

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket Nos. 759 & 901

**ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND  
PROOFS OF INTEREST AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)<sup>2</sup> filed by the above-captioned debtors and debtors in possession (the “Debtors”) in these jointly administered chapter 11 cases (the “Chapter 11 Cases”), for entry of an order, pursuant to sections 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) establishing 5:00 p.m. (prevailing Eastern Time) on the date that is 60 days after the Bar Date Notice Mailing Date (the “General Bar Date”) as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file (x) a proof of claim (each, a “Proof of Claim”) based on claims against the Debtors that arose prior to the

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<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 <http://cases.gardencitygroup.com/wgc>, or by contacting the undersigned counsel for the Debtors.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

applicable Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days prior to the applicable Petition Date and (y) a proof of interest (each, a “Proof of Interest”) based on ownership interests in the Debtors, (ii) establishing 5:00 p.m. (prevailing Eastern Time) on the dates listed with respect to each Debtor on Exhibit I to the Bar Date Notice, a copy of which is attached hereto as Exhibit 1, as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtors (the “Government Bar Date”), (iii) approving the Bar Date Notice Procedures, (iv) approving the Supplemental Bar Date and Rejection Bar Date with respect to claims filed in response to amendments of the Schedules or for rejection damage claims, respectively; (v) approving the proposed form of Bar Date Notice, and (vi) approving the proposed manner of publication of the Bar Date Notice; and upon consideration of the record of these Chapter 11 Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Chapter 11 Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein, (i) 5:00 p.m. (prevailing Eastern Time) on the date that is 60 days after the Bar Date Notice Mailing Date is established as the General Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 180 days after such Debtor's respective Petition Date is established as the Government Bar Date. The Government Bar Dates are listed on **Exhibit I** to the Bar Date Notice and are posted on the Claims Agent's website, <https://cases.gardencitygroup.com/wgc>.
3. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any claim (as defined in section 101(5) of the Bankruptcy Code) against a Debtor that arose prior to the applicable Petition Date, must file an original, written proof of such claim that substantially conforms to the proof of claim form (the "Proof of Claim Form"), attached as **Exhibit 2**, so as to be received on or before the applicable Bar Date by the Claims Agent.
4. If the Debtors file an amendment to or supplement their Schedules subsequent to the mailing of the Bar Date Notice and related information, they will provide notice of any such amendment or supplement to the holders of the claims affected thereby within 10 days of such filing. Holders of the claims affected by any such amendments must file any Proofs of Claim with respect to such claims on or before the later of (i) the General Bar Date or Government Bar Date, as applicable and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 21 days after the date on which notice is served (the "Supplemental Bar Date").
5. Any counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease must file a Proof

of Claim based on such rejection on or before the later of: (i) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the date the claimant is served with notice of entry of an order approving the rejection of the executory contract or unexpired lease and (ii) the General Bar Date (the "Rejection Bar Date").

6. The following persons or entities are **not** required to file a Proof of Claim on or before the applicable Bar Date:

- a. any person or entity whose claim is listed on the Schedules and (i) whose claim is not described therein as "disputed," "contingent," or "unliquidated," (ii) who does not dispute the amount or nature of the claim as set forth in the Schedules, and (iii) who does not dispute that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed;
- b. any holder of a note against one or more Debtors (each, a "Noteholder") whose claim is listed on the Schedules (Schedule F) and whose claim is not described therein as "disputed," "contingent," or "unliquidated," is *not required* to file a Proof of Claim on or before the applicable Bar Date *unless* such Noteholder disputes (x) the amount of the claim as set forth in the Schedules or (y) the specific Debtor against which the claim as set forth in the Schedules is listed;
- c. any holder of a unit against the Debtors (each, a "Unitholder") whose claim is listed on the Schedules (Schedule F) and is described therein as "disputed" is not required to file a Proof of Claim or Proof of Interest on or before the applicable Bar Date *unless* such Unitholder disputes (i) the amount of such claim as set forth in the Schedules or (ii) the specific Debtor against which such claim as set forth in the Schedules is listed. For the avoidance of doubt, (i) whether the manner in which the Debtors list Unitholders' claims on their Schedules is as "disputed" or not, and (ii) whether a Unitholder files a proof of claim or interest or not, any Unitholder listed on the Schedules or who otherwise files a proof of claim or interest by the applicable Bar Date will be deemed to have asserted an unsecured claim, not subject to subordination under section 510(b) of the Bankruptcy Code or otherwise, with respect to the Units it holds against the Debtor entity in which the Units were purchased; provided, however, that any deemed assertion of claims by a Unitholder shall not be deemed to determine the ultimate classification or treatment of any such asserted claims for any purpose in the Chapter 11 Cases, whether under a plan or otherwise;

- d. any person or entity whose claim has been paid in full by the Debtors, pursuant to the relief granted by an order of the Bankruptcy Court or otherwise;
- e. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, except for a holder of a claim arising under section 503(b)(9) of the Bankruptcy Code, which must be asserted by filing a Proof of Claim on or prior to the General Bar Date;
- f. any person or entity that holds a claim that has been allowed by a final order of this Court entered on or before the applicable Bar Date;
- g. any holder of a claim for which a separate deadline is fixed by this Court;
- h. any holder of a claim against the Debtors that has previously been properly filed with the Clerk of the Court or with the Claims Agent (utilizing a claim form that substantially conforms to the Proof of Claim Form);
- i. any Debtor holding a claim against another Debtor;
- j. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- k. any current employee who has a claim for accrued prepetition paid time off ("PTO"), to the extent that an order of this Court previously authorized the Debtors to honor his or her claim in the ordinary course; *provided, however,* that a current employee must submit a Proof of Claim by the General Bar Date if his or her claim relates to (i) any wage or benefit other than PTO or (ii) damages arising from claims for wrongful termination, discrimination, and/or workers' compensation insurance;
- l. any current officer or director who has a claim for indemnification, contribution, or reimbursement; and
- m. the DIP Lender.

7. Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, or governmental unit) that asserts any ownership interest in a Debtor must file an original, written proof of such interest that substantially conforms to the proof of interest form (the "Proof of Interest Form"), attached as **Exhibit 3** hereto, so as to be received on or before the applicable Bar Date by the Claims Agent; *provided, however,* that the

sole exception to the foregoing is that no Debtor need file a Proof of Interest in respect of an ownership interest asserted in any other Debtor.

8. Claimants who wish to rely on the Schedules bear the sole responsibility for determining that their claims are accurately described therein.

9. The Claims Agent shall mail the Bar Date Package on a date that is on or after the Schedules Filing Date. Each party in interest that is entitled to receive notice hereunder will receive a Proof of Claim Form, and parties who are either known holders of interests or asserted holders of interests will also receive a Proof of Interest Form.

10. The Claims Agent shall prominently display the Bar Dates and post the Proof of Claim Form, Proof of Interest Form, and Bar Date Notice on its website at <http://cases.gardencitygroup.com/wgc>.

11. All Proofs of Claim filed against the Debtors must substantially conform to the Proof of Claim Form, and all Proofs of Interests filed in the Debtors must substantially conform to the Proof of Interest Form, and all **original** Proofs of Claim and Proofs of Interest must be received by the Claims Agent on or before the applicable Bar Date by first-class mail, overnight delivery service, or hand delivery as follows:

a. If sent via first class mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P.O. Box 10545  
Dublin, Ohio, 43017-0208

b. If hand deliver or sent via overnight mail:  
Woodbridge Group of Companies, LLC  
c/o GCG  
P5151 Blazer Parkway, Suite A  
Dublin, Ohio, 43017;

Alternatively, any party can file a Proof of Claim electronically via the interface available on the case administration website maintained by the Claims Agent at

<http://cases.gardencitygroup.com/wgc>. Any party that electronically files a Proof of Claim shall retain such Proof of Claim (and supporting documents) with an original signature for a period of not less than two (2) years from the date the Proof of Claim is electronically filed.

12. Proofs of Claim and Proofs of Interest will be deemed timely filed only if **actually received** by the Claims Agent on or before the applicable Bar Date.

13. Each Proof of Claim and Proof of Interest must:

- a. be written in the English language;
- b. denominate the claim or interest in lawful currency of the United States as of the applicable Petition Date;
- c. conform substantially with the Proof of Claim Form or Proof of Interest Form, as applicable;
- d. be signed by the claimant or interest holder, or by an authorized agent of the claimant or interest holder;
- e. indicate the particular Debtor against which the claim or interest is asserted;
- f. include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a Proof of Claim or Proof of Interest may be filed without supporting documentation upon the prior written consent of the Debtors;
- g. set forth the legal and factual basis for the alleged claim or interest;
- h. provide whether the claimant or interest holder has asserted any Debtor-related claims against any third party and, if so, identify where the claimant or interest holder asserted said claims against the third party in question; and

- i. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the applicable Petition Date, and (ii) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted and, if possible, identifying the date and time of delivery.

