

**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: May 28, 2019



THE HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A TO ORDER

PROFESSIONAL	PERIOD COVERED BY APPLICATION	FEES REQUESTED	EXPENSES REQUESTED	TOTAL FEES AND EXPENSES REQUESTED	AMOUNTS RECOMMENDED FOR APPROVAL BY THE 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 Conaway 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 BY APPLICATION	FEES REQUESTED	TOTAL FEES REQUESTED	TOTAL EXPENSES REQUESTED	TOTAL 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	Fees: \$427,379.82 ⁵ Expenses: \$2,365.28 Total: \$429,745.10 See Fee Examiner Report Filed at Docket No. 3641
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	Fees: \$1,063,474.00 Expenses: \$7,728.29 Total: \$1,071,202.29 See Fee Examiner Report Filed at Docket No. 3641
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	Fees: \$1,432,778.00 Expenses: \$15,831.67 Total: \$1,448,609.67 See Fee Examiner Report Filed at Docket No. 3641
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	Fees: \$4,813,031.53 Expenses: \$134,040.59 Total: \$4,947,072.12 See Fee Examiner Report Filed at Docket No. 3645
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	Fees: \$2,874,855.99 Expenses: \$17,280.37 Total: \$2,892,136.36 See Fee Examiner Report Filed at Docket No. 3645
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	Fees: \$177,598.00 Expenses: \$2,444.02 Total: \$180,042.02 See Fee Examiner Report Filed at Docket No. 3645

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

PROFESSIONAL	PERIOD COVERED	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: \$1,566,720.11 ⁶ See Fee Examiner Report Filed at Docket No. 3645
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 See Fee Examiner Report Filed at Docket No. 3645
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 See Fee Examiner Report Filed at Docket No. 3645
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 Approval ⁷ : \$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.