

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

In re:	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRIIDGE GROUP OF	:	
COMPANIES LLC, <i>et al.</i> ,	:	Jointly Administered
	:	
Debtors.	:	Re: Dkt. No. 615

CERTIFICATION OF COUNSEL REGARDING APPLICATION OF THE FIDUCIARY COMMITTEE OF UNITHOLDERS FOR AN ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103, FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1, AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF VENABLE LLP AS COUNSEL NUNC PRO TUNC TO JANUARY 23, 2018

I, Jamie L. Edmonson, Esq., of Venable LLP (“Venable”), proposed counsel to the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) appointed in the above-captioned chapter 11 cases of Woodbridge Group of Companies LLC and its affiliated debtors and debtors-in-possession by order of the Court dated January 23, 2018 [Dkt. No. 357] to represent the interests of all non-insider unitholders of the Debtors, hereby certify and state as follows:

1. On February 16, 2018, the Unitholders’ Committee filed its *Application of the Fiduciary Committee of Unitholders for an Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Venable LLP as Counsel Nunc Pro Tunc to January 23, 2018* (the “Application”), seeking entry of an order authorizing and approving the employment and retention of Venable as counsel to the Unitholders’ Committee *nunc pro tunc* to January 23, 2018.

2. The objection deadline for the Application was February 28, 2018 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Unitholders' Committee received informal comments to the Application from the Office of the United States Trustee (the "UST"). No objections were filed and no other comments were received. The Unitholders' Committee and UST engaged in discussions regarding the relief sought in the Application and agreed to the language in the form of order granting the Application attached hereto as Exhibit A (the "Proposed Order"). A blackline version of the Proposed Order to the form of order originally filed with the Application is attached hereto as Exhibit B.

WHEREFORE, the Unitholders' Committee respectfully requests the Court enter the Proposed Order attached hereto as Exhibit A at its earliest convenience.

Dated: March 6, 2018
Wilmington, Delaware

VENABLE LLP

/s/ Jamie L. Edmonson

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*Proposed Counsel to the Official Ad Hoc
Committee of Unitholders*

Exhibit A

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

	:	
In re:	:	Chapter 11
WOODBRIDGE GROUP OF COMPANIES LLC, <i>et al.</i> ,	:	Case No. 17-12560 (KJC)
Debtors.	:	Jointly Administered
	:	Re: Dkt. No. 615
	:	

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF
VENABLE LLP AS COUNSEL TO THE FIDUCIARY COMMITTEE OF
UNITHOLDERS NUNC PRO TUNC TO JANUARY 23, 2018**

Upon consideration of the *Application of the Fiduciary Committee of Unitholders for an Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Venable LLP as Counsel Nunc Pro Tunc to January 23, 2018* (the “Application”);¹ and upon consideration of the Declarations of Jeffrey S. Sabin and Dr. Raymond C. Blackburn filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, and the Court having the power to enter a final order consistent with Article III of the United States Constitution; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, its unitholders, its creditors and other parties in interest, and the Unitholders’ Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Unitholders' Committee is hereby authorized to retain and employ Venable as counsel to the Unitholders' Committee pursuant to Bankruptcy Code sections 328 and 1103(a), Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, *nunc pro tunc* to January 23, 2018.
3. Venable shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Cases in compliance with Bankruptcy Code sections 330 and 331, the applicable provisions of the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any applicable procedures and orders of this Court, including the Settlement Order, the Interim Compensation Order and the Fee Examiner Order.
4. Venable is authorized to render professional services to the Unitholders' Committee as described in Application and on the terms set forth therein.
5. The Unitholders' Committee and Venable are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. All rights are reserved for Venable to request the payment of pre-January 23, 2018 fees and expenses pursuant to sections 330 and/or 503(b) of the Bankruptcy Code. For the avoidance of doubt, any pre-January 23, 2018 fees and expenses sought by Venable that relate to the scope of responsibilities of the Unitholders' Committee set forth in paragraph 11 of the Term Sheet (as may be modified as set in paragraph 17 of the Term Sheet) shall be subject to the budget set forth in paragraph 11 of the Term Sheet (as may be modified as set forth in paragraph 17 of the Term Sheet).

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March _____, 2018

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

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

In re:	:	Chapter 11
	:	Case No. 17-12560 (KJC)
WOODBRI COMPANIES LLC, <i>et al.</i> ,	:	Jointly Administered
	:	
Debtors.	:	Re: Dkt. No. 615 615
	:	

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF
VENABLE LLP AS COUNSEL TO THE FIDUCIARY COMMITTEE OF
UNITHOLDERS NUNC PRO TUNC TO JANUARY 23, 2018**

Upon consideration of the *Application of the Fiduciary Committee of Unitholders for an Order, Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Venable LLP as Counsel Nunc Pro Tunc to January 23, 2018* (the “Application”);¹ and upon consideration of the Declarations of Jeffrey S. Sabin and Dr. Raymond C. Blackburn filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, and the Court having the power to enter a final order consistent with Article III of the United States Constitution; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, its unitholders, its creditors and other parties in interest, and the Unitholders’ Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED [as set forth herein](#).
2. The Unitholders' Committee is hereby authorized to retain and employ Venable as counsel to the Unitholders' Committee pursuant to Bankruptcy Code sections 328 and 1103(a), Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, *nunc pro tunc* to January 23, 2018.
3. Venable shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Cases in compliance with Bankruptcy Code sections 330 and 331, the applicable provisions of the Bankruptcy Rules, the Local Rules, [the U.S. Trustee Guidelines](#), and any applicable procedures and orders of this Court, including the Settlement Order, the Interim Compensation Order and the Fee Examiner Order.
4. Venable is authorized to render professional services to the Unitholders' Committee as described in Application and on the terms set forth therein.
5. The Unitholders' Committee and Venable are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. All rights are reserved for Venable to request the payment of pre-January 23, 2018 fees and expenses pursuant to sections 330 and/or 503(b) of the Bankruptcy Code. [For the avoidance of doubt, any pre-January 23, 2018 fees and expenses sought by Venable that relate to the scope of responsibilities of the Unitholders' Committee set forth in paragraph 11 of the Term Sheet \(as may be modified as set in paragraph 17 of the Term Sheet\) shall be subject to the budget set forth in paragraph 11 of the Term Sheet \(as may be modified as set forth in paragraph 17 of the Term Sheet\).](#)

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: ~~_____~~ March, 2018

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE