

**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 19, 2018, the Noteholder Group filed an application to retain Drinker Biddle & Reath LLP as its counsel [D.I. 783] (the “DBR Retention App”). Objections to the DBR 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 DBR Retention App. To resolve these comments, the Noteholder Group made certain changes to the proposed form of order. No other responses were filed or received with respect to the DBR Retention App.

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 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 DBR 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]

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. 783 & ____
	:	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF DRINKER BIDDLE & REATH LLP AS COUNSEL 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 Drinker Biddle & Reath LLP (“Drinker Biddle”) as its counsel pursuant to the Settlement Order and sections 105(a), 328(a) 1103 of title 11 of the United States Code; and upon the Declaration of Steven K. Kortanek of Drinker Biddle & Reath LLP (the “Kortanek Declaration”) attached to the Application as **Exhibit B**; 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

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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 Kortanek Declaration, that Drinker Biddle does not hold or represent an adverse in connection with the cases, and that Drinker Biddle 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 Kortanek 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 Drinker Biddle as counsel *nunc pro tunc* to February 1, 2018.
3. Drinker Biddle 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. Drinker Biddle also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

4. Drinker Biddle shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group before any increases in the rates set forth in the Application or any agreement entered into in connection with the Ad Hoc Noteholder Group's retention of Drinker Biddle are implemented and shall file such notice with the Court, provided, however, that in the event that Drinker Biddle attorneys responsible for the matter do not have sufficient advance notice of such rate increases, Drinker Biddle shall provide notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group as soon as practicable after the information regarding rate increases becomes available to Drinker Biddle attorneys responsible for this matter. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Drinker Biddle shall make all reasonable efforts to avoid any inappropriate duplication of services provided by any of the Ad Hoc Noteholder Group's other retained Professionals in these Chapter 11 Cases.

6. No agreement or understanding exists between Drinker Biddle and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received

for services rendered in connection with this case. Drinker Biddle shall not share or agree to share compensation received for services rendered in connection with this case with any other person other than as permitted by Bankruptcy Code section 504.

7. Notwithstanding anything in the Application to the contrary, Drinker Biddle shall, (i) to the extent that Drinker Biddle uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) in this case, pass-through the cost of such Contractors to the Debtor at the same rate that Drinker Biddle pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Drinker Biddle’s retention; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

8. Notwithstanding anything to the contrary in the Application, any order entered in connection therewith, or any agreement entered into in connection with the retention of Drinker Biddle, Drinker Biddle shall not seek reimbursement of expenses for office supplies.

9. The Ad Hoc Noteholder Group and Drinker Biddle 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.

10. 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 Drinker Biddle (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.

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

12. 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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WOODBIDGE 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. <u>783 & _____</u>
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ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF DRINKER BIDDLE & REATH LLP AS COUNSEL FOR
THE AD HOC NOTEHOLDER GROUP

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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 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 Kortanek Declaration, that Drinker Biddle does not hold or represent an adverse in connection with the cases, and that Drinker Biddle 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 Kortanek Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

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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. Drinker Biddle also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

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Dated: April _____, 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 4/3/2018 4:26:39 PM	
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Intelligent Table Comparison: Active	
Original DMS: iw://WORKSITE/ACTIVE/91772025/1	
Modified DMS: iw://WORKSITE/ACTIVE/91772025/2	
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Delete	8
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:	20