 3561	\$271,890.00	\$8,316.69	\$280,206.69	Fees: \$236,508.00 Expenses: \$8,316.69 Total: \$244,824.69 <i>See Fee Examiner Report Filed at Docket No. 3645</i>
Venable LLC (Counsel to Ad Hoc Committee of Unitholders)	1/23/18-2/15/19 Docket Nos. 3549, 3551	\$2,194,137.25	\$57,619.48	\$2,251,756.73	Fees: \$2,194,137.25 Expenses: \$57,619.48 Total: \$2,251,756.73 <i>See Fee Examiner Report Filed at Docket No. 3645</i>
Frejka PLLC (Fee Examiner)	2/8/18-2/15/19 Docket No. 3556	\$724,422.25	\$407.20	\$724,829.45	N/A
TOTALS		\$31,799,741.77	\$989,720.16	\$32,789,461.93	Fees: \$30,483,123.45 Expenses: \$989,726.16 Total Approval⁷: \$31,472,849.61

⁶ Upon the entry of this order, the objection of the U.S. Trustee to the Substantial Contribution Application [Docket No. 3565] and the Drinker Final Fee Application is deemed resolved. The Fee Examiner supports this resolution.

⁷ Includes fees and expenses of Fee Examiner.