

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)

Ref. Doc. No. 673, 771

**ORDER, PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE,  
AUTHORIZING REJECTION OF TRANSITION SERVICES AGREEMENT  
NUNC PRO TUNC TO THE REJECTION DATE**

Upon the *Debtors' Motion for Entry of an Order, Pursuant to Section 365(a) of the Bankruptcy Code, Authorizing Rejection of Transition Services Agreement Nunc Pro Tunc to the Rejection Date* (the "Motion")<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); 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

<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> Capitalized terms used, but not otherwise defined herein, have the meaning given to them in the Motion.

is adequate and no other or further notice need be given; and this Court having found and determined that the relief sought in the Motion is in the best interest 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,

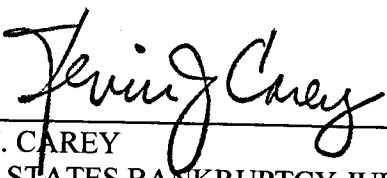
**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Debtor Woodbridge Group of Companies, LLC ("WGC") is hereby authorized to reject that certain *Transition Services Agreement* (the "TSA"), dated as of December 1, 2017, by and between WGC and WFS Holding Co LLC ("Consultant"), and the TSA is hereby rejected *nunc pro tunc* to the Rejection Date.
3. Any claims, defenses, or causes of action that the Debtors or their estates may have against Mr. Shapiro, Consultant, or any of their affiliates, including, without limitation, claims for fraud, breach of fiduciary duty, breach of contract, setoff, recoupment, equitable subordination, and avoidance claims arising under chapter 5 of the Bankruptcy Code, whether or not arising under or related to the TSA, are not waived and are expressly and fully preserved.
4. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption or rejection of any contract or lease other than the TSA, or an admission that any such contract or lease is or is not an executory contract or an unexpired lease, including, without limitation, the Forbearance Agreement, the SNDAs, and the Contribution Agreement, and the Debtors' rights are expressly and fully preserved with respect to all such contracts and leases.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: March 19, 2018  
Wilmington, Delaware

  
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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE