

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Obj. Deadline: February 12, 2018 at 4:00 p.m.
(ET)**

Ref. Doc. No. 296

**NOTICE OF FILING OF DECLARATION OF DISINTERESTEDNESS
BY ORDINARY COURSE PROFESSIONAL SNELL & WILMER L.L.P.**

PLEASE TAKE NOTICE that, on January 16, 2018, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order Authorizing the Employment and Payment of Professionals Used in the Ordinary Course of Business* [Docket No. 296] (the “Order”).²

PLEASE TAKE FURTHER NOTICE that, in accordance with the procedures set forth in the Order, the Debtors hereby file the Declaration of Disinterestedness, attached hereto as Exhibit A, for Snell & Wilmer L.L.P.

PLEASE TAKE FURTHER NOTICE that any objections to the retention of Snell & Wilmer L.L.P. must be filed with the Court, and at the same time served upon the Notice Parties, on or before **February 12, 2018 at 4:00 p.m. (ET)**.

¹ The last four digits of Woodbridge Group of Companies, LLC’s federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Order.

Dated: January 31, 2018
Wilmington, Delaware

/s/ Betsy L. Feldman

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

DECLARATION OF DISINTERESTEDNESS

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS BY
ATTORNEY USED IN THE ORDINARY COURSE OF BUSINESS**

I, Matthew Paul Fischer III, declare under penalty of perjury:

1. I am a Partner of Snell & Wilmer L.L.P. which maintains its main office at, and I am located at, One Arizona Center, 400 East Van Buren Street, Suite 1900, Phoenix, Arizona 85004-2202. The Firm also maintains offices in Costa Mesa, California; Denver, Colorado; Las Vegas, Nevada; Los Angeles, California; Los Cabos, Mexico; Reno, Nevada; Salt Lake City, Utah; and Tucson, Arizona (the "Firm").

2. Woodbridge Group of Companies, LLC and certain of its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases, specifically, WMF Management, LLC, Woodbridge Mortgage Investment Fund 1, LLC, Woodbridge Mortgage Investment Fund 2, LLC, Woodbridge Mortgage Investment Fund 3, LLC, and Woodbridge Mortgage Investment Fund 3A, LLC (collectively, the "Debtors") have requested that the Firm provide legal services

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to the Debtors, in conjunction with an ongoing joint representation of the Debtors and Robert Shapiro, and the Firm has consented to provide such services.

3. The Firm may have performed legal services in the past, may currently perform legal services, and may perform legal services in the future, in matters unrelated to the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Chapter 11 Cases. The Firm does not perform legal services for any such person in connection with the Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. The Firm has provided services to the Debtors prior to the commencement of the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in the Chapter 11 Cases.

6. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the partners and regular employees of the Firm.

7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtors owe the Firm \$36,450.30 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of December 4, 2017 (the "Petition Date"), the Firm was not party to an agreement for indemnification with certain of the Debtors.

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors in matters related to the Chapter 11 Cases, and upon the conclusion of such inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: 1-31-18



Matthew Paul Fischer III