

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Ref. Docket No. 783
	:	
	:	

CERTIFICATION OF COUNSEL

The undersigned proposed counsel for the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Noteholder Group”) hereby certifies as follows:

1. On March 12, 2018, the Noteholder Group filed a motion to extend the deadline for filing complaints under section 523(c) of the Bankruptcy Code, to the extent applicable [D.I. 741] (the “Motion”). Objections to the Motion were due to be filed by March 26, 2018.

2. On March 19, 2018, the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) filed a joinder to the Motion [D.I. 780] (the “Joinder”) requesting certain changes to the proposed form of order that are acceptable to the Noteholder Group. No other responses were filed or received with respect to the Motion.

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. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

3. A revised form of order reflecting the changes requested by the Unitholders' Committee is attached as Exhibit A. For the Court's convenience, a blackline showing changes from the original form of order filed with the Motion is attached as Exhibit B hereto.

WHEREFORE, the Noteholder Group respectfully requests that the Court enter the Proposed Order attached as Exhibit A hereto at its earliest convenience, without further notice or hearing.

[Remainder of page intentionally left blank]

Dated: April 4, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Patrick A. Jackson

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 to the Ad Hoc Noteholder
Group Formed Pursuant to January 23, 2018,
Order [D.I. 357]*

EXHIBIT A

Revised Order

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

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Ref. Docket Nos. 741, 780 & ____
	:	
	:	

**ORDER EXTENDING THE DEADLINE FOR NOTEHOLDERS
AND UNITHOLDERS TO FILE COMPLAINTS UNDER SECTION 523(c)
OF THE BANKRUPTCY CODE, TO THE EXTENT APPLICABLE**

Upon the motion (the “Motion”)² of the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Noteholder Group”) pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 4007(c), and Local Rule 9006-2 for entry of an order extending the deadline for filing complaints under section 523(c) of the Bankruptcy Code (the “523(c) Deadline”), to the extent applicable; and upon the joinder (the “Joinder”) of the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) of Woodbridge Mortgage Investment Fund Entities,³ on behalf of all non-insider unitholders (the “Unitholders”); and the

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. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

³ The Funds consist of the following Debtors: (i) Woodbridge Mortgage Investment Fund 1, LLC; (ii) Woodbridge Mortgage Investment Fund 2, LLC; (iii) Woodbridge Mortgage Investment Fund 3, LLC; (iv) Woodbridge Mortgage Investment Fund 3A, LLC; (v) Woodbridge Mortgage Investment Fund 4, LLC; (vi) Woodbridge Commercial Bridge Loan Fund 1, LLC; and (vii) Woodbridge Commercial Bridge Loan Fund 2, LLC.

Court having jurisdiction over the Motion and Joinder under 28 U.S.C. §§ 1334(b) and 157(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and the Motion and Joinder being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and it appearing that the Court may enter a final order consistent with Article III of the United States Constitution; and venue of the Motion and Joinder in this district being proper under 28 U.S.C. § 1409; and the Court having determined that notice of the Motion and Joinder was due and proper under the circumstances, and that no other or further notice need be provided; and after due deliberation, and sufficient cause appearing therefor, it is HEREBY ORDERED as follows:

1. The Motion and Joinder are GRANTED as set forth herein.
2. The Section 523(c) Deadline as applicable in any chapter 11 case is hereby extended for Noteholders and Unitholders through and including the earlier of (i) the deadline to file objections with respect to any disclosure statement filed in such case and (ii) July 10, 2018 (the "Extended Deadline"), without prejudice to the Noteholder Group's, the Unitholders' Committee's, or any Noteholder's or Unitholder'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 pursuant to section 523(c) of the Bankruptcy Code.
3. The Court retains jurisdiction over any matters relating to the interpretation or enforcement of this Order.

Dated: _____, 2018
Wilmington, Delaware

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Blackline of Revised Order to Original Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
WOODBRIIDGE GROUP OF	:	Case No. 17-12560 (KJC)
COMPANIES LLC, <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Ref. Docket Nos. 741, 780 & _____
	:	
	:	

**ORDER EXTENDING THE DEADLINE FOR NOTEHOLDERS
AND UNITHOLDERS TO FILE COMPLAINTS UNDER SECTION 523(c) OF THE
OF THE BANKRUPTCY CODE, TO THE EXTENT APPLICABLE**

Upon the motion (the “Motion”)² of the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Noteholder Group”) pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 4007(c), and Local Rule 9006-2 for entry of an order extending the deadline for filing complaints under section 523(c) of the Bankruptcy Code (the “523(c) Deadline”), to the extent applicable; and upon the joinder (the “Joinder”) of the Official Ad Hoc Committee of Unitholders (the “Unitholders’ Committee”) of Woodbridge Mortgage Investment Fund Entities,³ on behalf of all non-insider unitholders (the “Unitholders”); and the

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. A complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses may be obtained on the website of the Debtors’ noticing and claims agent at www.gardencitygroup.com/cases/WGC.

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

³ The Funds consist of the following Debtors: (i) Woodbridge Mortgage Investment Fund 1, LLC; (ii) Woodbridge Mortgage Investment Fund 2, LLC; (iii) Woodbridge Mortgage Investment Fund 3, LLC; (iv) Woodbridge Mortgage Investment Fund 3A, LLC; (v) Woodbridge Mortgage Investment Fund 4, LLC; (vi) Woodbridge Commercial Bridge Loan Fund 1, LLC; and (vii) Woodbridge Commercial Bridge Loan Fund 2, LLC.

Court having jurisdiction over the Motion and Joinder under 28 U.S.C. §§ 1334(b) and 157(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and the Motion and Joinder being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and it appearing that the Court may enter a final order consistent with Article III of the United States Constitution; and venue of the Motion and Joinder in this district being proper under 28 U.S.C. § 1409; and the Court having determined that notice of the Motion and Joinder was due and proper under the circumstances, and that no other or further notice need be provided; and after due deliberation, and sufficient cause appearing therefor, it is HEREBY ORDERED as follows:

1. The Motion ~~is~~ and Joinder are GRANTED as set forth herein.

2. The Section 523(c) Deadline as applicable in any chapter 11 case is hereby extended for Noteholders and Unitholders through and including the earlier of (i) the deadline to file objections with respect to any disclosure statement filed in such case and (ii) July 10, 2018 (the “Extended Deadline”), without prejudice to the Noteholder Group’s, the Unitholders’ Committee’s, or any Noteholder’s or Unitholder’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 pursuant to section 523(c) of the Bankruptcy Code.

3. The Court retains jurisdiction over any matters relating to the interpretation or enforcement of this Order.

Dated: _____, 2018
Wilmington, Delaware

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
Litéra® Change-Pro TDC 10.0.0.20 Document comparison done on 4/4/2018 9:55:16 AM	
Style name: DBR Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://WORKSITE/ACTIVE/91551578/2	
Modified DMS: iw://WORKSITE/ACTIVE/91551578/3	
Changes:	
<u>Add</u>	17
Delete	5
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	1
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	23