

**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. 784
	:	
	:	

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 19, 2018, the Noteholder Group filed an application to retain Conway MacKenzie, Inc. as its financial advisor [D.I. 784] (the “CM Retention App”). Objections to the CM Retention App were due to be filed by April 2, 2018.

2. Prior to the objection deadline, the Noteholder Group received comments from the above-captioned Debtors and the Official Committee of Unsecured Creditors (“UCC”) concerning the CM Retention App. To resolve these comments, the Noteholder Group made certain changes to the proposed form of order, including a requirement that the employment and

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.

retention of Dundon Advisers LLC be sought by separate application.² No other responses were filed or received with respect to the CM Retention App.

3. A revised form of order reflecting the changes made in response to the Debtors' and the UCC's comments is attached as Exhibit A hereto. For the Court's convenience, a blackline showing changes from the original form of order filed with the CM Retention App 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]

² The CM Retention App had contemplated that staff from Dundon Advisers LLC would associate with Conway MacKenzie, Inc. as contractors for purposes of the Ad Hoc Noteholder Group engagement, to provide additional subject matter expertise on securities, trading, and certain transactional and litigation advisory matters.

Dated: April 4, 2018
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Patrick A. Jackson

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*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 DELAWARE**

In re:	:	Chapter 11
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WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	Re. Docket Nos. 784 & ____
	:	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR FOR
THE AD HOC NOTEHOLDER GROUP**

Upon the certification of proposed counsel for the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”) concerning the Ad Hoc Noteholder Group’s application (the “Application”) in the above-captioned chapter 11 cases for entry of an order authorizing the Ad Hoc Noteholder Group to employ and retain Conway MacKenzie, Inc. (“Conway MacKenzie”) as financial advisor pursuant to section 1103 of title 11 of the United States Code; and upon the Declaration of Matthew D. Sedigh (the “Sedigh Declaration”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware; and it appearing that the Application is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court can enter a final order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of

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title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Sedigh Declaration, that Conway MacKenzie does not hold or represent an adverse in connection with the cases, and that Conway MacKenzie is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Ad Hoc Noteholder Group, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Sedigh Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby **ORDERED**, that:

1. The Application is GRANTED to the extent set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code, the Ad Hoc Noteholder Group is authorized to employ and retain Conway MacKenzie as financial advisor *nunc pro tunc* to February 5, 2018 on the terms and conditions set forth in the Application, which is hereby approved in all respects except as otherwise provided in this Order.
3. Notwithstanding anything to the contrary in the Application, the employment and retention of Dundon Advisers LLC shall be subject to approval by the Court on separate application, after notice and a hearing, and nothing in this Order shall constitute approval of any staffing agreement or arrangement between Conway MacKenzie and Dundon Advisers LLC.
4. Conway MacKenzie shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the chapter 11 cases in

compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, any case-specific fee protocols approved by the Court and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court, and any other applicable procedures and orders of the Court.

5. The Ad Hoc Noteholder Group and Conway MacKenzie are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. For the avoidance of doubt, entry of this Order is without prejudice to the rights of the Creditors' Committee and the Debtors to contend that work done by Conway MacKenzie (including, but not limited to, work listed in the Application) was done in contravention of the Settlement Order, as beyond the scope listed in the Settlement Order.

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

8. During the course of these bankruptcy cases, this Court has and shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: April _____, 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 DELAWARE**

In re:	:	Chapter 11
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WOODBRIIDGE GROUP OF COMPANIES LLC, <i>et al.</i> , ¹	:	Case No. 17-12560 (KJC)
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	:	(Jointly Administered)
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Debtors.	:	Re. Docket Nos. 784 & <u> </u>
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR FOR
THE AD HOC NOTEHOLDER GROUP**

Upon the ~~application (the “Application”)~~ of certification of proposed counsel for the Ad Hoc Group of Noteholders Formed Pursuant to January 23, 2018, Order [D.I. 357] (the “Ad Hoc Noteholder Group”) concerning the Ad Hoc Noteholder Group’s application (the “Application”) in the above-captioned chapter 11 cases for entry of an order authorizing the Ad Hoc Noteholder Group to employ and retain Conway MacKenzie, Inc. (“Conway MacKenzie”) as financial advisor ~~nunc pro tunc to January 23, 2018,~~ pursuant to section 1103 of title 11 of the United States Code; and upon the Declaration of Matthew D. Sedigh (the “Sedigh Declaration”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware; and it appearing that the Application is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court can enter a final

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order consistent with Article III of the United States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Sedigh Declaration, that Conway MacKenzie does not hold or represent an adverse in connection with the cases, and that Conway MacKenzie is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Ad Hoc Noteholder Group, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Sedigh Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby **ORDERED**, that:

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Application, which is hereby approved in all respects except as otherwise provided in this Order.

3. Notwithstanding anything to the contrary in the Application, the employment and retention of Dundon Advisers LLC shall be subject to approval by the Court on separate application, after notice and a hearing, and nothing in this Order shall constitute approval of any staffing agreement or arrangement between Conway MacKenzie and Dundon Advisers LLC.

4. ~~3.~~ Conway MacKenzie shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, any case-specific fee protocols approved by the Court and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court, and any other applicable procedures and orders of the Court.

5. ~~4.~~ The Ad Hoc Noteholder Group and Conway MacKenzie are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. For the avoidance of doubt, entry of this Order is without prejudice to the rights of the Creditors' Committee and the Debtors to contend that work done by Conway MacKenzie (including, but not limited to, work listed in the Application) was done in contravention of the Settlement Order, as beyond the scope listed in the Settlement Order.

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8. ~~6.~~ During the course of these bankruptcy cases, this Court has and shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: April _____, 2018
Wilmington, Delaware

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
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Intelligent Table Comparison: Active	
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Modified DMS: iw://WORKSITE/ACTIVE/91775297/2	
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Delete	9
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
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