14. Notwithstanding anything to the contrary in this Order, failure to provide the information required by paragraph 13(h) above shall not, in itself, constitute grounds for disallowance of a claim or an interest.

15. Parties who wish to receive from the Claims Agent a proof of receipt of their proofs of claim or interest, must also include with their original Proof of Claim or Proof of Interest a copy of such claim or interest and a self-addressed and pre-stamped envelope. Parties will receive automatic confirmation of Proofs of Claims submitted electronically.

16. All entities asserting claims or interests against more than one Debtor shall be required to file a separate Proof of Claim or Proof of Interest with respect to each such Debtor.

17. All holders of claims under section 503(b)(9) of the Bankruptcy Code shall be required to file a Proof of Claim prior to the General Bar Date.

18. Unless otherwise ordered by the Court, any holder of a claim or interest against any of the Debtors who is required, but fails, to file proof of such claim or interest, as applicable, in accordance with the Bar Date Order on or before the applicable Bar Date may be forever barred, estopped, and enjoined from asserting such claim or interest against or in the Debtors, and shall not be treated as a creditor with respect to such claim or as an interest holder with respect to such interest for purposes of voting on and distributions under any chapter 11 plan filed in these Chapter 11 Cases, unless, with respect to claims, such holder's claim is set forth in the Schedules as non-contingent, liquidated, and undisputed.



19. Notice of the Bar Date Package shall be deemed good, adequate, and sufficient notice if it is served by deposit in the United States mail, first class postage prepaid, on a date that is on or after the Schedules Filing Date, upon the following Bar Date Notice Parties (provided, however, that a Proof of Interest Form need be served only on parties who are either known holders of interests or asserted holders of interests):

- a. the U.S. Trustee;
- b. counsel to the Committee, counsel to the Noteholder Group, and counsel to the Unitholder Group;
- c. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- d. all known holders of interests;
- e. all parties known to the Debtors as having potential claims against, or interests in, any of the Debtors' estates;
- f. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- g. all parties to litigation with any of the Debtors (as of the date of the entry of the Bar Date Order);
- h. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- i. the Internal Revenue Service;
- j. all regulatory agencies that have jurisdiction over the Debtors, including, for the avoidance of doubt, the Securities Exchange Commission;
- k. all applicable state and local tax authorities;
- l. the Debtors' current officers, directors, and employees; and
- m. the Debtors' former officers, directors, sales agents, brokers, and employees (to the extent that contact information for such former officers, directors, brokers, sales agents, and employees is available in the Debtors' records) for the five years prior to the Petition Dates.

20. The Bar Date Notice, the Proof of Claim Form, and the Proof of Interest Form, each substantially in the form annexed hereto as Exhibit 1 and Exhibit 2 and Exhibit 3, respectively, are approved in all respects.

21. Pursuant to Bankruptcy Rule 2002(1), the Court finds that notice by mail to all potential creditors is impracticable and therefore the Debtors shall, on or near the Bar Date Notice Mailing Date, publish the Bar Date Notice with the same content set forth in Exhibit 1 hereto, with such changes as may be required for publication, once in the national edition of *USA Today*, once in the *Los Angeles Times*, and once in the *TCPalm/Treasure Coast News* or similar publication, which publication is hereby approved in all respects and which shall be deemed good, adequate, and sufficient publication notice of the Bar Dates.

22. The Debtors retain all rights to (i) object to any Proof of Claim or Proof of Interest on any grounds; (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or otherwise; and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined.

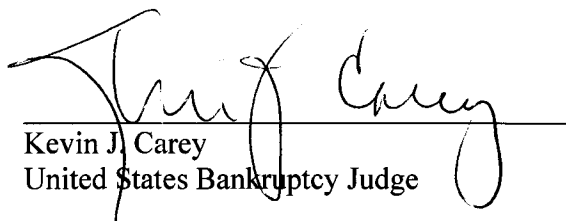
23. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors in connection with claims they may have against any of the Debtors in these Chapter 11 Cases.

24. Entry of this Order is without prejudice to the rights of the Debtors to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtors.

25. The Debtors and the Claims Agent are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

26. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: April 4, 2018  
Wilmington, Delaware



Kevin J. Carey  
United States Bankruptcy Judge