

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

In re:

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

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hrg. Date: April 2, 2019 at 10:00 a.m. (ET)

Obj. Deadline: February 22, 2019 at 4:00 p.m. (ET)

**DEBTORS' FIFTH (5TH) OMNIBUS (NON-SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

**PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES
AND THEIR DISPUTED CLAIMS IDENTIFIED ON EXHIBIT A, EXHIBIT B,
AND EXHIBIT C TO THE PROPOSED ORDER**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) hereby file this objection (this “Objection”), pursuant to section 502 of title 11 of the United States Code, 11 U.S.C. §§ 101–1531 (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 3007-1 and 3007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to each of the claims filed against the Debtors and their estates that are listed on Exhibit A, Exhibit B, and Exhibit C (collectively, the “Disputed Claims”) to the proposed form of order attached hereto as Exhibit 2 (the “Proposed Order”), and request the entry of the Proposed Order modifying the Disputed Claims, as indicated in further

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. 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 www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

detail below and on Exhibit A, Exhibit B, and Exhibit C to the Proposed Order. In support of this Objection, the Debtors rely on the declaration of Bradley Sharp (the “Sharp Declaration”), a copy of which is attached hereto as Exhibit 1. In further support of this Objection, the Debtors respectfully represent as follows:

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 Objection 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 before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are Bankruptcy Code section 502(b), Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2.²

GENERAL BACKGROUND

2. On December 4, 2017, 279 of the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code, and on February 9, 2018, March 9, 2018, March 23, 2018, and March 27 2018, additional affiliated Debtors (27 in total) commenced voluntary cases under chapter 11 of the Bankruptcy Code (collectively, the “Petition Dates”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the *First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* (the “Plan”).

3. The Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No trustee or examiner has been appointed in the Chapter 11 Cases. An official committee of unsecured creditors (the “Committee”) was appointed in the Chapter 11 Cases on December 14, 2017 [D.I. 79]. On January 23, 2018, the Court approved a settlement providing for the formation of an ad hoc noteholder group (the “Noteholder Group”) and an ad hoc unitholder group (the “Unitholder Group”) [D.I. 357].

4. Information about the Debtors’ business, capital structure and the events leading up to the commencement of these Chapter 11 Cases is set forth in the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [D.I. 2398].

DEBTORS’ SCHEDULES; BAR DATE ORDER; AND PROOFS OF CLAIM

5. On December 5, 2017, the Court entered an order [D.I. 46] appointing Garden City Group, LLC (“GCG”) as claims and noticing agent in these Chapter 11 Cases. Among other things, GCG is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these Chapter 11 Cases and (b) maintain the official claims register for the Debtors.

6. On April 5, 2018, the Court entered an order [D.I. 911] (the “Bar Date Order”) establishing, *inter alia*, June 19, 2018 (the “Bar Date”) as the general bar date for the filing of proofs of claim against the Debtors. On April 20, 2018, the Debtors filed the *Notice of Deadlines for Filing of Proofs of Claim and Proofs of Interest* [D.I. 1599] (the “Bar Date Notice”), pursuant to which the Debtors provided notice of, *inter alia*, the Bar Date. The Debtors served the Bar Date Notice in accordance with the procedures set forth in the Bar Date Order. *See* D.I. 1688 (Affidavit of Service).

7. On April 15 and 16, 2018, the Debtors filed their Schedules of Assets and Liabilities.

8. On August 3, 2018, the Debtors filed the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors* [Docket No. 2284] (as subsequently revised, the “Disclosure Statement”). The Disclosure Statement included, as Schedule 3 thereto, a “Schedule of Principal Amounts and Prepetition Distributions,” which set forth the Debtors’ calculation of Net Note Claims³ and Net Unit Claims.⁴ With respect to a small number of claimants, the Debtors subsequently filed a revised Schedule of Principal Amounts and Prepetition Distributions. See Docket No. 2639.

9. On August 21, 2018, the Court entered the *Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Scheduling Plan Confirmation Hearing and Approving For and Manner of Related Notice and Objection Procedures, (IV) Approving Solicitation Packages and Procedures and Deadlines for Soliciting, Receiving, and Tabulating Votes on the Plan, and (V) Approving Forms of Ballots and Notice to Non-Voting Classes* [Docket No. 2396] (the “Solicitation Procedures Order”).

10. The Solicitation Procedures Order approved and attached, as Exhibit 2 thereto, forms of ballots, including ballots for Noteholders and Unitholders (each, a “Ballot”). Each Ballot mailed to a Noteholder or Unitholder (other than Excluded Parties, none of whom are the subject of this Objection) set forth the amount of such claimant’s Net Note Claim and/or Net Unit Claim, as applicable, and explained in bold font that: “**Unless you check the box in this Item 3 indicating that you disagree with the Debtors’ calculation, the Net [Note/Unit] Claim**

³ The Outstanding Principal Amount of the Note Claims held by a particular Noteholder, minus the aggregate amount of all Prepetition Distributions received by such Noteholder.

⁴ The Outstanding Principal Amount of the Unit Claims held by a particular Unitholder, minus the aggregate amount of all Prepetition Distributions received by such Unitholder.

set forth in the Schedule of Principal Amounts and Prepetition Distributions will be the amount of your Net [Note/Unit] Claim for purposes of Distributions under the Plan.” Each Ballot provided the option for a claimant to check a box next to bold text stating that: “**The undersigned Claimant DISPUTES the Net [Note/Unit] Claim amounts set forth in the Schedule of Principal Amounts and Prepetition Distributions.**”

11. No claimant holding a Disputed Claim subject to this Objection elected to opt out of the Debtors’ calculation of such claimant’s Net Note Claim and/or Net Unit Claim. Accordingly, pursuant to the Disclosure Statement Order, those amounts (rather than the amounts in the proofs of claim) are the amounts of the Net Note Claims and Net Unit Claims for purposes of distributions in respect of the Disputed Claims under the Plan.

RELIEF REQUESTED

12. By this Objection, the Debtors request that the Court enter the Proposed Order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rules 3007-1 and 3007-2, modifying the Disputed Claims, as indicated in further detail below and on Exhibit A, Exhibit B, and Exhibit C to the Proposed Order.

13. In accordance with Local Rule 3007-1(e)(i)(E), the Debtors believe that this Objection complies in all material respects with Local Rule 3007-1.

OBJECTION TO DISPUTED CLAIMS

14. Each of the Disputed Claims listed on Exhibit A, Exhibit B, and Exhibit C to the Proposed Order is a claim on behalf of a claimant who holds Notes and/or Units and who filed the Disputed Claim with the incorrect creditor name. First, the Debtors’ books and records reflect that legal title to each Disputed Claim listed on Exhibit A is formally held jointly by two claimants. Notwithstanding that the Disputed Claims listed on Exhibit A are legally owned

jointly, these Disputed Claims, as submitted to GCG, set forth just one claimant's name as the creditor name in respect of such claim(s). Second, the Debtors' books and records reflect that legal title to each Disputed Claim listed on Exhibit B is formally held by a trust for the benefit of individual claimant(s). Notwithstanding that the Disputed Claims listed on Exhibit B are legally owned by a trust, these Disputed Claims, as submitted to GCG, set forth just an individual claimant's name as the creditor name in respect of such claim(s). Third, the Debtors' books and records reflect that legal title to each Disputed Claim listed on Exhibit C is formally held by an individual claimant whose legal name does not precisely match the name listed on such claim (although the Debtors are able to match such claims to the appropriate claimant).

15. To conform the claims register to the Debtors' books and records, and to ensure that distributions are made to the entity holding legal title to the Disputed Claims, the Debtors therefore seek to make ministerial modifications to the Disputed Claims, as more specifically set forth on Exhibit A, Exhibit B, and Exhibit C to the Proposed Order with respect to each Disputed Claim, to indicate (i) that each Disputed Claim listed on Exhibit A is held jointly, (ii) that each Disputed Claim listed on Exhibit B is held by a trust, and (iii) the correct legal name for each Disputed Claim listed on Exhibit C. Any failure to modify the Disputed Claims could result in distributions to parties that are not the legal owners (or not the sole legal owners) of the Disputed Claims and could therefore expose the Debtors' estates to liability to such actual legal owners.

16. Accordingly, the Debtors object to the Disputed Claims and request entry of the Proposed Order modifying each of the Disputed Claims as set forth on Exhibit A, Exhibit B, and Exhibit C.

17. For the avoidance of doubt, **the Debtors are not modifying the amount of any Disputed Claim** pursuant to this Objection. The "Claim Amount" listed in Exhibits A,

B, and C in respect of each Disputed Claim represent the Debtors' calculation of the Net Note Claim and/or Net Unit Claim applicable to such Disputed Claim, and **not** the amounts set forth in the filed proofs of claim on account of the Disputed Claims. Because no claimant in respect of a Disputed Claim elected to dispute the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the Court's Disclosure Statement Order, those amounts (rather than the amounts in the proofs of claim) are the amounts of the Net Note Claims and Net Unit Claims for purposes of distributions in respect of the Disputed Claims.

RESPONSES TO THIS OBJECTION

18. Any responses to this Objection must be filed **on or before 4:00 p.m. (ET) on February 22, 2019**, in accordance with the procedures set forth in the notice of this Objection.

RESERVATION OF RIGHTS

19. The Debtors reserve the right to adjourn the hearing on any Disputed Claim, and in the event that the Debtors do so, the Debtors will state the same in the agenda for the hearing on that Disputed Claim, which agenda will be served on the applicable claimant.

20. The Debtors and their estates reserve any and all rights to amend, supplement, or otherwise modify this Objection, the Proposed Order, or Exhibit A, Exhibit B, or Exhibit C thereto, and to file additional objections to any and all claims filed in these Chapter 11 Cases, including, without limitation, any and all of the Disputed Claims. The Debtors and their estates also reserve any and all rights, claims and defenses with respect to any and all of the Disputed Claims, and nothing included in or omitted from this Objection, the Proposed Order, or Exhibit A, Exhibit B, or Exhibit C thereto is intended or shall be deemed to impair, prejudice, waive, or otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims.

REQUEST FOR WAIVER

21. Although the Debtors do not believe this Objection is one “based on substantive grounds, other than incorrect classification of a claim,” Del. Bankr. L.R. 3007-1(f)(iii), and therefore do not believe that the Objection is required to “include all substantive objections to such claim,” *id.*, or is limited to 150 claims, Del. Bankr. L.R. 3007-1(f)(i), this Objection requests (out of an abundance of caution) a waiver of Local Rules 3007-1(f)(iii) and (f)(i) to the extent such rules might otherwise be construed to apply. Such a waiver is authorized by Local Rule 1001-1(c), which provides that “[t]he application of these Local Rules in any case or proceeding may be modified by the Court in the interest of justice,” Del. Bankr. L.R. 3007-1(f)(i), and is proper in this instance given that the modifications to the claims register requested by the Debtor hereby are ministerial rather than substantive.

NOTICE

22. Notice of this Objection has been provided to the following parties: (i) the United States Trustee for the District of Delaware; (ii) counsel to the Committee; (iii) counsel to the Noteholder Group; (iv) counsel to the Unitholder Group; (v) counsel to the DIP lender; (vi) all parties that, as of the filing of this Objection, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002;⁵ and (vii) claimants whose Disputed Claims are subject to this Objection. The Debtors submit that, in light of the nature of the relief requested herein, no other or further notice need be given.

⁵ In accordance with Local Rule 3007-2, the Debtors have served the parties that, as of the filing of this Objection, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, with the Notice and the Exhibits to the Objection.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order, and (b) grant such other and further relief as may be just and proper.

Dated: February 6, 2019
Wilmington, Delaware

/s/ Ian J. Bambrick
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Betsy L. Feldman (No. 6410)
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600
Fax: (302) 571-1253

-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars, 39th Floor
Los Angeles, California 90067

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)

Hrg. Date: April 2, 2019 at 10:00 a.m. (ET)

Obj. Deadline: February 22, 2019 at 4:00 p.m. (ET)

**NOTICE OF DEBTORS' FIFTH (5TH) OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007,
AND LOCAL RULES 3007-1 AND 3007-2**

**PARTIES RECEIVING THIS NOTICE SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS IDENTIFIED
ON EXHIBIT A, EXHIBIT B, AND EXHIBIT C TO THE PROPOSED ORDER**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE CREDITORS' COMMITTEE; (III) COUNSEL TO THE NOTEHOLDERS GROUP; (IV) COUNSEL TO THE UNITHOLDERS GROUP; (V) COUNSEL TO THE DIP LENDER; (VI) ALL PARTIES THAT, AS OF THE FILING OF THIS NOTICE, HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002;² AND (VII) CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THE OBJECTION

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its above-captioned affiliated debtors and debtors in possession (each, a "Debtor," and collectively, the "Debtors") have filed the attached *Debtors' Fifth (5th) Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the "Objection").³

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. 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 www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

² In accordance with Local Rule 3007-2, the Debtors have served the parties that, as of the filing of this Notice, have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, with this Notice and the Exhibits to the Objection.

³ Capitalized terms used but not otherwise defined in this Notice shall have the meanings ascribed to such terms in the Objection.

PLEASE TAKE FURTHER NOTICE that any responses (each, a “Response”) to the relief requested in the Objection must be filed on or before **February 22, 2019, at 4:00 p.m. (ET)** (the “Response Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, any party submitting a Response (each, a “Respondent”) must serve a copy of its Response upon the undersigned counsel to the Debtors so as to be received on or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that any Response must contain, at a minimum, the following:

- a. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
- b. the name of the Respondent and a description of the basis for the amount and classification asserted in the Disputed Claim, if applicable;
- c. a concise statement setting forth the reasons why the particular Disputed Claim should not be disallowed, reclassified or otherwise modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection at any hearing thereon;
- d. all documentation or other evidence of the particular Disputed Claim or asserted amount and classification thereof, to the extent not already included with the proof of claim previously filed, upon which the Respondent will rely in opposing the Objection at any hearing thereon; and
- e. the name, address, telephone number and email address of the person(s) (who may be the Respondent or a legal representative thereof) (i) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim on behalf of the Respondent and (ii) to whom the Debtors should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING (THE “HEARING”) ON THE OBJECTION WILL BE HELD ON **APRIL 2, 2019, AT 10:00 A.M. (ET)** BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE DEBTORS WILL PRESENT TO THE COURT, WITHOUT FURTHER NOTICE TO YOU, THE PROPOSED ORDER SUSTAINING THE OBJECTION.

PLEASE TAKE FURTHER NOTICE THAT QUESTIONS CONCERNING THE OBJECTION SHOULD BE DIRECTED TO THE UNDERSIGNED COUNSEL FOR THE DEBTORS, TO THE ATTENTION OF BETSY L. FELDMAN. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE OBJECTION.

Dated: February 6, 2019
Wilmington, Delaware

/s/ Ian J. Bambrick
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Sean M. Beach (No. 4070)
Edmon L. Morton (No. 3856)
Ian J. Bambrick (No. 5455)
Betsy L. Feldman (No. 6410)
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Tel: (302) 571-6600
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-and-

KLEE, TUCHIN, BOGDANOFF & STERN LLP
Kenneth N. Klee (*pro hac vice*)
Michael L. Tuchin (*pro hac vice*)
David A. Fidler (*pro hac vice*)
Jonathan M. Weiss (*pro hac vice*)
1999 Avenue of the Stars, 39th Floor
Los Angeles, California 90067

Counsel to the Debtors and Debtors in Possession

EXHIBIT 1

Declaration of Bradley D. Sharp

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

**DECLARATION OF BRADLEY SHARP IN SUPPORT OF DEBTORS’
FIFTH (5TH) OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS
PURSUANT TO SECTION 502 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

I, BRADLEY D. SHARP, pursuant to 28 U.S.C. § 1746, declare:

1. I am President and CEO of Development Specialists, Inc. (“DSI”), located at 333 S. Grand Avenue, Suite 4100, Los Angeles, California 90071, and the Chief Restructuring Officer of WGC Independent Manager LLC, a Delaware limited liability company (“WGC Independent Manager”), which is the sole manager of debtor Woodbridge Group of Companies, LLC, a Delaware limited liability company and an affiliate of each of the above-captioned debtors and debtors in possession (each, a “Debtor” and collectively, the “Debtors”).

2. I have read the *Debtors’ Fifth (5th) Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the “Objection”),¹ and am directly, or by and through other personnel or representatives of the Debtors, reasonably familiar with the information contained therein, the Proposed Order, and the exhibits attached to the Proposed Order. I am authorized to execute this declaration on behalf of the Debtors.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

3. I am one of the persons responsible for overseeing the claims reconciliation and objection process in these Chapter 11 Cases. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors and their estates in these Chapter 11 Cases. The Disputed Claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel and representatives of the Debtors. These efforts resulted in the identification of the Disputed Claims.

4. The information contained in Exhibit A, Exhibit B, and Exhibit C to the Proposed Order is true and correct to the best of my knowledge, information, and belief.

5. Through a review of the claims register in these Chapter 11 Cases and the Debtors books and records, the Debtors have determined that each of the Disputed Claims listed on Exhibit A, Exhibit B, and Exhibit C to the Proposed Order is a claim on behalf of claimant who holds Notes and/or Units and who filed the Disputed Claim with the incorrect creditor name. First, the Debtors' books and records reflect that legal title to each Disputed Claim listed on Exhibit A is formally held jointly by two claimants, however, these Disputed Claims, as submitted to GCG, set forth just one claimant's name as the creditor name in respect of such claim(s). Second, the Debtors' books and records reflect that legal title to each Disputed Claim listed on Exhibit B is formally held by a trust, however, these Disputed Claims, as submitted to GCG, set forth just an individual claimant's name as the creditor name in respect of such claim(s). Third, the Debtors' books and records reflect that legal title to each Disputed Claim listed on Exhibit C is formally held by an individual claimant whose legal name does not precisely match the name listed on such claim (although the Debtors are able to match such claims to the appropriate claimant). To conform the claims register to the Debtors' books and records, the Objection seeks to make ministerial modifications to the Disputed Claims to indicate

(i) that each Disputed Claim listed on Exhibit A is held jointly, (ii) that each Disputed Claim listed on Exhibit B is held by a trust, and (iii) the correct legal name for each Disputed Claim listed on Exhibit C. Failure to so modify the Disputed Claims could result in distributions to parties that are not the legal owners (or the sole legal owners) of the Disputed Claims.

6. I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information and belief.

Executed on February 6, 2019

/s/ Bradley D. Sharp

Bradley D. Sharp
Chief Restructuring Officer
WGC Independent Manager, LLC

EXHIBIT 2

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 SUSTAINING DEBTORS' FIFTH (5TH) OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007,
AND LOCAL RULES 3007-1 AND 3007-2**

Upon consideration of the *Debtors' Fifth (5th) Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the "Objection")² and the Sharp Declaration; and it appearing that this Court has jurisdiction to consider the Objection 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 as of February 29, 2012; and it appearing that venue of these Chapter 11 Cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that notice

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. 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 www.gardencitygroup.com/cases/WGC, or by contacting the undersigned counsel for the Debtors.

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

of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and upon the record of these Chapter 11 Cases; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Objection is SUSTAINED, as set forth herein.
2. The Disputed Claims identified on Exhibit A, Exhibit B, and Exhibit C to this Order are hereby modified as set forth on Exhibit A, Exhibit B, and Exhibit C with respect to each such Disputed Claim.
3. The Debtors' objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.
4. Garden City Group, Inc. is directed to modify the official claims register it maintains to comport with the relief granted by this Order.
5. To the extent applicable to the Objection, Local Rules 3007-1(f)(i) and (iii) are hereby waived.
6. Any and all rights of the Debtors and their estates to amend, supplement, or otherwise modify the Objection and to file additional objections to any and all claims filed in these Chapter 11 Cases, including, without limitation, any and all of the Disputed Claims, shall be reserved. Any and all rights, claims, and defenses of the Debtors and their estates with respect to any and all of the Disputed Claims shall be reserved, and nothing included in or

omitted from the Objection is intended or shall be deemed to impair, prejudice, waive, or otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims.

7. This Court shall retain jurisdiction and power over any and all affected parties with respect to any and all matters, claims, or rights arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2019
Wilmington, Delaware

Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT A¹

Disputed Claims (Joint Creditor Names)

¹ Capitalized terms used but not otherwise defined on Exhibit A shall have the meanings ascribed to such terms in the Objection.

Exhibit A

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
ENOLA ALLEN	ENOLA H & CLYDE ALLEN	7698	43,446.67	See Footnote 2
		449		
DAVID LEE ANDERSON	DAVID & SANTA ANDERSON	450	96,003.07	See Footnote 2
DAVID E BEER	DAVID & LYNN BEER	703	40,000.00	See Footnote 2
		3223		
	ELIZABETH BOTCHIS &	3224		
ELIZABETH E BOTCHIS	JENNIFER HAWTHORNE	3225	154,856.03	See Footnote 2
WILLIAM H BUFORD	WILLIAM H & SARAH N BUFORD	1983	113,652.62	See Footnote 2
ALLAN V CARB	ALLAN N & THERESA CARB	2334	95,644.47	See Footnote 2
STEPHEN CATO	STEPHEN & JACKLYN CATO	2944	55,025.59	See Footnote 2
DAVID C DILETTERA	DAVID & AURA DILETTERA	2500	50,000.00	See Footnote 2
STEVE DORSCH	STEVE & GRACE LEE DORSCH	8797	73,611.21	See Footnote 2
GEORGE MICHAEL DRISCOLL	GEORGE MICHAEL & MARYELLEN R DRISCOLL	8506	149,644.31	See Footnote 2
CLINTON EVANS	CLINTON & JUDY EVANS	3736	77,833.30	See Footnote 2
SHULAMITH FLEISCHER	SHULAMITH & GABRIELLE FLEISCHER	6864	21,943.76	See Footnote 2
WAYNE R FOSTER	WAYNE R & EUGENIA W FOSTER	950	49,208.34	See Footnote 2
ROYCE L FOWLER	ROYCE L & DORA A FOWLER	1292	27,972.02	See Footnote 2
JOSEPH R FREDETTE	JOSEPH & BARBARA FREDETTE	1741	23,701.35	See Footnote 2
DON GABBITAS	DON S & CHERYL GABBITAS	8440	97,815.26	See Footnote 2
	STANLEY GABERLAVAGE & DOROTHY SOTERIOU	781		
STANLEY GABERLAVAGE		782	187,780.50	See Footnote 2
PAUL GIAMMARCO	PAUL & MARGARET GIAMMARCO	4915	24,266.67	See Footnote 2
DON A GREEN	MAXINE L & DON A GREEN	2520	48,808.33	See Footnote 2
HOWARD GURSKY	HOWARD I & BEVERLY GURSKY	1637	50,000.00	See Footnote 2
		2403		
JAMES M HANCE	JAMES & BRENDA HANCE	3299	199,200.00	See Footnote 2
DENNIS J HANNA	DENNIS & PHYLLIS HANNA	707	25,000.00	See Footnote 2
	JENNIFER HAWTHORNE & ELIZABETH BOTCHIS	3222		
JENNIFER HAWTHORNE		3530	104,836.02	See Footnote 2
	EDWARD S JR & VALERIE A HICKEY	9674		
EDWARD S HICKEY		1044	1,218,885.44	See Footnote 2
	DAVID HINRICHS & DEBORAH PRICE-HINRICHS	2466	36,566.71	See Footnote 2
DAVID C HINRICHS				
NOEL B HOLLIDAY	KAREN & NOEL HOLLIDAY	3323	29,255.00	See Footnote 2
ADELAIDE L. KURTZEBORN AND HELEN N. WATS	ADELAIDE KURTZEBORN & H WATSON-AUBUCHON	6175	99,000.00	See Footnote 2

¹ In accordance with the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors (the "Plan"), the claim amounts set forth herein for the Disputed Claims represent the Debtors' calculation of the Net Note Claim and/or Net Unit Claim (as such terms are defined in the Plan) applicable to such claim, and not the amounts set forth in the respective proofs of claim. No claimant in respect of a Disputed Claim herein elected in such claimant's ballot to dispute the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the solicitation procedures approved by the Court.

² Pursuant to the Debtors' books and records, the Disputed Claim is held jointly by two claimants. However, the Disputed Claim erroneously sets forth just one individual claimant's name as the creditor name. Accordingly, the Disputed Claim is being modified solely to reflect that the creditor name is the name of the applicable claimants jointly.

Exhibit A

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
CAROL A LAMBERT	CAROL A LAMBERT & ANDREA F DARWENT	3591 8113	97,239.60	See Footnote 2
NANCY E LANDMAN	LLOYD & NANCY LANDMAN	4470 8807	40,940.18	See Footnote 2
ERNEST R LANGLAIS	ERNEST R & ESTELLA JUNE LANGLAIS	176	42,876.18	See Footnote 2
DOUGLAS LARSON	NANCY & DOUGLAS LARSON	3732 3733 3734	175,635.44	See Footnote 2
JAMES LINDSAY	JAMES & GERALDINE LINDSAY	8146	49,138.90	See Footnote 2
LAWRENCE LUTZ	LAWRENCE & JUDITH LUTZ	88	48,616.67	See Footnote 2
MICHAEL J MALCOLM	YVONNE & MICHAEL MALCOLM	9107	49,697.92	See Footnote 2
JULIE MARCHANTE	MARIE & JULIE M MARCHANTE	993 994	41,625.70	See Footnote 2
WILLIAM MCCALLUM	WILLIAM & DEBRA ANN MCCALLUM	7504 7505	162,403.33	See Footnote 2
ROBERT MCELROY	ROBERT & DOROTHY D MCELROY	976	288,661.19	See Footnote 2
DELTIS D MOORE	DELTIS D & JUDITH KAY MOORE	5609 5610	137,845.80	See Footnote 2
MARK L. MOSSONI	MARK L & JODELL J MOSSONI	8625 8626 8627 8628	69,312.55	See Footnote 2
KEVIN MOTES	KEVIN R & LORI A MOTES	2734 2735	140,411.87	See Footnote 2
ROBERT L NEDBALEK	ROBERT L & ELIZABETH D NEDBALEK	493	47,499.98	See Footnote 2
RUBEN NOEL JR	RUBEN W JR & RITA A NOEL	5261	98,300.00	See Footnote 2
KEITH E ORMSBY	KEITH & BARBARA ORMSBY	2394	99,241.67	See Footnote 2
ERWIN S PARR	ERWIN S & KAREN P PARR	3319	55,600.00	See Footnote 2
REGEE THOMAS PETAJA	REGEE & LAUREN PETAJA	424	226,388.82	See Footnote 2
NORMAN T PLATT	NORMAN T PLATT & DOROTHEA HEGARTY	1080 3981	69,918.33	See Footnote 2
FRED W POHLMAN	FRED W & LUCIA D POHLMAN	2396	60,221.71	See Footnote 2
ROBERT POON	ROBERT POON & YAN JUAN NIE	3592 1417	40,347.15	See Footnote 2
ROBERT D PRICE	ROBERT D & MARGARET J PRICE	1857 9604	83,250.00	See Footnote 2
VINCENT PUCCI	BARBARA E & VINCENT J PUCCI	4630	23,210.80	See Footnote 2
DONALD RHODA	DONALD C & MICHAEL J RHODA	3025	61,441.65	See Footnote 2
SHERYL L RITCHEY	SHERYL L & EDWARD D RITCHEY	8876 8884 9664	72,983.36	See Footnote 2
OLIVIA SAN MIGUEL	OLIVIA G & LUIS G SAN MIGUEL	9153	518,666.67	See Footnote 2
JAY SMALL	JAY & ILENE SMALL	4038 4039 4040	196,722.89	See Footnote 2
JAMES J SNYDER	JAMES & JO ANNE SNYDER	704	25,000.00	See Footnote 2

Exhibit A

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
ANN C SRAMEK	ANN C SRAMEK & CAROL A PONTREMOLI	845	45,637.50	See Footnote 2
RANDAL L STENDER	RANDAL & LINDA STENDER	9138	25,000.00	See Footnote 2
BERNARD TOBIN	BERNARD & CECILE TOBIN	8075	49,200.00	See Footnote 2
PAUNEE S UBERUAGA	PAUNEE & PHILIP J UBERUAGA JR	3221	94,686.74	See Footnote 2
ALFREDO URIBE	ALFREDO & HORTENCIA O URIBE	840 841	71,845.81	See Footnote 2
PEGGY WINNETT	PEGGY S WINNETT & CHRISTINE M WIGGERS	8072	48,043.07	See Footnote 2
KUANG-LEI WU	KUANG-LEI & DIANA C Y WU	7519	24,110.74	See Footnote 2
PAUL ZMINKOWSKI	PAUL & MAUREEN ZMINKOWSKI	2722 4740	45,192.35	See Footnote 2
THOMAS ZUBERBIER	THOMAS & BONNIE ZUBERBIER	463	196,388.86	See Footnote 2

EXHIBIT B¹

Disputed Claims (Trust Creditor Name)

¹ Capitalized terms used but not otherwise defined on Exhibit B shall have the meanings ascribed to such terms in the Objection.

Exhibit B

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
RONNIE AND ANDRES ALBAN	ANDRES ALBAN RT	2177	176,400.19	See Footnote 2
RONNIE AND ANDRES ALBAN	RONNIE ALBAN RT	2177	175,379.02	See Footnote 2
CLIFFORD R ALBERTSON	CLIFFORD R ALBERTSON RLT	7549	48,932.28	See Footnote 2
WILLIAM & PATRICIA AMARO	WILLIAM M & PATRICIA A AMARO RT	7673	45,611.08	See Footnote 2
MYRA NELSON	THE ARUTA-NELSON FT DTD 03/28/89	2496	25,000.00	See Footnote 2
HENRY S BERRY	THE BERRY LT	556 7028 7029 7030 7031 9624 9626 9628	216,759.64	See Footnote 2
BEATRICE A BOGHOSIAN	THE BEATRICE A BOGHOSIAN RLT	1392 2522 2712 2713	164,572.95	See Footnote 2
ROGER W BRINK	ROGER W BRINK RT 01/19/94- ROGER BRINK TR	7227	35,083.22	See Footnote 2
JOHN BUNCK AND DONNA BUNCK	THE BUNCK FLT DTD 10/06/09	510	48,641.67	See Footnote 2
JEAN & BOBBY CARROLL	J/B CARROLL IN TR FOR G D & R J CARROLL	6384	45,499.97	See Footnote 2
GEORGE ALBERT CHURCH JR	GEORGE & PATRICIA CHURCH RT RSTD 07/08/16	6587	71,783.29	See Footnote 2
SOPHIE CLANTON	AMERICAN EST&TR FBO SOPHIE CLANTON	1636	43,000.21	See Footnote 2
ROBERT E COLEN	ROBERT E COLEN RT DTD 03/13/97	6749	25,000.00	See Footnote 2
KARLA SCHMIDT COMMINS	KARLA SCHMIDT COMMINS TR	6958	196,666.68	See Footnote 2
EDWARD CONWAY	JEAN & EDWARD CONWAY RT	1266 1267	57,440.00	See Footnote 2
EDWARD CONWAY	EDWARD CONWAY RT	1268	96,433.33	See Footnote 2
JOE & JOYCE COSTA	THE COSTA LT UA 02/01/80	1926	199,866.67	See Footnote 2
JOAN DENISON	STANLEY & JOAN DENISON DEC OF TR 02/28/02	1251	99,055.55	See Footnote 2
JOSEPH F & ELAINE DUSENBURY	JOSEPH F & ELAINE S DUSENBURY RLT	3486	23,501.35	See Footnote 2

¹ In accordance with the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors (the "Plan"), the claim amounts set forth herein for the Disputed Claims represent the Debtors' calculation of the Net Note Claim and/or Net Unit Claim (as such terms are defined in the Plan) applicable to such claim, and not the amounts set forth in the respective proofs of claim. No claimant in respect of a Disputed Claim herein elected in such claimant's ballot to dispute the amount of such claimant's Net Note Claim and/or Net Unit Claim in accordance with the solicitation procedures approved by the Court.

