

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF FREDERICK CHIN IN SUPPORT OF DEBTORS'
MOTION UNDER 105(A) AND 363(B) FOR AUTHORIZATION TO EMPLOY
AND RETAIN FREDERICK CHIN AS CHIEF EXECUTIVE OFFICER
NUNC PRO TUNC TO JANUARY 29, 2018**

I, Frederick Chin, hereby declare the following is true to the best of my knowledge, information, and belief:

1. I am the proposed CEO of the above-captioned debtors and debtors in possession (the "Debtors"). I submit this declaration in support of the *Debtors' Motion Under Bankruptcy Code Sections 105(a) and 363(b) for Authorization to Employ and Retain Frederick Chin as Chief Executive Officer Nunc Pro Tunc to January 29, 2018* (the "Motion").²

2. Unless otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my discussions with Bradley Sharp, the Debtors' proposed Chief Restructuring Officer and his team from Development Specialists, Inc. (the "CRO"), other

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 14140 Ventura Boulevard #302, 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 herein, but not otherwise defined, have the meanings ascribed to them in the Motion.

interested parties, my review of relevant documents, or my opinion based upon my experience, knowledge, and information concerning the Debtors' operations and financial affairs.

A. Acknowledgements and Disclosures

3. In connection with the proposed approval of my employment terms under section 363 of the Bankruptcy Code as described in the Employment Letter, I undertook a conflicts analysis process to determine whether I had any conflicts, connections or other relationships that could be perceived as creating an interest adverse to the Debtors. Specifically, to check and clear potential conflicts of interest in the Chapter 11 Cases, I reviewed my client and professional relationships to determine whether I had any relationships with the parties-in-interest in these Chapter 11 Cases (collectively, the "Potential Parties in Interest").

4. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, I do not have any conflict, connection or relationship that is adverse to the Debtors. In particular, by information and belief, I have no connection with the Debtors' pre-Petition Date management team, including Robert Shapiro or any of his family members. While I may have worked on matters from time to time that included certain of the professionals or their firms engaged in these Chapter 11 cases, I am not currently working on any matters with such professionals other than these Chapter 11 cases and do not believe that any prior interaction, either professionally or personally, with such professionals creates an actual or potential conflict of interest. Nor am I related or connected to any United States Bankruptcy Judge for the District of Delaware, the U.S. Trustee, or any employee in the Office of the U.S. Trustee.

5. In addition to the above, the U.S. Trustee has requested that I make certain disclosures related to Nathan Cook, his consulting firm, Red Rock Capital Partners ("Red

Rock”), and Marc Beilinson, sole manager of Beilinson Advisory Group, the Debtors’ former independent manager (“Mr. Beilinson”). As part of a previous, informal marketing agreement, I agreed to assist Nathan Cook, an individual associated with Red Rock, with various real estate engagements; however, no engagements ever resulted from the arrangement. Neither Nathan Cook nor Red Rock had any role in my engagement as CEO or the Debtors’ engagement of Province in the Chapter 11 Cases.

6. It is my understanding that Nathan Cook previously worked with the Mr. Beilinson in *In re Innkeepers USA Trust*, Case No. 10-13800 (SCC) (Bankr, S.D.N.Y.) (the “Innkeepers Trust Case”). I had no role in the Innkeepers Trust Case and did not work with either Marc Beilinson or Nathan Cook in that matter or any other matter.

7. Upon information and belief, to date, the Debtors have not made any post-petition payments to SierraConstellation Partners LLC, and these professionals will seek compensation in accordance with the procedures set forth in any applicable bankruptcy court orders. It is my understanding, based upon information provided by the CRO, that Beilinson Advisory Group was paid \$43,425.50 on or about January 5, 2018.

B. Province Employment

8. In connection with the Chapter 11 Cases, the Debtors retained the firm, Province, Inc. (“Province”), to provide expert valuation services solely with respect to obtaining post-petition financing. I understand that any additional services to be provided by Province were to be provided upon further court approval pursuant to a separate retention application.³ See D.I. 360. I was previously employed by Province as a Senior Director. Such employment commenced on a part-time basis beginning on or about May 2016 and continued in a full-time

³ The Debtors do intend to retain Province to provide additional services in these Chapter 11 cases and will file an additional retention application related thereto.

capacity beginning on or about January 2017. On January 28, 2018, I resigned as a Senior Director with Province to accept the position as the Debtors' CEO on January 29, 2018.

C. Compensation

9. No agreement presently exists to share with any other person or firm any compensation that I receive from the Debtors. If any such agreement is entered into, I will undertake to amend and supplement this declaration to disclose the terms of any such agreement. Moreover, if I discover any additional information that requires disclosure, I will promptly file a supplemental declaration with the Court.

10. I have not received any promises as to compensation in connection with these Chapter 11 Case other than in accordance with the provisions set forth in the Employment Agreement. Specifically, my compensation terms were the product of arm's length negotiations between the Debtors' Board of Managers and myself.

11. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, I have not been retained to assist any entity or person other than the Debtors on matters relating to, or in direct connection with, the Chapter 11 Cases. I will not accept any engagement or perform any services for any entity other than the Debtors for the duration of my employment without amending and supplementing this declaration.

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

Dated: February 13, 2018

/s/ Frederick Chin

Frederick Chin
Proposed CEO
Woodbridge Group of Companies, LLC, et al.,
Debtors