

IN THE UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

IN RE) Chapter 11
WOODBRIDGE GROUP OF COMPANIES,) Case No. 17-12560-KJC
LLC, et al.,1) (Jointly Administered)
Debtors.)

CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION AND AGREED ORDER EXTENDING TIME FOR U.S. SECURITIES AND EXCHANGE COMMISSION TO TAKE ACTION TO DETERMINE THE DISCHARGEABILITY OF A DEBT PURSUANT TO 11 U.S.C. § 1141(d)(6)

The undersigned hereby certifies as follows:

- 1. On December 4, 2017 and February 9, 2018, the above-captioned debtors and debtors in possession (collectively, the "Debtors") commenced these chapter 11 cases.
2. If the Section 523(c)/Rule 4007(c) deadline were to apply to actions under Section 1141(d)(6), then the deadline in these cases for the Commission to file a dischargeability complaint (the "Dischargeability Complaint") would be March 12, 2018 (the "Current Deadline").
3. The Debtors, the U.S. Securities and Exchange Commission (the "Commission"), the Ad Hoc Committees for the Noteholders and the Unitholders, and the Official Committee of Unsecured Creditors (collectively, the "Parties"), believe that litigating dischargeability issues with the Commission at this stage of the cases would be premature and not an efficient use of time or estate resources.

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 this 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.

4. The Parties have therefore agreed to extend the Current Deadline for the Commission to file a Dischargeability Complaint through and including the earlier of: (1) the deadline to file objections with respect to any disclosure statement filed in these cases, or (2) July 10, 2018 (the “Extended Deadline”), without prejudice to the Commission staff’s right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6) (the “Stipulation”).

5. Attached hereto as Exhibit A is a proposed form of order (the “Proposed Order”) approving the Stipulation, a copy of which is attached to the Proposed Order as Exhibit I.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit A at the earliest convenience of the Court without further notice or hearing.

Dated: February 22, 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)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

Counsel for the Debtors and Debtors in Possession

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (admitted pro hac vice)
Michael L. Tuchin (admitted pro hac vice)
David A. Fidler (admitted pro hac vice)
Jonathan M. Weiss (admitted pro hac vice)
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

*Proposed Counsel for the Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

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

IN RE)	Chapter 11
)	
WOODBRI LLC, <i>et al.</i> , ¹)	Case No. 17-12560-KJC
)	(Jointly Administered)
)	
Debtors.)	
<hr style="border: 0.5px solid black;"/>		

**ORDER APPROVING STIPULATION AND AGREED ORDER EXTENDING TIME
FOR U.S. SECURITIES AND EXCHANGE COMMISSION TO TAKE ACTION
TO DETERMINE THE DISCHARGEABILITY OF A DEBT
PURSUANT TO 11 U.S.C. § 1141(d)(6)**

The Court having considered the *Stipulation and Agreed Order Extending Time for U.S. Securities and Exchange Commission to take Action to Determine the Dischargeability of a Debt Pursuant to 11 U.S.C. §1141(d)(6)*, a copy of which is annexed hereto as Exhibit I and was submitted under certification of counsel on February 22, 2018 (the “Stipulation”), it is hereby ORDERED that:

1. The Stipulation is approved.
2. The Stipulation is incorporated herein by reference and made a part hereof

as if fully set forth herein.

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 this 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.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order and the Stipulation.

Dated: Wilmington, Delaware
February ____, 2018

Kevin J. Carey
United States Bankruptcy Judge

Exhibit I

Stipulation

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

IN RE)	Chapter 11
)	
WOODBRIDGE GROUP OF COMPANIES, LLC, <i>et al.</i> , ¹)	Case No. 17-12560-KJC (Jointly Administered)
)	
Debtors.)	

**STIPULATION AND AGREED ORDER EXTENDING TIME FOR U.S. SECURITIES
AND EXCHANGE COMMISSION TO TAKE ACTION TO DETERMINE THE
DISCHARGEABILITY OF A DEBT PURSUANT TO 11 U.S.C. § 1141(d)(6)**

WHEREAS, Section 1141(d)(6) of the Bankruptcy Code provides that “the confirmation of a plan does not discharge a debtor that is a corporation from any debt (A) of a kind specified in paragraph (2)(A) or (2)(B) of section 523(a) that is owed to a domestic governmental unit . . .”;

WHEREAS, the staff of the U.S. Securities and Exchange Commission (the “Commission”) believes that Section 523(c) (and corresponding deadline in Bankruptcy Rule 4007(c)) is inapplicable with respect to the dischargeability of a debt under Section 1141(d)(6) [*See In re Hawker Beechcraft, Inc.*, 515 B.R. 416 (S.D.N.Y. 2014)];

WHEREAS, if the Section 523(c)/Rule 4007(c) deadline were to apply to actions under Section 1141(d)(6), then the deadline in these cases for the Commission to file a dischargeability complaint (the “Dischargeability Complaint”) would be March 12, 2018 (the “Current Deadline”);

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 this 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.