² Pursuant to the Debtors' books and records, the Disputed Claim is held by a trust for the benefit of individual claimant(s). However, the Disputed Claim erroneously sets forth the individual claimant's name as the creditor name. Accordingly, the Disputed Claim is being modified solely to reflect that the creditor name is the name of the applicable trust.

Exhibit B

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
LINDA EGBERT	LINDA A EGBERT 2009 RT 04/16/09	6396	40,993.23	See Footnote 2
A WAYNE FIELD	FIELD TR B DTD 03/16/09	533 570	97,705.57	See Footnote 2
MEGAN ROSE FINKELDEY	MEGAN ROSE FINKELDEY RT 02/05/14	1852	49,673.70	See Footnote 2
NEIL MURPHY AND CHRISTINA FRANCIS	MURPHY FRANCIS LT	5851	24,931.83	See Footnote 2
BORIS FRIEDBERG	BORIS FRIEDBERG 2004 RT	406 7979	262,972.36	See Footnote 2
DANIEL FROHWEIN	DANIEL FROHWEIN RT	6020	24,859.37	See Footnote 2
DOMINIC FUCCI	THE FUCCI FT DTD 12/19/88	2690	47,326.43	See Footnote 2
GALBREATH FAMILY TRUST DATED 10/18/17	GALBREATH FT DTD 10/18/02	2361	24,995.83	See Footnote 2
LANNING R GANS	LANNING R GANS FT DTD 11/14/13	1938	190,922.21	See Footnote 2
ALAN GRABISCH	ALAN GRABISCH RT	8654 8659	623,601.54	See Footnote 2
PHILIP GREENFIELD	PHILIP GREENFIELD RLT	6690	49,340.27	See Footnote 2
J & B GREENLEAF TTEES OF THE GREENLEAF F	J & B GREENLEAF TTEES OF THE GREENLEAF FT	8270	48,111.13	See Footnote 2
RAY A GRIFFIN	RAY A & MARY E GRIFFIN LT DTD 04/08/04	57	91,327.82	See Footnote 2
DAVID & GYL E HANNA	DAVID L & GYL E HANNA RLT	8771	89,911.06	See Footnote 2
JON HARDT	THE JON & MARGARET A HARDT LT	9766	383,405.53	See Footnote 2
SANDRA BOULIS HAYNES	HAYNES FT	4651	775,152.81	See Footnote 2
KAY HERRINGTON	PAUL R & KAY HERRINGTON FT	7286	70,739.58	See Footnote 2
RYAN G AND JANELLE M HOMAN	THE RYAN & JANELLE HOMAN RT DTD 03/22/16	1059	24,539.59	See Footnote 2
CONSTANCE JORDAN	CONSTANCE F JORDAN RT UAD 10/16/17	8815	26,290.00	See Footnote 2
LANNY LEVIN	HARRIET & LANNY LEVIN TR	3854 3853	130,575.87	See Footnote 2
MIRIAM LEVINE	MIRIAM LEVINE RLT DTD 06/03/98	8070	31,029.63	See Footnote 2
MICHAEL S LIPSITZ	MICHAEL S LIPSITZ LT	5308	126,316.67	See Footnote 2
CHRISTINE D LORE	CHRISTINE D LORE TR DTD 11/04/98	3150 3151	58,558.87	See Footnote 2
MAURICE & AMY MAMO	THE MAMO FT DTD 11/18/02	2446	29,050.00	See Footnote 2
NORA L HARTQUIST TTEE	THE TR OF ANTONY F MATARRESE	490	195,000.02	See Footnote 2
VIRGINIA M MOLITERNO	VIRGINIA M MOLITERNO RLT	921 9434	47,647.19	See Footnote 2
RICHARD D O'DONNELL	O'DONNELL R/A TR	2961	90,354.23	See Footnote 2
IRENE OLIN	IRENE OLIN TR DTD 02/25/98	7553	123,525.88	See Footnote 2

