

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: Jan. 10, 2018 at 10:00 a.m. (ET)

Obj. Deadline: Dec. 28, 2017 at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR AN ORDER EXTENDING THE TIME
WITHIN WHICH THE DEBTORS MUST FILE THEIR SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") hereby move the Court (this "Motion") for the entry of an order (the "Order"), substantially in the form attached hereto as Exhibit A, pursuant to sections 105(a) and 521 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 1007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), setting a deadline ninety (90) days after the Petition Date (as defined below) by which the Debtors must file their schedules of assets and liabilities and statement of financial affairs (collectively, the "Schedules and SOFAs"). In support of this Motion, the Debtors respectfully states as follows:

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 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, 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' proposed noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief sought herein are sections 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rule 1007, and Local Rule 1007-1.

GENERAL BACKGROUND

2. On December 4, 2017 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. The Chapter 11 Cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

3. On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code.

4. Information regarding the Debtors’ history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of

the Chapter 11 Cases can be found in the *Declaration of Lawrence R. Perkins in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief* (the "First Day Declaration"), [Docket No. 12], filed on the Petition Date.²

BACKGROUND SPECIFIC TO THE RELIEF REQUESTED

5. Although section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c) require the Debtors to file their Schedules and SOFAs within fourteen (14) days after the Petition Date, unless the Court orders otherwise, Local Rule 1007-1(b) extends the filing deadline for the Schedules and SOFAs to thirty (30) days following the commencement of a chapter 11 case if (i) the chapter 11 petition is accompanied by a list of all of the Debtors' creditors and their addresses in accordance with Local Rule 1007-2 and (ii) the total number of creditors in the Debtors' case exceeds 200. On the Petition Date, the Debtors filed a list of their creditors that reflects a total number of creditors in excess of 200 [Docket No. 34]. Therefore, absent the relief requested in this Motion, the Debtors must file their Schedules and SOFAs within thirty (30) days of the Petition Date, or by January 3, 2018.

RELIEF REQUESTED

6. By this Motion, the Debtors request entry of an order extending the thirty-day period within which the Debtors must file their Schedules and SOFAs by an additional sixty (60) days, through and including March 5, 2018, without prejudice to the Debtors' ability to request additional extensions.

BASIS FOR RELIEF

7. The Court has authority to grant the requested extension under Bankruptcy Rule 1007(c). Bankruptcy Rule 1007(c) provides that "any extension of time to file schedules,

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the First Day Declaration.

statements and other documents required under this rule may be granted only on motion for cause shown and on notice to the United States trustee, any [official] committee . . . trustee, examiner, or other party as the court may direct.” Fed. R. Bankr. P. 1007(c). Similarly, Local Rule 1007-1(b) provides that such an extension “shall be granted, for cause, only upon filing of a motion by the debtor.” Del. Bankr. L.R. 1007-1(b).

8. Completing the Schedules and SOFAs requires the Debtors and their professionals to collect, review, and assemble a substantial amount of information. The Debtors’ business is a large and complex enterprise, with hundreds of properties and potentially thousands of creditors and/or other parties in interest. Although the Debtors have been working diligently towards completing their Schedules and SOFAs, the Debtors need an extension to file their Schedules and SOFAs given the number of creditors; the size and complexity of the Debtors’ businesses; the limited staffing available to gather, process, and complete the Schedules and SOFAs; and the sheer number of Debtors, each of which will require its own Schedule and SOFA.

9. Although the above facts alone justify the requested extension, a further extension will also help to ensure the accuracy of the Schedules and SOFAs. Lawrence Perkins, the Debtors’ chief restructuring officer, and his firm, SierraConstellation Partners (“Sierra”), have been involved in the business for only a relatively brief period of time. Mr. Perkins, with the assistance of Sierra, is working to supplement and validate the Debtors’ books and records. Given the volume of information to be reviewed and to be provided, this task is no small feat. Nonetheless, these efforts are worthwhile and will benefit all interested parties. As a result, the Schedules and SOFAs will be more accurate and reliable.

10. Finally, the rights of claimants and parties-in-interest will not be prejudiced by the requested extension and, although the Debtors are requesting an additional sixty (60) days to file their Schedules and SOFAs, the Debtors intend to produce the Schedules and SOFAs on a rolling basis and will file them as they become available. For all of these reasons, the requested extension is justified. As such, the Debtors respectfully request that the Court extend the deadline for filing the Schedules and SOFAs to ninety (90) days from the Petition Date, without prejudice to the Debtors' right to seek further extensions of such periods upon a showing of cause therefore pursuant to Bankruptcy Rule 1007 and Local Rule 1007-1(b).

NOTICE

11. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) counsel for the DIP Lender; (iii) counsel to the Committee, once appointed; and (iv) all parties who have requested notice in the Chapter 11 Cases pursuant to Local Rule 2002-1. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem proper.

Dated: Wilmington, Delaware
December 14, 2017

/s/ Ian J. Bambrick

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Proposed Counsel to the Debtors and Debtors in Possession

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018 at 10:00 a.m. (ET)

Objection Deadline: December 28, 2017 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) THOSE CREDITORS HOLDING THE THIRTY (30) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES (ON A CONSOLIDATED BASIS); (IV) THE COMMITTEE OF UNSECURED CREDITORS; AND (V) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") have filed the attached *Debtors' Motion for an Order Extending the Time Within Which the Debtors Must File Their Schedules of Assets and Liabilities and Statement of Financial Affairs* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed on or before **December 28, 2017 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any response or objection upon the proposed undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON JANUARY 10, 2018 AT 10:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT

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OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5,
WILMINGTON, DELAWARE 19801.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE
MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH
THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE
MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: Wilmington, Delaware
December 14, 2017

/s/ Allison S. Mielke

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*Proposed Counsel to the Debtors and Debtors in
Possession*

EXHIBIT A

PROPOSED ORDER

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. ____

**ORDER EXTENDING THE TIME WITHIN WHICH THE
DEBTORS MUST FILE THEIR SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

Upon the *Debtors’ Motion for An Order Extending the Time within which the Debtors Must File their Schedules of Assets and Liabilities and Statement of Financial Affairs* (the “Motion”)² 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 is

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

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 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. The time within which the Debtors must file their Schedules and SOFAs is extended through and including March 5, 2018, without prejudice to the Debtors' right to seek further extensions of such periods upon a showing of cause therefore.
3. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.
4. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.
6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE