

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

<p>In re:</p> <p>WOODBIDGE GROUP OF COMPANIES, LLC, et al.,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 17-12560 (KJC)</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>BELLFLOWER FUNDING, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 45-0620156</p>	<p>Chapter 11</p> <p>Case No. 18-10507 (KJC)</p>
<p>In re:</p> <p>WALL 123, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. N/A</p>	<p>Chapter 11</p> <p>Case No. 18-10508 (KJC)</p> <p>Ref. Doc. No. 733</p>

**ORDER (I) APPROVING JOINT ADMINISTRATION OF
ADDITIONAL CASES PURSUANT TO RULE 1015(b) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE, (II) APPLYING ORDERS PREVIOUSLY
ENTERED BY THE COURT TO THE CHAPTER 11 CASES OF THE ADDITIONAL
DEBTORS, AND (III) GRANTING RELATED RELIEF**

*Upon the Debtors' Second Motion for Order (I) Approving Joint Administration of
Additional Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure,
(II) Applying Orders Previously Entered by the Court to the Chapter 11 Cases of the Additional*

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 Blvd #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.

Debtors, and (III) Granting Related Relief (the “Motion”)² filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and upon consideration of the Additional Debtors’ Declaration; and this Court having found that it has jurisdiction to consider the Motion 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 February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing on the Motion and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Joint Debtors’ chapter 11 cases and the Additional Debtors’ chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

3. The Clerk of the Court shall maintain one file and one docket for all of the Debtors' chapter 11 cases, which file and docket shall be the file and docket for the chapter 11 case of Woodbridge Group of Companies, LLC, Case No. 17-12560 (KJC).

4. All pleadings filed in the Debtors' chapter 11 cases shall bear a consolidated caption in the following form:

**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)

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 Blvd #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.

5. The foregoing caption shall satisfy the requirements of section 342(c)(1) of the Bankruptcy Code.

6. The Clerk of the Court shall make a docket entry in each Additional Debtor's chapter 11 case substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Bellflower Funding, LLC (0156) and Wall 123, LLC (N/A) with those being jointly administered with the chapter 11 case of Woodbridge Group of Companies, LLC (3603). **The docket in the chapter 11 case of Woodbridge Group of Companies, LLC, Case No. 17-12560 (KJC), should be consulted for all matters affecting this case.**

7. One consolidated docket, one file, and one consolidated service list shall be maintained for the Debtors' chapter 11 cases by the Debtors and kept by the Clerk of the Court.

8. Any and all orders previously entered by the Court in the chapter 11 cases of the Joint Debtors that are applicable to the Additional Debtors shall be deemed to extend and apply with equal force and effect to the chapter 11 cases of the Additional Debtors.

9. The Additional Debtors are authorized, but not directed, to deposit the Additional Adequate Assurance Deposit of \$5,500 into the Adequate Assurance Deposit Account. For purposes of the Final Utilities Order, the Additional Adequate Assurance Deposit along with the original Adequate Assurance Deposit previously approved pursuant to the Final Utilities Order shall qualify as the Adequate Assurance Deposit.

10. The Additional Debtors are authorized, but not directed, to pay all prepetition Taxes and Fees that have accrued for the Additional Debtors, but were not yet due and owing or were not paid in full, as of the Third Round Petition Date, including those Taxes subsequently determined upon audit to be owed for periods prior to the Third Round Petition Date; provided, however, that the amount of the payments relating to prepetition Taxes and Fees shall not exceed \$1,960,000 for both the Joint Debtors and the Additional Debtors absent further order of the Court.

11. The Additional Debtors are authorized, but not directed, to pay all prepetition Insurance Obligations that have accrued for the Additional Debtors, but were not yet due and owing or were not paid in full, as of the Petition Date; *provided, however*, that the amount of the payments relating to prepetition Insurance Obligations shall not exceed \$10,000 absent further order of the Court.

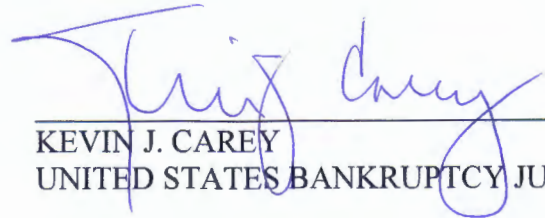
12. The Debtors and the Clerk of the Court are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

13. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' chapter 11 cases.

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

15. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 12, 2018
Wilmington, Delaware



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE