

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

AFFIDAVIT OF SERVICE

STATE OF WASHINGTON )  
 ) ss  
COUNTY OF KING )

I, Eric Westberg, being duly sworn, depose and state:

1. I am a Senior Project Manager with Garden City Group, LLC, the claims and noticing agent for the debtors and debtors-in-possession (collectively the "Debtors") in the above-captioned proceeding. Our business address is 1531 Utah Avenue South, Suite 600, Seattle, Washington 98134.

2. On February 16, 2018, at the direction of Gibson, Dunn & Crutcher, LLP ("Gibson Dunn"), and Young Conaway Stargatt & Taylor, LLP ("Young Conaway"), counsel to the Debtors, I caused true and correct copies of the following documents to be served by first class mail on the parties identified on Exhibit A annexed hereto (Fee Notice Parties):

- **Notice of and First Monthly Fee Application of Gibson, Dunn & Crutcher, LLP as Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expense for the Period from December 4, 2017 through December 31, 2017** [Docket No. 616]; and

<sup>1</sup> 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](http://www.gardencitygroup.com/cases/WGC), or by contacting the proposed undersigned counsel for the Debtors.

- **Notice of and First Monthly Fee Application of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expense for the Period from December 4, 2017 through December 31, 2017** [Docket No. 617].

3. On February 16, 2018, and February 20, 2018, also at the direction of Gibson Dunn and Young Conaway, I caused true and correct copies of the following documents to be served by e-mail on the parties identified on Exhibit B annexed hereto (Master Service List and Notice of Appearance Parties with e-mail addresses),<sup>2</sup> and by first class mail on the parties identified on Exhibit C annexed hereto (Master Service List and Notice of Appearance Parties):

- **Notice of First of First Monthly Fee Application of Gibson, Dunn & Crutcher** (annexed hereto as Schedule 1); and
- **Notice of First Monthly Fee Application of Young Conaway Stargatt & Taylor, LLP** (annexed hereto as Schedule 2).

/s/ Eric Westberg  
Eric Westberg

Sworn to before me this 21st day of  
February, 2018

/s/ Katherine A. Hathaway  
Katherine A. Hathaway  
Notary Public, State of Washington  
No. 184372  
Commission Expires: February 26, 2020

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<sup>2</sup> These parties include Notice of Appearance Parties who have consented to email service only pursuant to Del. Bankr. L.R. 2002-1 (d) and 5005-4.

# **EXHIBIT A**

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# **EXHIBIT B**

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# **EXHIBIT C**

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LOIZIDES, P.A.	ATTN CHRISTOPHER D. LOIZIDES	1225 KING STREET, SUITE 800			WILMINGTON	DE	19801
MCCREARY VESELKA BRAGG & ALLEN PC	ATTN LEE GORDON	PO BOX 1269			ROUND ROCK	TX	78680
MILTON BENDER	1690 DUCK CREEK RD				IONE	CA	95640
MUFFET FOY CUDDY	25A PASEO NOPAL				SANTE FE	NM	87507
OFFICE OF THE UNITED STATES TRUSTEE	REGION 3	ATTN JANE M. LEAMY	844 KING STREET, SUITE 2207	LOCKBOX 35	WILMINGTON	DE	19801
OFFICE OF THE UNITED STATES TRUSTEE	REGION 3	ATTN TIMOTHY J. FOX, JR	844 KING STREET, SUITE 2207	LOCKBOX 35	WILMINGTON	DE	19801
PACHULSKI STANG ZIEHL & JONES	ATTN JAMES I. STANG	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067-4100
PACHULSKI STANG ZIEHL & JONES LLP	ATTN RICHARD M. PACHULSKI	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067-4100
PACHULSKI STANG ZIEHL & JONES LLP	ATTN JEFFREY N. POMERANTZ	10100 SANTA MONICA BOULEVARD, 13TH FLOOR			LOS ANGELES	CA	90067-4100
PACHULSKI STANG ZIEHL & JONES LLP	ATTN BRADFORD J SANDLER	919 N. MARKET STREET, 17TH FLOOR			WILMINGTON	DE	19801