WHEREAS, the Debtors, Commission, the Ad Hoc Committees for the Noteholders and the Unitholders, and the Official Committee of Unsecured Creditors (collectively, the “Parties”) believe that litigating dischargeability issues with the Commission at this stage of these cases would be premature and not an efficient use of time or estate resources;

WHEREAS, although the Commission believes that it may file a complaint or take whatever action may be required, if any, to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6) at any time, including following the confirmation of a Chapter 11 Plan, without binding precedent in these cases, the Commission seeks, and the other Parties have agreed, to extend the Current Deadline for the Commission to file a Dischargeability Complaint through and including the earlier of: (1) the deadline to file objections with respect to any disclosure statement filed in these cases, or (2) July 10, 2018 (the “Extended Deadline”), without prejudice to the Commission staff’s right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the Commission pursuant to Section 1141(d)(6);

NOW, THEREFORE, the Parties have STIPULATED AND AGREED that the deadline for the Commission to file a Dischargeability Complaint will be the Extended Deadline, without prejudice to the Commission staff’s right to seek further extensions, and without prejudice to the rights of other Parties in interest to oppose any such extensions or to seek to set a deadline (after the Extended Deadline) for the filing of a complaint or taking of any required action to determine the dischargeability of any debt owing by the Debtors to the

Commission pursuant to Section 1141(d)(6). Further, nothing in this Stipulation and Agreed Order constitutes a determination that any deadline exists for the Commission to seek a determination of nondischargeability under Section 1141(d)(6) of the Code.

Dated: February 22, 2018
Wilmington, Delaware

/s/ David W. Baddley

David W. Baddley
Admitted Per L.R. 9010-1(e)(1)
Bankruptcy Counsel
Florida Bar No. 0148393
Illinois ARDC 6282466
Telephone: (404) 842-7625
E-mail: baddleyd@sec.gov

Counsel for:

**U. S. SECURITIES AND EXCHANGE
COMMISSION**

Atlanta Regional Office
950 East Paces Ferry Road, N.E.
Suite 900
Atlanta, GA 30326-1382
Telephone: (404) 842-7625

/s/ Sean M. Beach

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

Counsel for the Debtors and Debtors in Possession

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP

Kenneth N. Klee (admitted pro hac vice)
Michael L. Tuchin (admitted pro hac vice)
David A. Fidler (admitted pro hac vice)

Jonathan M. Weiss (admitted pro hac vice)
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067
Tel: (310) 407-4000
Fax: (310) 407-9090

*Proposed Counsel for the Debtors and
Debtors in Possession*

/s/ Colin R. Robinson

PACHULSKI STANG ZIEHL & JONES LLP

Richard M. Pachulski (CA Bar No. 90073)
James I. Stang (CA Bar No. 94435)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Bradford J. Sandler (DE Bar No. 4142)
Colin R. Robinson (DE Bar No. 5524)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899 (Courier 19801)
Telephone: 302-652-4100
Facsimile: 302-652-4400
E-mail: rpachulski@pszjlaw.com
jstang@pszjlaw.com
jpomerantz@pszjlaw.com
bsandler@pszjlaw.com
crobinson@pszjlaw.com

*Counsel for the Official Committee of Unsecured
Creditors*

/s/ Andrew J. Currie

VENABLE LLP

Jamie L. Edmonson (No. 4247)
Daniel A. O'Brien (No. 4897)
1201 N. Market Street, Suite 1400
Wilmington, Delaware 19801
Telephone: 302-298-3535
Facsimile: 302-298-3550
jledmonson@venable.com
daobrien@venable.com

-and-

Jeffrey S. Sabin (*admitted pro hac vice*)
Carol A. Weiner (*admitted pro hac vice*)
1270 Avenue of the Americas
New York, New York 10020
Telephone: 212-307-5500
Facsimile: 212-307-5598
jssabin@venable.com
cweinerlevy@venable.com

-and-

Andrew J. Currie (*admitted pro hac vice*)
750 E. Pratt St., Suite 900
Baltimore, MD 21202
Telephone: 410-244-7400
Facsimile: 410-244-7742
ajcurrie@venable.com

Proposed Counsel for the Unitholder Group

/s/ Patrick A. Jackson

DRINKER BIDDLE & REATH LLP
Steven K. Kortanek (Del. Bar No. 3106)
Patrick A. Jackson (Del. Bar No. 4976)
Joseph N. Argentina, Jr. (Del. Bar No. 5453)
222 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201
steven.kortanek@dbr.com
patrick.jackson@dbr.com

-and-

James H. Millar
Michael P. Pompeo
1177 Avenue of the Americas, 41st Floor
New York, New York 10036-2714
Telephone: (212) 248-3140
Facsimile: (212) 248-3141
james.millar@dbr.com
michael.pompeo@dbr.com

-and-

Timothy R. Casey
191 N. Wacker Dr., Ste. 3700
Chicago, Illinois 60606-1698
Telephone: (312) 569-1000
Facsimile: (312) 569-3000
timothy.casey@dbr.com

Proposed Counsel for the Ad Hoc Noteholder Group