Exhibit B

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
ALFRED J ORTENZO	ALFRED J ORTENZO RT	4340 4341 4342 4343 4344 4345 4346	462,326.62	See Footnote 2
GAIL PAYMER	GAIL P PAYMER RT DTD 02/23/01	7552	74,218.72	See Footnote 2
LAWRENCE AND DIXIE POWERS	POWERS FT DTD 10/09/12	509	97,166.67	See Footnote 2
EDWARD AND JACQUELINE RAMOS	THE EDWARD & JACQUELINE RAMOS FT 03/09/95	6404	47,850.00	See Footnote 2
ROBERT REYNOLDS	ROBERT & JACQUELINE REYNOLDS RLT 06/05/03	9392	27,384.18	See Footnote 2
JOHN MICHAEL & JOANN RILEY	JOHN M & JOAN ANN RILEY RT DTD 11/07/94	7837	73,129.72	See Footnote 2
CONRAD DOUGLASS ROBERTSON	ROBERTSON FT DTD 12/23/92	3906	34,116.65	See Footnote 2
JOSEPHINE RO	JOSEPHINE ROSIKIEWICZ RT DTD 09/01/16	7751	56,650.02	See Footnote 2
SONIA RUDGE	SONIA RUDGE RT DTD 12/15/09	1047 4856 4857 4858 4859	296,990.51	See Footnote 2
ROBERT SCHATTNER	ROBERT L SCHATTNER TR	9316	885,948.01	See Footnote 2
LINDA B SHERBY	LINDA SHERBY TR	4123	81,901.63	See Footnote 2
BERNARD E STIMELL	BERNARD E STIMELL RT 07/20/06	3540	22,329.17	See Footnote 2
PATRICIA STONE-GULLATT	THE STONE LT	393 8762 - 8769 8776 - 8784 8885 9613 - 9621	848,973.25	See Footnote 2
JUDY M STRBIK	JUDY M STRBIK RT U/A DTD 06/08/99	2620	140,581.28	See Footnote 2
HANNAH TENNER	HANNAH TENNER TR	9485	43,476.53	See Footnote 2
ELIZABETH J THOMAS	ELIZABETH J THOMAS LT	4665	100,000.00	See Footnote 2
HAZEN R THOMAS AND SONJA M THOMAS	THE THOMAS LT DTD 01/16/13	6028	24,091.00	See Footnote 2
RONALD C TUCKER AND MARTHA C TUCKER, REV	RONALD C & MARTHA C TUCKER RFT	5788	71,777.89	See Footnote 2
HELEN SUE VON INS-ROPER	HELEN SUE VON INS-ROPER TR	90 295	43,829.12	See Footnote 2
NORMA WEINER	NORMA WEINER LT DTD 11/13/13	1767	1,006,487.50	See Footnote 2
GEORGE N WEISGERBER	GEORGE N WEISGERBER TR DTD 01/19/00	6608 6609 6610	160,962.53	See Footnote 2
JEAN WHITE	JEAN WHITE FT UTA DTD 04/16/09	9538	22,525.07	See Footnote 2
TIN WIN	THE WIN FT DTD 01/28/14	1686	97,430.56	See Footnote 2
GLENN WINTERS	THE GLENN WINTERS FT DTD 03/19/92	4487	25,740.00	See Footnote 2

Exhibit B

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
FREDERICK R & NORMA M WITTMAN	FREDERICK R & NORMA M WITTMAN TR	1300 3337	59,504.17	See Footnote 2
ELAINE J YOUNG	ELAINE J YOUNG TR DTD 06/16/00	471 473 6071 6075	55,012.50	See Footnote 2

EXHIBIT C¹

Disputed Claims (Corrected Creditor Name)

¹ Capitalized terms used but not otherwise defined on Exhibit C shall have the meanings ascribed to such terms in the Objection.

Exhibit C

Asserted Creditor Name	Modified Creditor Name	Claim Number(s)	Claim Amount (See Footnote 1)	Reason for Modification
MAINSTAR-FBO PHIL ANSON	PHIL ANSON	8729	98,425.83	See Footnotes 2 and 3
GEORGE DELALIO MA C/O ALTERNATIVE HEALTHY RESOURCES LLC	ALTERNATIVE HEALTHY RESOURCES LLC	4541	145,075.00	See Footnote 2
IRA SERVICES TRUST CO CUSTODIAN FBO CLARENCE E HARMON	CLARENCE HARMON	2300	49,977.97	See Footnotes 2 and 3
KRAVITSKY	JOYCE D KRAVITSKY	4747	28,732.50	See Footnote 2
JOSEPHINE RO	JOSEPHINE ROSIKIEWICZ	7751	159,798.33	See Footnote 2
PAUL D. VAAGENE	SUNSHINE POCKET LLC	1215 5316 5317 5318	114,166.67	See Footnote 2

¹ In accordance with the First Amended Joint Chapter 11 Plan of Liquidation of Woodbridge Group of Companies, LLC and its Affiliated Debtors (the “Plan”), the claim amounts set forth herein for the Disputed Claims represent the Debtors’ calculation of the Net Note Claim and/or Net Unit Claim (as such terms are defined in the Plan) applicable to such claim, and not the amounts set forth in the respective proofs of claim. No claimant in respect of a Disputed Claim herein elected in such claimant’s ballot to dispute the amount of such claimant’s Net Note Claim and/or Net Unit Claim in accordance with the solicitation procedures approved by the Court.

² Pursuant to the Debtors’ books and records, the Disputed Claim is held by a claimant whose legal name does not precisely match the name set forth on the Disputed Claim. Accordingly, the Disputed Claim is being modified solely to reflect that the creditor name is the correct legal name of the individual claimant.

³ Pursuant to the Debtors’ books and records, the claimant holds two claims, one of which is held in an IRA account through a legal custodian and the other of which is held by the individual claimant directly. However, the Disputed Claim includes the amounts of both such claims together in a single proof of claim that was filed in the name of the legal custodian for the benefit of the individual claimant. Accordingly, solely with respect to that portion of the Disputed Claim that is held by the individual claimant directly, the Disputed Claim is being modified to reflect that the creditor name is the name of the individual claimant. For the avoidance of doubt, with respect to that portion of the Disputed Claim that is held in an IRA account through a legal custodian, the creditor name will remain the legal custodian’s name for the benefit of the individual claimant, as originally set forth in the proof of claim.