Name	Address1	Address2	Address3	Address4	City	State	Zip
PACHULSKI STANG ZIEHL & JONES LLP	ATTN COLIN R. ROBINSON	919 N. MARKET STREET, 17TH FLOOR			WILMINGTON	DE	19801
RICHARDS LAYTON & FINGER PA	ATTN JOHN H KNIGHT	ONE RODNEY SQUARE	920 NORTH KING ST		WILMINGTON	DE	19801
RICHARDS LAYTON & FINGER PA	ATTN CHRISTOPHER M DELILLO	ONE RODNEY SQUARE	920 NORTH KING ST		WILMINGTON	DE	19801
SCOTTHULSE, PC	ATTN JAMES M. FEUILLE	201 E. MAIN DRIVE, SUITE 1100	PO BOX 99123		EL PASO	TX	79901
SECRETARY OF STATE	DIVISION OF CORPORATIONS	FRANCHISE TAX	PO BOX 898		DOVER	DE	19903
SECRETARY OF STATE	401 FEDERAL ST				DOVER	DE	19901
SECRETARY OF TREASURY	820 SILVER LAKE BOULEVARD	SUITE 100			DOVER	DE	19904
SECURITIES EXCHANGE COMMISSION	ATTN SECRETARY OF THE TREASURY	100 F STREET, NE			WASHINGTON	DC	20549
SIERRA CONSTELLATION PARTNERS, LLC	ATTN LISSA WEISSMAN	400 S HOPE ST, STE 1050			LOS ANGELES	CA	90071
SOUTH COAST ENGINEERING GROUP, INC.	5000 N. PARKWAY CALABASAS	SUITE 307			CALABASAS	CA	91302
SULLIVAN HAZELTINE ALLINSON LLC	ATTN WILLIAM D SULLIVAN	901 N MARKET ST STE 1300			WILMINGTON	DE	19801
SULLIVAN HAZELTINE ALLINSON LLC	ATTN WILLIAM A HAZELTINE	901 N MARKET ST STE 1300			WILMINGTON	DE	19801
SULLIVAN HAZELTINE ALLINSON LLC	ATTN ELIHU E ALLINSON III	901 N MARKET ST STE 1300			WILMINGTON	DE	19801
UNITED STATES ATTORNEY'S OFFICE	NEMOURS BUILDING	ATTN DAVID C. WEISS	1007 ORANGE STREET, SUITE 700		WILMINGTON	DE	19801
UNITED STATES DEPARTMENT OF JUSTICE	CIVIL DIVISION	ATTN ANDREW D WARNER	1100 L ST NW		WASHINGTON	DC	20530
US SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE	ATTN ANDREW CALAMARI REGIONAL DIRECTOR	BROOKFIELD PLACE	200 VESEY ST, STE 400	NEW YORK	NY	10281
US TREASURY	1500 PENNSYLVANIA AVE NW				WASHINGTON	DC	20220
WESTLAKE FINANCIAL SERVICES	ATTN PAUL KERWIN	4751 WILSHIRE BLVD, STE 110			LOS ANGELES	CA	90010
WILLIAM W. ERHART, ESQUIRE	2961 CENTERVILLE ROAD, SUITE 350				WILMINGTON	DE	19808
WOODBIDGE GROUP OF COMPANIES, LLC	ATTN EUGENE RUBINSTEIN, ASSOC. COUNSEL	14140 VENTURA BLVD #302			SHERMAN OAKS	CA	91423-2774
WOODBIDGE GROUP OF COMPANIES, LLC	ATTN ROBERT REED, GENERAL COUNSEL	14140 VENTURA BLVD #302			SHERMAN OAKS	CA	91423

# **SCHEDULE 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

WOODBIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Objection Deadline: March 8, 2018 at 4:00 pm (ET)

**NOTICE OF FIRST MONTHLY FEE APPLICATION**

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (IV) COUNSEL FOR THE AD HOC NOTEHOLDER GROUP; (V) COUNSEL FOR THE AD HOC UNITHOLDER GROUP, (VI) COUNSEL TO THE SECURITIES AND EXCHANGE COMMISSION, (VII) THE FEE EXAMINER APPOINTED IN THESE CASES AND (VIII) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

**PLEASE TAKE NOTICE** that the **First Monthly Application of Gibson, Dunn & Crutcher LLP as General Bankruptcy and Restructuring Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period from December 4, 2017 Through and Including December 31, 2017** (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of interim fees in the amount of \$1,592,603.25<sup>2</sup> and interim expenses in the amount of \$47,306.52.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **March 8, 2018 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14140 Ventura Boulevard #302, Sherman Oaks, California 91423, Attn: Bradley Sharp; (ii) counsel for the

<sup>1</sup> 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 this information may be obtained on the website of the Debtors’ noticing and claims agent at [www.gardencitygroup.com/cases/WGC](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> The fees set forth herein reflect reductions of \$49,733.48, consisting of (a) a voluntary write-off in the amount of \$6,416.23 and (b) non-working travel time discount in the amount of \$43,317.25.

Debtors, Gibson, Dunn & Crutcher LLP, 333 S. Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, California 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 Market Street, 17<sup>th</sup> Floor, Wilmington, Delaware 19801, Attn: Bradford J. Sandler, Esq.; (v) counsel to the Ad Hoc Noteholder Group, Drinker Biddle & Reath LLP, 222 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Steven K. Kortanek, Esq.; (vi) counsel for the Ad Hoc Unitholder Group, Venable LLP, 1201 N. Market Street, Suite 1400, Wilmington, Delaware 19801, Attn: Jamie L. Edmonson, Esq. and 1270 Avenue of the Americas, New York, New York 10020, Attn: Jeffrey S. Sabin, Esq.; (vii) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (viii) the Fee Examiner, Elise S. Frejka, Frejka PLLC, 135 East 57<sup>th</sup> Street – 6<sup>th</sup> Floor, New York, New York 10022; (ix) any other party that has requested to be a Notice Party; and (x) the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER, PURSUANT TO SECTIONS 331 AND 105(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2016(a), AND LOCAL RULE 2016-2, ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES, WITHOUT FURTHER ORDER OF THE COURT.**

**PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.**

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Dated: February 16, 2018  
Wilmington, Delaware

*/s/ Sean M. Beach*

---

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Sean M. Beach (No. 4070)  
Edmon L. Morton (No. 3856)  
Ian J. Bambrick (No. 5455)  
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-and-

GIBSON, DUNN & CRUTCHER LLP  
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333 South Grand Avenue  
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Tel: (213) 229-7000  
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-and-

J. Eric Wise (NY No. 3000957)  
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*Counsel to the Debtors and Debtors in Possession*



## **SCHEDULE 2**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

WOODBRIIDGE GROUP OF COMPANIES,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**Objection Deadline: March 8, 2018 at 4:00 p.m. (ET)**

**NOTICE OF APPLICATION**

TO: (I) THE DEBTORS; (II) COUNSEL FOR THE DIP LENDER, (III) COUNSEL FOR THE COMMITTEE, AND (IV) OFFICE OF THE UNITED STATES TRUSTEE

The **First Monthly Fee Application of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses for the Period from December 4, 2017 Through December 31, 2017** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of monthly fees in the amount of \$414,253.50 and monthly expenses in the amount of \$15,635.13.

Objections to the Application, if any, are required to be filed on or before **March 8, 2018 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Lawrence R. Perkins; (ii) counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.; (iv) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19081, Attn: Bradford J. Sandler, Esq. and Colin R. Robinson, Esq.; (v) proposed counsel to any additional statutory committee appointed in these Chapter 11 Cases; (vi) counsel for the Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, Georgia 30326, Attn: David Baddley, Esq.; (vii) any other party that has requested to be a

<sup>1</sup>

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](http://www.gardencitygroup.com/cases/WGC), or by contacting the undersigned counsel for the Debtors.

Notice Party; and (viii) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 261], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.**

Dated: Wilmington, Delaware  
February 16, 2018

*/s/ Sean M. Beach*

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YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)

Edmon L. Morton (No. 3856)

Ian J. Bambrick (No. 5455)

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-and-

GIBSON, DUNN & CRUTCHER LLP

Samuel A. Newman (CA No. 217042)

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-and-

J. Eric Wise (NY No. 3000957)

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*Counsel to the Debtors and Debtors in Possession*